



WHISTLEBLOWER POLICY	
Region	New Zealand

POLICY PURPOSE

UCG's Whistleblower Policy has been adopted by the Board to ensure concerns regarding unacceptable conduct or risk, including breaches of UCG's Code of Conduct, can be raised on a confidential basis, without fear of reprisal or dismissal or discriminatory treatment.

The purpose of this policy is to promote reporting of issues where the interests of others, including the public, or of the organisation itself are at risk.

SCOPE OF POLICY

This policy applies to all UCG Directors and employees irrespective of the seniority of the position, or whether the position is head office based or field based or whether or not the position is temporary, permanent, full time, part time or casual.

DOCUMENT CONTROL

Owner: Chair of the Audit, Risk and Compliance Committee.

Authoriser: The Chairman of the Board.

DISTRIBUTION

All Directors of the Board and employees.

REFERENCES

- UCG Code of Conduct.

DEFINITIONS AND ABBREVIATIONS

- Delivery Partner is a director or employee of a subcontracting firm which provides services to UCG;
- 'UCG Person' is a Director, employee or Delivery Partner of UCG;
- 'Whistleblower' is a person who informs on a person or organization regarded or perceived as engaging in an unlawful or immoral activity.

POLICY DETAILS

1. Conduct Covered by this Policy

UCG Persons are encouraged to report any conduct which is related to:

- (a) Dishonest behaviour, fraudulent activities, corrupt practices or illegal activities;



WHISTLEBLOWER POLICY	
Region	New Zealand

- (b) Conduct endangering health and safety;
- (c) A suspected breach of UCG's Code of Conduct; or
- (d) A breach of any UCG policy.

2. Reporting and Investigating Unacceptable Conduct

If a UCG Person suspects that unacceptable conduct has occurred, then they should contact one of the following Authorised Officers:

- (a) National People & Culture Manager; or
- (b) Group People and Culture Manager; or
- (c) Chief Executive Officer; or
- (d) Chairman of the Audit Risk and Compliance Committee; or
- (e) Chairman of the Board.

A way to confidentially contact the Chairman of the Audit Risk and Compliance Committee is to send an email to chairmanARCcommittee@ucg.co.nz.

Upon receiving a complaint, an Authorised Officer will determine who will investigate the matter, unless the complaint concerns an Authorised Officer, in which case the Chairman of the Board will undertake this responsibility.

Where the unacceptable conduct is investigated, the investigation will be thorough, objective and fair.

UCG will ensure the fair treatment of UCG employee or director mentioned in a disclosure made under this Policy. UCG will:

- a) to the extent that it is practical and appropriate in the circumstances, handle all disclosures confidentially;
- b) assess each disclosure on its merits and investigate as appropriate;
- c) advise an UCG employee or director who is the subject of a disclosure as and when required by principles of natural justice and procedural fairness, and where appropriate having regard to the nature of the disclosure, prior to: any external actions being taken, such as referring the disclosure to a regulator or law enforcement agency; and commencing a formal investigation;
- d) advise when conduct raised in a disclosure, if proven, could lead to allegations of misconduct being made against an employee the subject of a disclosure, leading to possible disciplinary consequences, including termination of employment;
- e) provide details of the persons who can be contacted with issues, queries and concerns.



WHISTLEBLOWER POLICY	
Region	New Zealand

The UCG Person making the complaint will have the option to:

- (a) Identify themselves; or
- (b) Remain anonymous.

An internal report on the outcome of the investigation, including any recommended actions, will be prepared and reported to the Chair of the Audit, Risk and Compliance Committee.

3. Protecting Confidentiality and Privacy

3.1. Confidentiality

If a UCG Person makes a report of unacceptable conduct under this policy, and UCG is aware of that person's identity, UCG will make every reasonable endeavour to ensure that person's identity is protected from disclosure. UCG will not disclose the UCG Person's identity unless:

- (a) The UCG Person making the report consents to the disclosure; or
- (b) The disclosure is required by law; or
- (c) The disclosure is necessary to prevent or lessen a serious threat to a person's health or safety; or
- (d) It is necessary to protect or enforce UCG's legal rights or interests or to defend any claims.

3.2. Protecting the UCG Person

UCG Persons who report improper conduct or what they believe is potentially improper conduct in good faith and without malice can rely on the protection afforded by this Policy.

UCG Persons who make reports under this Policy should consider their actions as very professional and of high integrity as it provides the UCG the opportunity to investigate and resolve problems. However, disciplinary action may be taken against an individual or UCG Person who makes a malicious or vexatious allegation.

3.3. Keeping the Whistleblower Informed

Where appropriate to do so, the UCG Person who made the report of improper or potentially improper conduct shall be kept informed of the investigation by the Authorised Officer.



WHISTLEBLOWER POLICY	
Region	New Zealand

4. General Reporting, Policy Review, Disclosure and Contact Details

4.1. General Reporting on Whistleblower Activities

The Chairman of the Audit Risk and Compliance Committee will prepare reports which contain a general summary of the number and type of incidents identified or complaints received through UCG's internal reporting processes which relate to this Policy, together with a description of the nature and results of any investigation conducted as a result of a reported incident or complaint.

These reports will be provided:

- (a) To the Executive Chairman and CEO on a regular basis (the frequency to be determined by the Executive Chairman from time to time);
- (b) To the Audit and Compliance Committee; and
- (c) The Board.

4.2. Review of this Policy

The company will use the reports provided under this Policy to monitor and review regularly the effectiveness of the whistleblower protection and harm minimisation programs described in this Policy.

4.3. Disclosure

This Policy shall be made available to directors and employees of UCG on the UCG employee intranet and during their induction. The policy is made available to the directors and employees of Delivery Partners during their induction.

For all persons this Policy is made available via the UCG website.

New UCG Person's will be made aware of this Policy through onboarding induction.

4.4. Contact for Further Information

Any questions relating to the interpretation of this Policy can be directed to the Group People & Culture Manager or National People & Culture Manager, or in their absence another Authorised Officer.