

# Disclosure of Wrongdoing (Whistleblower) 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. 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, a person 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 (Protection of Whistleblowers) Act 2022 (the **Act**) provides protection to certain individuals ("Disclosers") reporting serious wrongdoing by companies or their representatives or employees.

The Procedure outlines the process for raising and the follow up of a Protected Disclosure.

## Definitions

A disclosure of information is a “**Protected Disclosure**” if the Discloser—

- believes on reasonable grounds that there is, or has been, serious wrongdoing in or by the Discloser’s organisation; and
- discloses information about that in accordance with the Act; and
- does not disclose it in bad faith.

“**Serious wrongdoing**” is defined in the Act as including any act, omission, or course of conduct in (or by) Napier Port or a Napier Port Group company that is one or more of the following:

- an offence:
- a serious risk to—
  - public health; or
  - public safety; or
  - the health or safety of any individual; or
  - the environment:
- a serious risk to the maintenance of law, including—
  - the prevention, investigation, and detection of offences; or
  - the right to a fair trial
- an unlawful, a corrupt, or an irregular use of public funds or public resources:
  - oppressive, unlawfully discriminatory, or grossly negligent, or that is gross mismanagement, and is done (or is an omission) by a person performing (or purporting to perform) a function or duty.

In addition, to the extent not already incorporated by the definition of serious wrongdoing in the Act, for the purposes of Napier Port policy and procedure, serious wrongdoing will be treated as including 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). Disclosures of any such behaviour will be covered by this Policy and the Procedure but will not fall within the ambit of the Act.

## Who can make a Protected Disclosure?

A Protected Disclosure may be made by a Discloser. A “**Discloser**”, in relation to Napier Port, means an individual who is (or was formerly):

- an employee;
- a secondee;
- engaged or contracted under a contract for services to do work for Napier Port;
- concerned in the management of Napier Port; or
- a volunteer working for Napier Port.

## Protection under the Act

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

- Immunity from civil or criminal proceedings or a disciplinary proceeding by reason of having made that disclosure; and
- Non-disclosure of information that might identify the person who made the Protected Disclosure (subject to the exceptions identified in ‘Confidentiality’ below).

A Discloser is entitled to protection under the Act even if:

- they are mistaken and there is no serious wrongdoing; or
- they do not indicate that the disclosure is being made under the Act;
- they technically fail to comply with sections [11](#) or [14](#) of the Act (as long as they have substantially complied); or
- they also make the disclosure to another person, so long as they do so on a confidential basis and for the purposes of seeking advice about whether or how to make a Protected Disclosure in accordance with the Act.

These protections do not apply where the Discloser makes a disclosure they know to be false or otherwise acts in bad faith. Allegations made by employees maliciously or in bad faith may result in disciplinary action. Disclosure of legally privileged information is not protected by the Act.

Protections also extend to any other Discloser who discloses information in support of, or relating to, a Protected Disclosure, as if it were a Protected Disclosure, so long as it disclosed to Napier Port (or an Appropriate Authority) in accordance with the Act, and is not disclosed in bad faith.

## Confidentiality

Napier Port will use its best endeavours to protect the confidentiality of the Discloser of serious wrongdoing with the following exceptions:

- The Discloser has consented to the release of the identifying information;
- Revealing the identity of the Discloser is essential for the effective investigation of the Protected Disclosure;
- Disclosure is essential to prevent serious risk to public health or safety, or to the health or safety of an individual or the environment;
- Disclosure is essential to comply with the principles of natural justice; or
- Disclosure is essential to an investigation by a law enforcement or regulatory agency for the purpose of law enforcement.

Any disclosure of identifying information will be managed in accordance with Napier Port Group's obligations under law, including the Act and Privacy Act 2020. That includes an obligation to consult the Discloser first in certain circumstances, and to advise the Discloser after releasing identifying information.

## Policy

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

All Protected Disclosures will be notified to the Board.

The Discloser will be protected as is required by the Act.

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

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

## Review

This Disclosure of Wrongdoing (Whistleblower) Policy is subject to annual review by the Board of Directors, or at other times as appropriate.

## Related Documents

Disclosure of Wrongdoing (Whistle-blower) Procedure  
Code of Ethics

Code of Conduct  
Conflict of Interest Policy  
Employee Handbook  
Fraud Policy  
Privacy Policy