

# Group Whistleblower Policy

## 1. Overview

- Our Corporate Principles, Compliance Standards, Code of Conduct and policies guide our day-to-day decisions, actions and behaviours and govern our business. The National Australia Bank Group (the Group) does not tolerate known or suspected incidents of illegal, unacceptable or undesirable conduct by its employees.
- The Group Whistleblower Program (this Policy and the accompanying Group Whistleblower Guidance Notes) is part of the Group Corporate Governance and Fraud Risk Management framework. Overall governance of the Group Whistleblower Program is undertaken by the Principal Board Audit Committee (PBAC) via Internal Audit. Day to day operation of the Program is managed by the Protected Disclosure Coordinator within Group Operational Risk & Security.
- The Group Whistleblower Policy is designed to complement the normal communication channels between people leaders and employees to address questions, concerns, suggestions or complaints. If employees have any concerns about what is proper conduct for themselves or others, it is expected they will do the right thing and raise their concern. In most cases, an employee's immediate supervisor is in the best position to address an area of concern. Serious matters should in turn be escalated through appropriate management channels in the normal course of business. See section 1.2 of the Guidance Notes for details of standard communication channels for reporting concerns.
- Alternatively, where an employee feels unable to raise a concern via standard communication channels for reporting incidents and where the matter comes within the definition of 'Reportable Conduct' (see section 3.3 below), an employee can make a 'Protected Disclosure', anonymously if required, which enables formal whistleblower protection to occur in accordance with the Group Whistleblower Program. Refer to section 3.2 below for a definition of Protected Disclosure and refer to the Guidance Notes for more information on how to make a Protected Disclosure.
- This Policy is intended to encourage and enable employees to raise serious concerns within the Group prior to seeking resolution outside the Group. Processes are in place to ensure employees making Protected Disclosures are protected from reprisals.

- The Group employs persons in a variety of capacities and therefore the term 'employee' is to be given a broad definition. For the purposes of this Policy and the Group Whistleblower Program Guidance Notes, 'employees' include 'any director, officer, employee, contractor, subcontractor, or agent of the Group'.

## 2. Policy Statements

### 2.1. Duty to disclose 'Reportable Conduct'

- It is expected that employees will report known, suspected, or potential cases of Reportable Conduct. This includes fraud, corrupt conduct, adverse behaviour, legal or regulatory non-compliance, or questionable accounting and auditing practices. Reportable Conduct is further discussed in section 3.3 of this document. Employees who disclose Reportable Conduct are often referred to as whistleblowers. Failure to raise issues could result in disciplinary action.
- Depending on the nature of the Reportable Conduct, a disclosing employee can utilise standard communication channels for reporting methods as mentioned above and outlined in section 1.2 of the Guidance Notes. Alternatively, where a matter amounts to 'Reportable Conduct' and an employee feels unable to raise their concern via standard channels, they can report the matter as a Protected Disclosure in accordance with the Group Whistleblower Program.
- If the concern is serious and has not been addressed to the employee's satisfaction, they should escalate the concern through an alternative method.
- Where the concern is serious and could result in reprisals against the whistleblower, but has not been made as a Protected Disclosure, the recipient of the concern (for example people leaders, senior management, or PAC/P&C) must treat the matter confidentially and should ensure the matter is referred to the Group Whistleblower Program, so it can be treated as a Protected Disclosure and provide the whistleblower with protection from reprisals.

### 2.2. Confidentiality and Anonymity

- Known or suspected cases of Reportable Conduct reported as Protected Disclosures are treated as being submitted on a confidential basis, with full details known only by Whistleblower Program Officers, and can be made

anonymously if required. If an employee chooses to disclose an issue anonymously, this may hinder the ability to fully investigate the matter. Further, it may in certain circumstances prevent the whistleblower from accessing additional protection at law.

- Protected Disclosures will be kept confidential to the extent possible, subject to the need to meet legal and regulatory requirements. Disclosures that involve a threat to life or property, illegal activities or legal action against the Group may require actions that do not allow for complete anonymity. In such cases, should it be necessary to disclose the identity of the whistleblower, reasonable steps will be taken to discuss this with the whistleblower first.
- Subject to any legal requirements, all employees, including the whistleblower, must protect and maintain the confidentiality surrounding Protected Disclosures, including the identity of people they know or suspect may have made a Protected Disclosure, or who are the subject of a Protected Disclosure. Employees are reminded of their obligation, as set out in the Code of Conduct, to treat as confidential any information obtained during the course of their work, whether it concerns the Group, its employees or its customers. Failure to maintain confidentiality is a serious matter and subject to disciplinary action; in some cases, criminal and/or other penalties may apply.

### 2.3 Handling of Protected Disclosures

- Receipt of the Protected Disclosure (via one of the methods outlined in section 3.2 below) will be confirmed (if it is not made anonymously) by a Whistleblower Program Officer.
- All Protected Disclosures will be investigated on a timely basis and appropriate corrective action taken as warranted by the investigation.
- The whistleblower will be kept appropriately informed of the progress of action taken in respect of the Protected Disclosures they make. The extent to which they can be informed of specifics will vary on a case by case basis. At the conclusion of the investigation they will be informed of the outcome.
- A summary of Protected Disclosures received will be provided to the Principal Board Audit Committee (PBAC) and Regional Boards on at least a six-monthly basis. Anonymity and confidentiality requirements will be observed.

### 2.4. Questionable Accounting and Auditing Practices

- Protected Disclosures involving questionable accounting and auditing practices which may have a material impact on finance, regulatory compliance and reputation will be assessed as a matter of priority. If there is a prima facie case, details will be escalated to PBAC immediately.

### 2.5 Protected Disclosure – Protection from Reprisal

- Anyone making a Protected Disclosure must be acting in good faith and have reasonable grounds for believing the information disclosed represents Reportable Conduct. Unsubstantiated allegations which prove to have been made maliciously, or knowingly to be false, will be viewed seriously with disciplinary actions applied as appropriate.
- The Group will ensure that reasonable measures are taken to protect employees against reprisals as a result of making a Protected Disclosure under this policy, even if the

disclosure is subsequently determined to be incorrect or is not substantiated.

- It is not acceptable to discharge, demote, suspend, threaten, harass or in any other manner discriminate against an employee who makes a Protected Disclosure. An employee who retaliates against anyone who makes a Protected Disclosure is subject to disciplinary action themselves, including potentially termination of employment. Employees are reminded that in certain circumstances, victimisation of whistleblowers can constitute a criminal offence.
- The Group will also take reasonable steps to protect employees who have been requested to assist in investigating Protected Disclosures from any reprisals.

### 2.6. Position of a person who is the subject of a Protected Disclosure

- A person who is the subject of a Protected Disclosure that is being investigated has the right to be:
  - Informed as to the substance of any adverse comment that may be included in a report, memorandum, letter etc. arising out of any such investigation; and
  - Given a reasonable opportunity to put their case to the investigator.

### 2.7 Involvement in Reportable Conduct by the person making the disclosure

- Making a Protected Disclosure in accordance with the Program does not protect a person from civil or criminal liability for illegal acts or wrongdoing in which they have been involved and which they are disclosing. However if an employee blows the whistle, and actively cooperates in an investigation in which they may be implicated, there may be some cases where the fact they have made a disclosure will be taken into account as a mitigating factor when determining actions that may be taken against them.

## 3. Definitions

### 3.1 What is a Whistleblower?

The term “whistleblower” is usually used to refer to someone who discloses Reportable Conduct to people or authorities that have the power or perceived willingness to take corrective action.

### 3.2 What is a Protected Disclosure?

A Protected Disclosure is a qualifying disclosure relating to Reportable Conduct made by an employee that entitles the person who made the disclosure to support and protection from reprisals, in accordance with the Group Whistleblower Program. In order for a disclosure to qualify as a Protected Disclosure it must be made in good faith, relate to Reportable Conduct (refer section 3.3) and be managed under the Group Whistleblower Program. A Protected Disclosure can be made under the Group Whistleblower Program in the following ways:

- By phone to the Confidential Alert Line;
- by referral to a Whistleblower Program Officer; or
- in exceptional circumstances, by email to the relevant Principal or regional Board Audit Committee Alert email addresses

Refer to the Group Whistleblower Program Guidance Notes for more details on how to report your concerns as a Protected Disclosure.

### 3.3. What is Reportable Conduct?

Reportable Conduct is conduct that is illegal, unacceptable or undesirable, or concealment of such conduct. It includes:

#### 3.3.1 Fraudulent or Corrupt Behaviour

Fraud is defined as:

- Dishonest activity that causes actual or potential financial loss, or an unjust advantage, to the Group or any person or organisation, including activity involving customers or third parties where Group systems and processes are involved. It includes theft of money, data or other property, whether or not deception is involved;
- Deliberate falsification, concealment, destruction or use of falsified documentation used, or intended for use, for a normal business purpose or the improper use of information or position; or
- Knowingly providing or publishing financial records or financial statements that are false or misleading in any material way.

Corrupt behaviour is defined as:

- An employee or contractor dishonestly acting, or dishonestly failing to act, in the performance of functions of his or her employment, or dishonestly taking advantage of his or her employment with the Group to obtain any benefit for himself or herself, the Group or for another person or organisation, or to cause loss to another party/person; or
- Accepting or providing secret commissions or bribes.

#### 3.3.2 Adverse Behaviour

Adverse behaviour is defined as:

- Unethical behaviour or misconduct, including breaches of the Group's policies and codes of conduct;
- Other serious improper conduct that may be detrimental to the interests of the Group or cause either financial or non-financial loss (including harassment and unsafe work-practices); or
- Other behaviour which is contrary to the Group's values and/or compliance standards and/or Corporate Principles.

#### 3.3.3 Legal or Regulatory Non-compliance

Legal or regulatory non-compliance is illegal behaviour (eg theft, drug sale/use, violence or threatened violence and criminal damage against property) and breaches of all applicable legislation, regulations and laws. This includes breaches of health and safety and environmental damage.

#### 3.3.4 Questionable Accounting or Auditing Practices

Questionable accounting includes accounting or auditing practices that:

- May be technically or arguably legal, but do not comply with the intent or spirit of the law;
- Do not comply with accounting or auditing standards;
- Involve an inappropriate or questionable interpretation of accounting or auditing standards;
- Are fraudulent or deceptive in nature but are either:

- not undertaken by the employee/s with intent to gain or cause loss; or
- undertaken in the belief that it may benefit the Group.

### 3.4. Reprisals

Reprisals are adverse actions taken against a person as a result of making a Protected Disclosure in accordance with this policy. For the purposes of the Group Whistleblower Policy, reprisals include (but are not limited to):

- Dismissal or demotion;
- Any form of victimisation, intimidation or harassment;
- Discrimination;
- Current or future bias;
- Action causing injury, loss or damage; or
- Threats (express or implied, conditional or unconditional) to cause detriment, as well as actually causing detriment.

## 4. Special Considerations

- This Policy and the accompanying Guidance Notes may be varied by the Group and applied in such a way that it complies with legal and reporting obligations in the jurisdictions in which the Group operates.
- Employees may have obligations under Group policies to report certain matters to their supervisor, other Group employees or external parties. Failure to meet these obligations may make the employee liable to disciplinary proceedings or other consequences. If an employee is unsure of their obligations in this regard, they should discuss this with their supervisor.
- Employees may have a legal obligation to report certain offences or other matters to government or regulatory authorities. Making a Protected Disclosure in accordance with this policy may not relieve an employee from these legal requirements. In such cases, employees should discuss with a Whistleblower Program Officer, regional legal departments, or obtain their own legal advice about whether they have further reporting obligations.
- Nothing in this Policy or the accompanying Guidance Notes should be interpreted as restricting an employee from raising issues or providing information to a regulator (such as APRA, FSA, RBNZ or other local regulator), in accordance with any relevant law, regulation or prudential standard.

## 5. Exemption Process

- Questionable Accounting or Auditing Practices (refer section 3.3.4) are to be considered against any specific exemptions that may have been received by the Group eg. ASIC exemptions.

## 6. Contact Details

Refer to Group Whistleblower Program contact details available on the Group Intranet.

## 7. Schedules

- Group Whistleblower Program Guidance Notes
- Group Whistleblower Program Process Flowchart
- Group Whistleblower Program Committee Charter (available on request)

## **8. Related Policies & References**

This policy is related to and should be read in conjunction with:

- Code of Conduct
- Corporate Principles
- Corporate Compliance Standards
- Group Anti-Fraud & Corruption Policy
- Group Insider Trading Policy
- Group Anti-Money Laundering and Counter Terrorist Financing Policy
- Group Conflicts of Interest Policy
- Group Event Management Policy
- Our Group Policy Essentials Guide
- Group Fit & Proper Policy
- Group Privacy & Data Protection Policy