

TIL LOGISTICS GROUP LIMITED

(TIL Logistics)

Whistleblower Policy

The board of directors of TIL Logistics (the Board) has on 6 December 2017 adopted the following Whistleblower Policy

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1. Purpose

The purpose of this policy is to outline the systems and processes which TIL Logistics has put in place to allow staff to raise concerns, ensure that whistleblowing complaints about serious misconduct, Wrongdoing and health and safety concerns are managed in a consistent and structured manner, and protect staff who make such disclosures.

TIL Logistics is committed to providing a safe place to work and promoting a culture of compliance, honesty and ethical behaviour within TIL Logistics. This includes providing an environment where staff are encouraged to report any Wrongdoing in good faith and free from victimisation so that the Board and senior management can adequately manage risk and ensure it delivers on its promise of providing a safe work environment that meets TIL Logistics' standards.

TIL Logistics encourages all staff to report Wrongdoing. TIL Logistics' attitude is – “when in doubt report”. All staff should feel confident and comfortable about reporting Wrongdoing.

TIL Logistics is committed to protecting and supporting the dignity, wellbeing, career and good name of anyone reporting a Wrongdoing in good faith.

2. Objectives

- (a) Provide processes to effectively manage and investigate whistleblowing complaints in a consistent and structured manner.
- (b) Ensure that staff are encouraged and enabled to disclose their concerns about serious Wrongdoing or misconduct or health and safety concerns and understand the appropriate process.
- (c) Ensure that systems are in place to protect whistleblowers.

3. Definitions

- (a) **TIL Logistics:** refers to TIL Logistics Group Limited.
- (b) **Board and Directors:** are the Board and Directors of TIL Logistics, unless specifically referred to as board and directors of a subsidiary business owned by TIL Logistics.
- (c) **Subsidiary businesses:** are included in the TIL Logistics definition unless specifically referred to as a subsidiary business.
- (d) **Staff:** is defined as TIL Logistics' directors, employees, contractors and service providers.
- (e) **Whistleblower:** A person, being a director, manager, employee or contractor of TIL Logistics or a subsidiary of TIL Logistics, where the person is apprehensive about raising his/her concern because of the fear of possible adverse repercussions to him/her in relation to Wrongdoing and who makes a report under this policy.
- (f) **Wrongdoing:** Wrongdoing is conduct by a person or persons connected with TIL Logistics which, in the view of a whistleblower acting in good faith, is:
 - (i) a breach of regulations or laws;
 - (ii) a breach of TIL Logistics' policies and codes;
 - (iii) inappropriate behaviour including discriminatory, sexual harassment and other unethical behaviour;
 - (iv) unsafe work processes or behaviour or an unsafe environment that may endanger the health and safety of employees;
 - (v) dishonest or corrupt behaviour, including soliciting, accepting or offering a bribe, facilitation payments or other such benefits;
 - (vi) illegal activity (including theft, drug sale / use, violence or threatened violence and property damage);
 - (vii) impeding internal or external audit processes;
 - (viii) improper behaviour relating to accounting, internal accounting controls, actuarial, or audit matters;
 - (ix) a substantial mismanagement of TIL Logistics' resources;
 - (x) conduct that is detrimental to TIL Logistics' financial position or reputation; and
 - (xi) concealment of Wrongdoing.
- (g) **Serious Wrongdoing:** TIL Logistics has adopted the definition of serious Wrongdoing as provided in the Protected Disclosures Act 2000, being:
 - (i) any unlawful, corrupt, or irregular use of funds or resources;
 - (ii) any act, omission, or course of conduct that constitutes a serious risk to public health, public safety or the environment;

- (iii) any act, omission, or course of conduct that constitutes a serious risk to the maintenance of law, including the prevention, investigation, and detection of offences and the right to a fair trial;
- (iv) any act, omission, or course of conduct that constitutes an offence; or
- (v) any act, omission, or course of conduct that is oppressive, discriminatory, or grossly negligent, or that constitutes gross mismanagement.

4. Policy Overview

This policy sets out the minimum requirements for TIL Logistics. Where TIL Logistics or a subsidiary business operates in an overseas jurisdiction and that overseas jurisdiction imposes a higher standard, those local standards are deemed to be incorporated into and to supplement the policy.

The policy covers the following areas:

- (a) Process;
- (b) Reporting Wrongdoing;
- (c) Investigating Wrongdoing;
- (d) Protected Disclosures Act 2000 (New Zealand);
- (e) Confidentiality;
- (f) Compliance Monitoring and Performance;
- (g) Responsibilities;
- (h) Appendix 1: Summary of the Process for Reporting Wrongdoing; and
- (i) Appendix 2: Contact Details for Reporting Wrongdoing.

This policy complements other TIL Logistics governance documents including the Risk Assurance and Audit Committee Charter and the Code of Ethics.

This policy applies to all staff, including directors, managers, staff, contractors and consultants in all businesses and subsidiaries within TIL Logistics.

It covers all operations of TIL Logistics and its subsidiaries, and any alleged, actual or suspected Wrongdoing or serious misconduct involving TIL Logistics staff, vendors or other external parties with a business relationship with TIL Logistics.

Subsidiary businesses may have their own whistleblowing processes provided that their processes are in line with this policy.

5. Reporting Wrongdoing

If a staff member has evidence that serious Wrongdoing is happening within TIL Logistics, he or she has a duty to draw attention that Wrongdoing to the relevant authority within TIL Logistics or, if there is no other choice, to a responsible authority outside TIL Logistics.

It is preferred that such reports are made in writing, clearly identifying the nature of the suspected Wrongdoing and the person or persons involved.

If the person making the disclosure has any personal interest or involvement in the matter, this should be declared at the outset.

Details of whom to inform are below. **Their contact details are included in Appendix 2.**

In order of priority, disclosure should be made to the following people:

- (a) direct line of management;
- (b) Ethics Officer;
- (c) other management reports;
- (d) the Chair of the Risk Assurance and Audit Committee or the Chief Financial Officer in accordance with the anonymous reporting processes; and
- (e) other authorities outside TIL Logistics.

See below for more information on details on how to disclose Wrongdoing to each of these reports.

Manager:

Depending on the nature of the Wrongdoing, the staff member is encouraged to first discuss their concern with their Manager. Any staff member that submits or receives a report must treat the matter confidentially. However, this may not always be appropriate. Therefore, the staff member can report to the people set out below.

Ethics Officer:

If the employee does not want to talk to their direct manager, or their concern relates to their direct manager, then they are encouraged to contact TIL Logistics' Ethics Officer (the Chief Financial Officer of TIL Logistics).

Other Management Reports:

If the staff member does not feel comfortable speaking with their Manager or the Ethics Officer, they can report their concern to:

- (a) another member of TIL Logistics' management team;
- (b) the TIL Logistics' Human Resources Manager;
- (c) the General Manager/Chief Executive Officer of the subsidiary;
- (d) the Chief Executive Officer or Chief Financial Officer of TIL Logistics; or
- (e) the Chair of TIL Logistics' Risk Assurance & Audit Committee.

Anonymous Report:

TIL Logistics would prefer that whistleblowers make a report openly and disclose their identity. However, TIL Logistics recognises that staff may prefer to bypass management in certain circumstances, including but not limited to, the following situations:

- (a) they believe they may be victimised if they use a normal reporting channel; or
- (b) they prefer to make the report anonymously.

In these circumstances, staff may send an anonymous report in writing to the Chair of TIL Logistics' Risk Assurance and Audit Committee, who is not an employee of TIL Logistics.

Employees can also send an email to greg.whitham@til.kiwi. This will be reviewed by TIL Logistics' Chief Financial Officer, who is also the Compliance Officer.

Whistleblowers should be aware that it will be more difficult to investigate and take action in relation to Wrongdoing that is made anonymously and maintaining the anonymity of the whistleblower's identity may be difficult where the nature of the Wrongdoing points to a particular individual or individuals having made it or where some disclosure is necessary as part of the investigation process.

Other Authorities Outside TIL Logistics:

Whilst we would prefer to create a culture where people feel comfortable to report Wrongdoings internally, the policy does not prevent a staff member from reporting a Wrongdoing to a regulator under an applicable law or prudential standard.

In certain circumstances below, employees may also inform other 'appropriate' authorities outside TIL Logistics, these all being government officials such as the Police Complaints Authority, Commissioner of Police, and the Chief Executive and Director of the Serious Fraud Office in the following circumstances:

- (a) where there has been no action or recommended action on the matter to which the disclosure relates to within 20 working days after the date on which the disclosure was made; or
- (b) where the immediate reference to an appropriate authority is justified by reason of urgency or some other exceptional circumstance.

In no circumstances should an employee disclose any information to the news media or Members of Parliament.

6. Investigating Wrongdoing

Reports of Wrongdoing raised through these channels will be investigated. Staff reporting Wrongdoing can be assured they will be protected and that the investigation will be conducted in accordance with the principles of fairness and natural justice.

Investigations of Wrongdoing will be conducted in a manner that is confidential, fair and objective. The investigation processes will vary depending on the nature of the Wrongdoing and the amount of information provided.

For a report to be investigated, it must contain sufficient information to form a reasonable basis for investigation. A staff member reporting anonymously, in writing, should provide as much information as possible so as not to compromise the ability to fully investigate the report.

The General Manager/Chief Executive Officer of the subsidiary business is responsible for overseeing the investigation of Wrongdoing. Depending on the seriousness of the claims, the investigation may also be overseen by the Chief Executive Officer of TIL Logistics. If the claim is about the General Manager/Chief Executive Officer of the subsidiary, then the investigation will be overseen by the Chief Executive Officer of TIL Logistics. If the claim is about the Chief Executive Officer of TIL Logistics, then the investigation will be overseen by the Chair of TIL Logistics' Risk Assurance and Audit Committee.

The investigation shall commence as soon as practicably possible after the employee's disclosure. Within 20 working days, the employee shall be informed of the high-level investigation plans and the timeframe required to complete the investigation.

The whistleblower must at all times keep the information disclosed and all matters arising confidential between themselves and the person to whom they have disclosed the information.

Unless it is inappropriate to do so, a whistleblower will be informed of the outcome of the investigation, subject to the considerations of privacy of those against whom allegations are made and any other issues of confidentiality. The employee may not discuss this with any other person. In cases where the Investigator has not substantiated the allegations, an appropriate explanation will be made to the whistleblower, subject to any privacy and confidentiality rights.

7. **Protected Disclosures Act 2000**

Staff employed in New Zealand who are aware of a serious Wrongdoing have a specific set of legal protections if they decide to disclose their concerns, and can choose to make a protected disclosure. This is different to reporting serious misconduct and Wrongdoing with the main difference being the protection offered by the Protected Disclosures Act 2000.

The Act allows that, subject to specific criteria and provided the procedure set out in this policy is followed, a person who reports a Wrongdoing is protected from civil or criminal proceedings and disciplinary action.

In summary (section 6 of the Act), Staff can choose to make a protected disclosure when:

- (a) the information is about serious misconduct or serious Wrongdoing in or by TIL Logistics or its subsidiaries;
- (b) the disclosing Staff member believes on reasonable grounds that the information is true or likely to be true;
- (c) the disclosing Staff member wishes to disclose the information so that the serious misconduct or serious Wrongdoing can be investigated; and
- (d) the disclosing Staff member wishes the disclosure to be protected.

All protected disclosures will be immediately referred to the Chief Financial Officer as the Compliance Officer for TIL Logistics.

Any person to whom a protected disclosure is made or referred must use his/her best endeavours not to disclose information that might identify Staff who made the protected disclosure, unless:

- (a) the disclosing Staff member consents in writing to the disclosure of that information; or
- (b) the person who has acquired knowledge of the protected disclosure reasonably believes that disclosure of identifying information:
 - (i) is essential to the effective investigation of the allegations in the protected disclosure;
 - (ii) is essential to prevent serious risk to public health, public safety, or harm to the environment; or
 - (iii) is essential having regard to the principles of natural justice.

Where Staff who make a protected disclosure of information suffer retaliatory action from TIL Logistics, that person can take personal grievance proceedings under the Employment Relations Act 2000. It is also unlawful to treat whistleblowers or potential whistleblowers less favourably than others in the same or similar circumstances. Where staff are victimised in this way, that person may have legal remedies under the Human Rights Act 1993.

These protections encourage people within companies, or with special connections to companies, to alert TIL Logistics (through its officers), to illegal behaviour.

8. False Disclosure

TIL Logistics is committed to the protection of genuine whistleblowers against reprisals. However, where it is shown that a person purporting to be a whistleblower has knowingly made a false claim, or has not made a claim in good faith, of Wrongdoing, then that conduct itself will be considered a serious matter and may render the person concerned subject to disciplinary proceedings (which may include termination of employment).

9. Costs

TIL Logistics may consider meeting any related legal costs incurred by a whistleblower in reporting legitimate concerns relating to Wrongdoing.

10. Compliance Monitoring and Reporting

The General Manager/Chief Executive Officer of the subsidiary business is responsible for keeping a record of any claims of Wrongdoing and reporting on these and updates on any investigations to the subsidiary's board at its regular board meetings.

Where appropriate, and depending on the seriousness of the claim, reports will be provided to the TIL Logistics Board at its regular meetings.

A breach of this policy may, in some circumstances, result in disciplinary action.

11. Responsibilities

Management, including TIL Logistics' Chief Executive Officer and individual business managers, are responsible for ensuring staff are aware of this policy across the organisation and within their businesses.

TIL Logistics' Chief Financial Officer as the Compliance Officer is responsible for ensuring this policy is easily accessible to all staff of TIL Logistics.

The TIL Logistics Board is responsible for ensuring this policy is reviewed regularly and updated whenever there are significant regulatory changes or business needs.

12. Review and Approval

Reviewed and Approved	By the Board	6 December 2017
Next Review Date	By the Board	6 December 2019

APPENDIX 1: PROCESS FOR REPORTING WRONGDOING

