

# Protected Disclosures (Protection of Whistleblowers) Policy

1 July 2022

Associated Policies, Standards, Guidelines or Legislation;

- Protected Disclosures (Protection of Whistleblowers) Act 2022; 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: July 2022

## 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 (Protection of Whistleblowers) Act 2022 (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, contractors and directors.

## Who is a Discloser

A Discloser is a person who has an employment type relationship with Smartpay. This includes current and former employers, contractors and board members.

## Protected Disclosure

A disclosure of information is a protected disclosure if the Discloser:

- believes on reasonable grounds that there is, or has been, serious wrongdoing in or by the Discloser's organisation, and
- discloses information about that in accordance with the Act, and
- does not disclose it in bad faith.

**ASX: SMP**  
**NZX: SPY**

## SHARE INFORMATION

Issued Shares: 238,284,963

## WEBSITES

[www.smartpay.co.nz](http://www.smartpay.co.nz)  
[www.smartpay.com.au](http://www.smartpay.com.au)  
[www.smartpayinvestor.com](http://www.smartpayinvestor.com)

## BOARD OF DIRECTORS

Independent Chair:  
**Gregor Barclay**  
Managing Director:  
**Martyn Pomeroy**  
Independent:  
**Matthew Turnbull**  
Independent:  
**Geoffrey Carrick**  
Non-Executive:  
**Carlos Gil**

## REGISTERED OFFICE

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[info@smartpay.co.nz](mailto:info@smartpay.co.nz)

### Serious wrongdoing

Serious wrongdoing includes any act, omission, or course of conduct in any organisation that is one or more of the following:

- an offence;
- a serious risk to public health; public safety; the safety of any individual; or to the environment;
- a serious risk to the maintenance of the law, including the prevention, investigation, and detection of offences and the right to a fair trial;
- an unlawful, corrupt or irregular use of public funds or public resources;
- oppressive, unlawfully discriminatory, or grossly negligent or that is gross mismanagement by a public sector employee or a person performing a function or duty or exercising a power on behalf of a public sector organisation of the Government.

### Protections available under the Act

A Discloser is entitled to protection for a disclosure made in accordance with Smartpays' internal procedures, to the Chief Executive Officer, Chief Financial Officer, or to an appropriate authority (refer appendix 1 for examples of appropriate authorities) (the Receiver).

The protections available under the Act are that:

- Receivers of the disclosure must use their best endeavours to keep Disclosers identity confidential;
- there can be no retaliation against the Disclosers employment;
- the Discloser cannot be treated less favourable;
- no civil, criminal, or disciplinary proceedings can be taken against a person for making a protected disclosure.

A Discloser is entitled to protection even if:

- they are mistaken and there is no serious wrongdoing, or
- they do not refer to the name of the Act when making the disclosure; or
- they technically fail to comply with some of the Act's requirements (as long as they have substantially complied with the Act), or
- they also make the disclosure to another person (as long as they do so on a confidential basis, to seek advice about whether or how to make a protected disclosure).

A disclosure is not protected if:

- the Discloser knows the allegations are false;
- the Discloser acts in bad faith; or
- the information being disclosed is protected by legal professional privilege.

Disclosures made to the media are not protected under the Act.

### Reporting Process

Any employee who becomes aware of or suspects any serious wrongdoing at Smartpay is encouraged to report it. The disclosure is to be made to a Receiver.

If no action is taken within 20 working days of a report of serious wrongdoing or if the Discloser 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.

Within 20 working days of receiving a protected disclosure, the Receiver should acknowledge to the Discloser the receipt of the disclosure, consider whether it warrants investigation, and deal with the matter by doing one or more of:

- investigating the disclosure
- addressing any serious wrongdoing by acting or recommending action
- referring the disclosure to an appropriate authority
- deciding that no action is required.

The Receiver should then inform the Discloser about what they have done or are doing to deal with the matter. If the receiver is unable to complete these actions within 20 working days, they should begin the process and inform the Discloser how long it may take.

### Confidentiality

The identity of the Discloser 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:
  - to the effective investigation of the allegations; or
  - to prevent serious risk to public health or safety or the environment; or
  - having regard to the principles of natural justice.

### 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 the Board

1 July 2022

Signed by Greg Barclay



For and on behalf of the Board

**Appendix 1: Examples of appropriate authorities (as set out in the Protected Disclosures (Protection of Whistleblowers) Act 2022)**

<b>Nature of concern</b>	<b>Appropriate authority</b>
Anticompetitive conduct	Commerce Commission
Bullying or harassment, including sexual harassment	WorkSafe New Zealand (where work-related)
Consumer protection	Commerce Commission
Crime	Commissioner of Police Director of Serious Fraud Office
Discrimination	Human Rights Commission
Energy safety	WorkSafe New Zealand (where work-related)
Environment	Ministry for the Environment
Financial reporting	Financial Markets Authority
Health and safety (work related)	WorkSafe New Zealand Ministry of Business, Innovation, and Employment
Privacy of individuals or security of personal information	Privacy Commissioner
Professional or trade conduct	Ministry of Business, Innovation, and Employment
Racism	Human Rights Commission
Transport and transport safety issues	Ministry of Transport
Whistleblowing and protected disclosures	Ombudsman