

# Disclosure of Wrongdoing Policy

## Purpose

The Napier Port Code of Ethics and Code of Conduct set out the ethical and behavioural standards expected of Directors, Senior Management and employees of Napier Port Holdings Limited (**Napier Port**) and its subsidiaries' (the **Napier Port Group**). The Napier Port Code of Ethics underpins and supports the vision and values that govern our collective and individual behaviour.

The objectives of this policy are to:

- Facilitate the disclosure and investigation of matters of serious wrongdoing; and
- Protect the people who raise concerns about serious wrongdoing at Napier Port or in a Napier Port Group company.

## Introduction

Napier Port's goal is to have a culture that supports individuals to openly report wrongdoing and non-compliance with legislation and the Napier Port Group's policies and procedures. In the first instance Napier Port expects these issues to be notified through established channels and reporting lines, as set out in the Disclosure of Wrongdoing Procedures. Depending on the circumstances this reporting could be:

- Directly to the individual or team undertaking the wrongdoing;
- Through reporting channels e.g. the Napier Port Group near miss/damages channels, or the SAI360 system;
- To the employee's own manager or a senior manager; or
- To a member of the Culture and Community team, or the Chief Financial Officer.

In some situations, however, an employee may wish to be protected when making a disclosure or reporting information about serious wrongdoing and may make a Protected Disclosure.

Under New Zealand legislation, the Protected Disclosures Act 2000 (the **Act**) provides protection to individuals reporting serious wrongdoing by companies or their representatives.

The Disclosure of Wrongdoing (Whistle-blower) Procedure outlines the process for raising and the follow up of a Protected Disclosure.

## Definitions

A Protected Disclosure is where:

- The information is about a serious wrongdoing in or by Napier Port or a Napier Port Group company;
- The information concerns an actual or suspected situation and the reporter believes on reasonable grounds that the information disclosed is true or likely to be true;
- The reporter wishes the serious wrongdoing to be investigated; and
- The reporter wishes the disclosure to be protected.

Serious wrongdoing in the Act is defined as:

- Unlawful, corrupt, or irregular use of company funds or company resources;
- An act, omission, or course of conduct that is:
  - a serious risk to health or safety or the environment;
  - a serious risk to the maintenance of law, including the prevention, investigation and detection of offences and the right to a fair trial; or
  - an offence; or
- An act, omission, or course of conduct by a company official that is oppressive, improperly discriminatory, or grossly negligent, or which constitutes gross mismanagement.

In addition, to the extent not already incorporated by the definition of serious wrongdoing in the Act, for the purposes of Napier Port policy, serious wrongdoing includes:

- Serious misconduct as defined in the Napier Port Code of Conduct (e.g. fraud, dishonesty, acting in a way that threatens health and safety or hinders the safe and proper performance of the duties of the employee or of other employees).

## Who can make a Protected Disclosure?

A reporter of a Protected Disclosure may be an existing or previous employee or a contractor.

## Protection under the Act

A person making a Protected Disclosure will be protected as is required by the Act. Protections include:

- Protection against retaliatory action by an employer;
- Immunity from civil or criminal proceeding or to a disciplinary proceeding by reason of having made or referred that disclosure of information; and
- Non-disclosure of information that might identify the person who made the protected disclosure (subject to the exceptions identified in 'Confidentiality' below).

Protections also extend to any other employee who volunteers supporting information as if it were a protected disclosure of information so that the serious wrongdoing can be investigated. This protection under the Act does not apply if the supporting information arises as a result of an investigation.

## Confidentiality

Napier Port will protect the confidentiality of the reporter of a serious wrongdoing with the following exceptions:

- The reporter has agreed in writing to have his or her identity revealed;
- Revealing the identity of the reporter is essential for the purposes of the investigation;
- Disclosure is essential to prevent serious risk to public health or safety; or
- Disclosure is essential to comply with the principles of natural justice.

## Policy

All Protected Disclosures will be investigated and followed up to the extent reasonably allowed by the disclosed information.

All Protected Disclosures will be notified to the Board.

A person making a Protected Disclosure in accordance with the provisions of Act will be protected as is required by the Act.

Napier Port recognises the protections afforded to employees and contractors under the Act and will support employees and contractors who, acting in good faith, report any serious wrongdoing.

Napier Port extends the protections provided by the Act to include the reporting of serious wrongdoing as defined in this policy.

## Review

This Disclosure of Wrongdoing Policy is subject to annual review by the Board of Directors.

## Related Documents

Disclosure of Wrongdoing (Whistle-blower) Procedure  
Code of Ethics  
Code of Conduct  
Conflict of Interest Policy  
Employee Handbook  
Fraud Policy