

Associated Policies, Standards, Guidelines or Legislation;

- Protected Disclosures Act 2000; and
- Smartpay Staff Handbook.

This policy will be reviewed and may be updated from time to time and will be published on our website.

Policy review: September 2019

Protected Disclosures (Whistle-blower) Policy

February 2021

Overview

Honesty and trust are vital elements in the relationship between Smartpay and employees. All employees are under a duty to safeguard the interests of the company in all matters in connection with their employment.

Every employee has a responsibility to report any act of dishonesty or other misconduct, or a breach of any other employee's duty to us, whether occurring on or off our premises.

This applies to any acts known or merely suspected to have occurred, whether by employees or third parties and acts discussed or apparently contemplated by other employees. It is in the best interests of all concerned that an unlawful act should be prevented, or an activity stopped before the consequences become more serious.

Purpose

The purpose of this Policy is to set out the processes by which suspected serious wrongdoing can be reported, within the framework of protection provided by the Protected Disclosures Act 2000 (the Act).

Reporting serious wrongdoing assists with managing risk (including health and safety risk), promotes openness and transparency and protects Smartpay's reputation.

Scope

This policy applies to all Smartpay employees and contractors.

Principles

Smartpay is a publicly listed company and any wrongdoing has the potential to harm its reputation; it is important, therefore, to manage protected disclosures positively, constructively, professionally and with integrity.

The following principles apply with respect to Smartpay's management of protected disclosures:

- Smartpay is a public company that is accountable for its actions.
- Smartpay is truthful with all parties and acts with integrity.
- Smartpay takes a proactive approach in its dealings with reported wrongdoings.
- Where they apply, confidentiality and privacy must be respected.

Serious wrongdoing

Serious wrongdoing includes any act, omission, or course of conduct that constitutes:

- a serious risk to public health or public safety or the environment (e.g., arson, wilful damage to critical safety equipment);
- a serious risk to the maintenance of law, including the prevention, investigation, and detection of offences and the right to a fair trial (e.g., bribery, fraud, false accounting); or
- a criminal offence (e.g., insider trading, theft, receiving stolen property).

Reporting Process

Any employee who becomes aware of or suspects any serious wrongdoing at Smartpay is encouraged to report it.

To claim the protections described in the section “Protections available under the Act” below, information about serious wrongdoing should be reported to the Chief Executive or Chief Finance Officer, or to an independent member of the relevant professional body, i.e., Financial Services Authority, Privacy Commissioner, Law Society etc or a Legal Advisor.

The person making the report (the Notifier) may seek the support of Chief People & Customer Officer in making the disclosure.

If no action is taken within 20 working days of a report of serious wrongdoing or if the Notifier believes the Chief Executive or Chief Finance Officer may be involved in serious wrongdoing, the Notifier may raise his or her concern directly with the Chairman of the Board.

Investigation process

Once suspected serious wrongdoing has been reported, the person receiving the report will consider the information made available and decide on the type of investigation to be undertaken.

Any investigation carried out must reflect the principles of natural justice, which include:

- remaining unbiased and impartial.
- deciding only once all parties involved (or alleged to be involved) in the serious wrongdoing have been given the opportunity to be heard.
- giving all parties involved (or alleged to be involved) in the serious wrongdoing reasonable notice of any interview.
- advising all parties involved (or alleged to be involved) in the serious wrongdoing that they may be represented at any interview.
- giving all parties involved (or alleged to be involved) in the serious wrongdoing a reasonable opportunity and period to respond to the allegation.

The details of any protected disclosure may be reported to the Board as appropriate.

Protections available under the Act

The protections available under the Act are that:

- no civil, criminal, or disciplinary proceedings can be taken against a person for making a protected disclosure; and
- an employee who suffers retaliatory action by their employer for making a protected disclosure can take personal grievance proceedings.

Protection under the Act may be claimed by the Notifier if the report relates to serious wrongdoing in or by Smartpay, and the Notifier:

- reports the concern to the Chief Executive or Chief Finance Officer, or to an independent member of the relevant professional body, i.e., Financial Services Authority, Privacy Commissioner, Law Society etc or a Legal Advisor.
- believes that the information is true or likely to be true.
- wants that information investigated; and
- indicates that disclosure of that information is to be protected under the Act.

To receive the protections provided under the Act, the Notifier is required to make disclosures using the channels described above rather than in the public domain. Protection is lost if the concern is disclosed publicly or through the media.

Confidentiality

The identity of the Notifier will be kept confidential **unless**:

- that person consents to their identity being disclosed; or
- the person to whom the protected disclosure is reported or referred reasonably believes that disclosure of identifying information is essential:
 - o to the effective investigation of the allegations; or
 - o to prevent serious risk to public health or safety or the environment; or
 - o having regard to the principles of natural justice.

Requirement to act in good faith.

The protections offered by the Act and this Policy do not apply where the Notifier makes a disclosure, they know to be false or otherwise acts in bad faith. Allegations made maliciously or in bad faith may result in disciplinary action taken, which may include dismissal in serious cases.

Breaches

Staff who are aware of any actual or potential breaches of this policy must report them to the Chief Executive or Chief Finance Officer, who will deal with them as appropriate.

Failure to comply with this Policy may lead to disciplinary action being taken, which may include dismissal in serious cases.

Policy authorised by Board xxx