

WHISTLEBLOWER POLICY

Introduction

1 Purpose

- 1.1 This policy applies to National Rural Independents Limited (**NRI**) and National Rural Insurance Group Pty Ltd (**NRIG**) (collectively the **Companies**).
- 1.2 The Companies are committed to promoting a culture where people feel comfortable disclosing information about illegal and / or improper conduct occurring within the Companies.
- 1.3 This Policy has been developed and adopted by the Companies to encourage an environment where Whistleblowers can raise concerns without fearing reprisal or unfavourable treatment.
- 1.4 The Companies encourage reporting of actual or suspected Wrongdoing, including fraud, corruption, illegal activities, gross mismanagement, malpractice, misconduct or any other Improper State of Affairs. This Policy provides guidance on how to Report actual or suspected Wrongdoing that is occurring within the Companies.
- 1.5 All persons covered by this Policy are required to Report non-compliant actions by other people to help the Companies maintain their operations.

2 Scope

- 2.1 This Policy applies to:
 - (a) all current and former directors, employees, officers and agents of the Companies;
 - (b) contractors, subcontractors, agents and volunteers working for the Companies; and
 - (c) eligible Whistleblowers as defined at clause 3.1(h) below.
- 2.2 This Policy does not apply to **Personal Work-Related Grievances**. Personal Work-Related Grievances are grievances about that person's employment, or former employment, that:
 - (a) has or tends to have personal implications for that person;
 - (b) does not have significant implications for the Companies beyond their relationship with that person;
 - (c) does not concern Wrongdoing; and
 - (d) is not alleged victimisation / Detriment in relation to a previous report of Wrongdoing.
- 2.3 Examples of Personal Work-Related Grievances include:
 - (a) a conflict between the person and another employee;
 - (b) a decision relating to the engagement, transfer or promotion of the person;
 - (c) a decision relating to the terms and conditions of engagement of the person; or

- (d) a decision to suspend or terminate the engagement of, or otherwise to discipline, the person.

2.4 An employee may make a Personal Work-Related Grievance through the Grievance Handling Policy.

3 Definitions

3.1 For the purposes of this Policy:

- (a) **Companies** includes National Rural Independents (ABN 67 096 985 956) (**NRI**) and National Rural Insurance Group Pty Ltd (ABN 90 163 915 884) (**NRIG**).
- (b) **Detriment** includes:
 - (i) termination of employment;
 - (ii) injury of an employee;
 - (iii) alteration of an employee's position or duties to his or her disadvantage;
 - (iv) discrimination between the employee and other employees of the Companies;
 - (v) harassment or intimidation of a person;
 - (vi) harm or injury to a person, including psychological harm;
 - (vii) damage to a person's property;
 - (viii) damage to a person's reputation;
 - (ix) damage to a person's business or financial position; or
 - (x) any other damage to a person.
- (c) **Discloser** means a person making a Report under this Policy.
- (d) **Improper State of Affairs** includes systematic irregularities that while not unlawful are consistent with Wrongdoing of some nature.
- (e) **Personal Work-Related Grievance** has the meaning as provided for at clause 2.2 of this Policy.
- (f) **Policy** means this Whistleblower Policy.
- (g) **Report(s)** means a Whistleblower disclosure of Wrongdoing made in accordance with this Policy.
- (h) **Whistleblower** means a disclosing person who is eligible for protection, including but not limited to:
 - (i) the Companies' officers and employees;
 - (ii) suppliers of goods and services or their employees, whether paid or unpaid;

- (iii) associates including directors and directors of related companies; and
 - (iv) relatives or dependents of the above.
- (i) **Whistleblower Report Officer** has the meaning as provided for at clause 6.3 of this Policy.
- (j) **Wrongdoing** includes:
 - (i) fraud, negligence, default, breach of trust and breach of duty;
 - (ii) any form of misconduct;
 - (iii) illegal conduct, such as theft, drug sale or use, violence or threatened violence, criminal damage to property etc;
 - (iv) harassment, sexual harassment, discrimination or any form of unacceptable behaviour;
 - (v) unethical conduct such as improper behaviour relating to accounting, internal accounting controls or audit matters;
 - (vi) dishonest or corrupt behaviour, including soliciting, accepting or offering a bribe or other such benefits;
 - (vii) substantial mismanagement of the Companies' resources;
 - (viii) an Improper State of Affairs;
 - (ix) seriously harmful conduct or potentially seriously harmful conduct to the Companies' employees such as deliberate unsafe work practices or wilful disregard to the safety of others in the workplace;
 - (x) conduct that is likely to cause serious loss to the Companies' financial position or reputation;
 - (xi) conduct that is likely to pose a substantial risk to the public;
 - (xii) conduct that is likely to pose a substantial risk to the environment; or
 - (xiii) concealment of any Wrongdoing.

4 Principles

- 4.1 The Companies are committed to protecting and supporting the dignity, wellbeing, career and good name of any Whistleblower reporting Wrongdoing.
- 4.2 A person reporting Wrongdoing:
 - (a) will not be subject to Detriment for making a Report;
 - (b) is entitled to make their Report anonymously and remain anonymous during any investigation; and

- (c) is not automatically absolved from the consequences of any involvement on their own part in the conduct they Report.

4.3 A request for anonymity will be honoured except in circumstances where it may be overridden by law.

4.4 A person reporting Wrongdoing is not entitled to protection from the consequence of their actions, if investigation into the Report yields some misconduct or improper conduct by the person making the Report.

5 Reporting Options

5.1 A Report made under this Policy can be made via either of the following:

- (a) Internal Reporting Option; or
- (b) Alternative Reporting Option.

6 Internal Reporting Option

6.1 All Whistleblower Reports should first be made to the Whistleblower Report Officer, where the Discloser is comfortable to do so. The Whistleblower Report Officer has the training and expertise to deal with the Reports in a sensitive and controlled manner. All Reports will be treated as confidential.

6.2 The Companies have appointed the Chief Executive Officer of NRI as the Whistleblower Report Officer:

	Contact Details
CEO of NRI	David Apperley (03) 9467 6300

6.3 A Whistleblower may choose to make an external Report in accordance with the Alternative Reporting option at clause 7 if the Whistleblower is not comfortable to make a Report to the Whistleblower Report Officer.

6.4 The Whistleblower Report Officer has a responsibility to conduct sufficient enquiries into the Wrongdoing to be satisfied that:

- (a) each Report of Wrongdoing referred to them is appropriately investigated;
- (b) the action taken following the investigation is appropriate to the circumstances;
- (c) a Whistleblower is given the necessary protections under this Policy;
- (d) a Whistleblower is not subject to Detriment or any other reprisal in connection with making the Report; and
- (e) support is provided to the Whistleblower.

- 6.5 This Policy does not prevent a Whistleblower from reporting Wrongdoing to a regulator under an applicable law.

7 Alternative Reporting Option

- 7.1 The Companies have an alternative reporting option available, in recognition that a Whistleblower may prefer to make their Report to someone other than the Whistleblower Report Officer in certain circumstances. These include:

- (a) they believe they may be victimised if they make an internal Report;
- (b) they prefer to make the Report anonymously; and / or
- (c) the Report is about a Whistleblower Report Officer.

- 7.2 An alternative Report (whether a Whistleblower wishes to remain anonymous or not) should be made to Stopline. Contact details to make an alternative report are:

Email	makeareport@stopline.com.au
Website	http://nri.stoplinereport.com/

8 Investigation of Wrongdoing

- 8.1 Any Report of Wrongdoing should be in writing and should contain, as appropriate, details of:

- (a) the nature of the alleged Wrongdoing;
- (b) the person or persons responsible for or involved in the Wrongdoing;
- (c) any facts in relation to the alleged Wrongdoing, including dates, times, locations and incident details that could assist in investigating any Report; and
- (d) any evidence relevant to the Report, if known.

- 8.2 The Companies may require a Discloser to put their Report in writing.

- 8.3 Any evidence a Discloser has to support the reported allegation should be provided at the time of the Report being made. Failure to do so may result in the Companies being unable to properly investigate the Report. However, absence of such evidence is not a bar to the Companies commencing an investigation into the alleged Wrongdoing. A Report is sufficient to trigger an investigation.

- 8.4 A Whistleblower Report Officer will be appointed to investigate the Report. 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 to the Companies.

- 8.5 A Whistleblower is not entitled to be informed of the outcome of the investigation into the Report. However, it may be necessary in some circumstances to provide the Whistleblower with information pertaining to the outcome of the investigation or the substantiation of the alleged Wrongdoing. This decision will be made at the discretion of the Whistleblower Report Officer on a case-by-case basis.

- 8.6 A disclosing Whistleblower who has chosen to remain anonymous will not be updated on the outcome of an investigation, due to their identity being unknown.

9 Protections and Support Available to Whistleblowers

- 9.1 Whistleblowers are entitled to the following protections:

- (a) anonymity when making the Report and throughout any investigation;
- (b) the Whistleblower is not to be subject to any legal action including any civil litigation, criminal prosecution or administrative action for making the Report;
- (c) where applicable, and subject to operational requirements, the Whistleblower may be offered a leave of absence while a Report is investigated;
- (d) where applicable, and subject to operational requirements, reassigning a Whistleblower to a different work group, location or department;
- (e) the Whistleblower is not to be subject to disciplinary action for making the Report;
- (f) the Whistleblower is not to be subject to Detriment for making the Report and throughout any investigation; and
- (g) in some instances, the information provided in the Report cannot be used in criminal proceedings against the person making the Report.

- 9.2 A Whistleblower will not be entitled to protection where the disclosure is:

- (a) trivial;
- (b) vexatious;
- (c) made without substance;
- (d) unsubstantiated;
- (e) later found to have been made maliciously; or
- (f) is knowingly false.

- 9.3 Deliberate false reporting of Wrongdoing will be treated as a serious matter by the Companies and may result in disciplinary action against the Discloser.

- 9.4 Penalties can be imposed on the Companies and any individual who fails to maintain confidentiality or who victimises (bullies or harasses) a Whistleblower for making a protected Report. For employees, a breach of this Policy may result in disciplinary action up to and including termination of employment.

- 9.5 The protections for Whistleblowers contained at clause 9.2 apply when making a Report in accordance with this Policy. These protections do not extend to protection from disadvantage based on the outcome of any investigation into the Report. For clarity, a Whistleblower who

acted unlawfully or improperly may be subject to civil, criminal or administrative liability, including disciplinary action, following the Report.

- 9.6 Whistleblowers who are employees of the Companies may access support by contacting our Employee Assistance Program provider Acacia EAP 24 hours a day on 1300 364 273 or you can lodge an appointment request/live chat with their team online at www.acaciaconnection.com or by texting 0401 33 77 11.

10 Support for Persons Implicated

- 10.1 Persons implicated in a Report are entitled to the following protections:

- (a) the presumption of innocence prior to any investigation;
- (b) the opportunity to participate in an investigation
- (c) to the extent possible, confidentiality during the investigation;
- (d) the opportunity to respond to the alleged Wrongdoing;
- (e) the opportunity to bring a support person to any meeting in relation to the alleged Wrongdoing;
- (f) notification when the investigation into the alleged Wrongdoing has concluded; and
- (g) notification of the consequences for them, if any, following the conclusion of investigation into the alleged Wrongdoing.

- 10.2 Persons implicated in a Whistleblower Report who are employees of the Companies may access support by contacting our Employee Assistance Program provider Acacia EAP 24 hours a day on 1300 364 273 or you can lodge an appointment request/live chat with their team online at www.acaciaconnection.com or by texting 0401 33 77 11.

11 Anonymity

- 11.1 If a Whistleblower wishes to make their Report anonymously, their wish shall be honoured except insofar as it may be overridden by law. A Whistleblower should understand that the maintenance of anonymity may make it:

- (a) more challenging for the Companies to investigate the Report; and / or
- (b) less likely that the alleged breach as disclosed can be substantiated in any subsequent investigation, particularly where there has been little, or no evidence provided.

- 11.2 Where anonymity has been requested the disclosing person is required to maintain confidentiality regarding the issue on their own account and to refrain from discussing the matter with any unauthorised persons.

12 Reporting

- 12.1 All Whistleblower reports of Wrongdoing submitted through the reporting lines outlined above and the progress and result of any investigations will be provided to the Board as reasonably necessary.

13 Document Control

13.1 The owner of this Policy is the CEO of NRI.

13.2 This Policy is a confidential document and is strictly for internal use only. No changes are to be made to the Policy without prior written approval of the Owner.

14 Policy Availability

14.1 This Policy is available to employees in the Workplace Policies and Procedures Manual.

15 Review

15.1 The Companies, at their absolute discretion, reserves the right to change the Whistleblower Policy in line with relevant legislation and business needs. The Companies will communicate with you about any substantive amendments made to the Whistleblower Policy.

16 Revision History

Revision	Date	Pages Affected	Description	Reviewed by	Approved by
1	July 2020	All	Policy Issued	External	David Apperley