National Australia Bank Limited

Group Whistleblower Protection Policy

POLICY OVERVIEW

Our ‘Speak up’ culture

As part of the Group’s commitment to a ‘speak up’ culture we have established the Whistleblower Program as a safe and confidential channel for raising concerns about wrongdoing.

What can be reported

We encourage everyone to speak up about wrongdoing, including conduct that may be illegal, unacceptable or improper. Concerns about personal work-related grievances and customer complaints have separate, dedicated speak up processes and are not covered by this Policy.

How you can report wrongdoing

You can report concerns about wrongdoing to the Whistleblower Program, by contacting the KPMG FairCall Service, an independently monitored external hotline and reporting service:

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<tr>
<th>Country</th>
<th>Phone</th>
<th>Email</th>
<th>Web</th>
</tr>
</thead>
<tbody>
<tr>
<td>New Zealand</td>
<td>0800 746 304</td>
<td><a href="mailto:faircall@kpmg.com.au">faircall@kpmg.com.au</a></td>
<td></td>
</tr>
<tr>
<td>United Kingdom</td>
<td>08082343976</td>
<td><a href="mailto:faircalnab@kpmg.com.au">faircalnab@kpmg.com.au</a></td>
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</tr>
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See section 2.4 for full contact details for all jurisdictions

Support and protection if you report wrongdoing

All wrongdoing concerns reported to the Whistleblower Program are handled sensitively.

- If you provide contact details, we will check in with you and make sure you are ok - we know it can be stressful to speak up.
- Your identity will be kept strictly confidential and will only be shared if you consent - you can be anonymous if you prefer.
- We prohibit, and will not tolerate, any act of reprisal against you for reporting a wrongdoing concern to the Whistleblower Program.

How we investigate matters reported to us

The Whistleblower Program takes all wrongdoing concerns seriously. Where an investigation is required, the Program will appoint an investigator with the right capability and independence to investigate your report. The Program will oversee the investigation and keep you informed and updated throughout the investigation.

More information

Please read on for detailed information about:

- How you can report wrongdoing concerns (i.e. who, how and what kind of reports you can make);
- The support and protections available to you.
1. Purpose and Principles

1.1 What is this document and who does it apply to?

The National Australia Bank Group (Group)’s Whistleblower Protection Policy (Policy) reinforces the Group’s commitment to a ‘speak up’ culture by setting out how concerns about wrongdoing can be reported safely. By speaking up, you help us to identify and address wrongdoing as early as possible that may not otherwise be uncovered.

The Policy sets out:
- how you can make a wrongdoing report;
- the support and protection available to you if you make a wrongdoing report to the Whistleblower Program (Program); and
- how the Group investigates wrongdoing reports.

1.2 Outside Australia?

You can report matters under this Policy regardless of which jurisdiction you are in or where the wrongdoing has occurred. If your report relates to matters outside of Australia, or you are based outside of Australia, there may be other specific requirements/considerations related to the relevant country involved. Refer to section 2.4 below for information on how you can contact the Program directly for more information.

1.3 How does the Group manage wrongdoing reports?

The Group has established the Program as an independent function, with day to day operations managed by the Group’s Internal Audit team and with direct escalation and reporting lines to NAB’s Board Audit Committee (BAC) via NAB’s Group Whistleblower Committee (GWC).

Participants in the Program and investigators appointed by the Program must only report to others within the Program, and this overrides their normal reporting lines, including in relation to the investigation of any wrongdoing reported to the Program.

2. How to report wrongdoing concerns

2.1 Who can report wrongdoing concerns?

You can report wrongdoing to the Program if you are a:
- current or former employee of the Group;
- current or former officer or associate (for example, a director or secretary of the Group);
- current or former Group supplier (whether paid or unpaid), employee of a Group supplier, contractor, subcontractor, or volunteer; or
- relative, dependent or spouse of one of the above.
2.2 What wrongdoing can be reported under this Policy?

If you suspect that wrongdoing has occurred (including conduct leading to unfair customer outcomes), it can be reported under this Policy. Appendix A sets out the specific types of wrongdoing reports that qualify for protection under Australian law.

You do not need to have proof that wrongdoing has occurred. You do need a reasonable belief that wrongdoing has occurred. You will not be penalised and you can still qualify for protection if the information turns out to be incorrect.

Examples of wrongdoing that can be reported include, but are not limited to:

- fraud (including dishonest activity, deliberate falsification, knowingly providing or publishing documentation that is false, money laundering or misappropriation of funds);
- corrupt behaviour (including bribery, acting dishonestly, dishonestly failing to act or dishonestly taking advantage of an employment position);
- unethical behaviour or misconduct (including discrimination, sexual harassment and other breaches of the Group’s policies and code of conduct);
- modern slavery or human trafficking, including within the Group’s supply chain or customers;
- legal or regulatory non-compliance (including breaches of corporate and financial sector laws, health and safety laws and certain other laws);
- illegal accounting or auditing practices;
- Illegal conduct (including theft, dealing in, or use of illicit drugs, violence or threatened violence, and criminal damage against property);
- Information that indicates a significant risk to public safety of the stability of, or confidence in, the financial system;
- the concealment of any wrongdoing; or
- misconduct or an improper state of affairs or circumstances relating to NAB or the Group generally, including the tax affairs of the Group.

Note that conduct that does not involve a breach of law may still be a disclosable matter under this.

2.3 What reports are not covered by this Policy?

While we encourage everyone to speak up about concerns, not all concerns are covered by this Policy. Disclosures that are not covered under this Policy and which will not qualify for protection under the law include:

- **Personal work-related grievances:** NAB has dedicated processes in place to handle interpersonal conflict between you and another employee or grievances relating to your employment (i.e. relating to a transfer, promotion or disciplinary action). Concerns of this nature should be reported to your People Leader or Colleague Connect:
  
  Australia  
  1300 662 091 (8am to 6pm) - ask to be referred to an Employee Relations Consultant
  
  New Zealand  
  0800 10 6000 (option 5>option 2)
  
  For United Kingdom, USA and Asia please contact your local People Team.

- **Customer complaints:** If a NAB customer has concerns about a product or service, you can contact NAB Resolve: feedback@nab.com.au or telephone 1800 152 05.

2.4 How and who can I report to?

We encourage you to raise concerns with your People Leader, line manager or supervisor before raising concerns under this policy.

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1 Refer to Appendix A for limited situations where a personal workplace grievance can be reported.
2 These concerns may be protected under other legislation (i.e. Fair Work Act 2009).
A.  The Whistleblower Program (Authorised Eligible Recipient)

You can qualify for protection under this Policy and Australian and applicable foreign laws by reporting to the Whistleblower Program, including via KPMG FairCall – an independently monitored external hotline and reporting service available outside business hours:

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<tr>
<th>Country</th>
<th>Phone</th>
<th>Email</th>
<th>Web</th>
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<tbody>
<tr>
<td>Australia</td>
<td>1800 874 979</td>
<td><a href="mailto:faircallnab@kpmg.com.au">faircallnab@kpmg.com.au</a></td>
<td></td>
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<tr>
<td>Canada</td>
<td>1844 787 5910</td>
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<tr>
<td>Japan</td>
<td>0034 800 400468</td>
<td><a href="mailto:faircallnab@kpmg.com.au">faircallnab@kpmg.com.au</a></td>
<td></td>
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<tr>
<td>Singapore</td>
<td>800 6167 104</td>
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<tr>
<td>United States of America</td>
<td>184447 99474</td>
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<tr>
<td>Vietnam</td>
<td>+ 842444583396</td>
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<td>France</td>
<td>TBA</td>
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<tr>
<td>India</td>
<td>1800 3010 6225</td>
<td><a href="mailto:faircall@ethicshelpline.co.in">faircall@ethicshelpline.co.in</a></td>
<td></td>
</tr>
<tr>
<td>Hong Kong</td>
<td>800 961 669</td>
<td><a href="mailto:faircall@ethics-hotline.com">faircall@ethics-hotline.com</a></td>
<td></td>
</tr>
<tr>
<td>Peoples Republic of China</td>
<td>N/A</td>
<td>N/A</td>
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You can contact the Program directly for information about: how to raise a wrongdoing concern; how concerns will be handled; and the support and protection available to you.

B.  Other Eligible Recipients

Other individuals who are eligible to receive wrongdoing reports include:

- Board members and the Executive Leadership Team;
- company secretary;
- internal and external auditors or actuaries of the Group; or
- for tax matters, the Chief Tax Officer.

Whilst you can qualify for protection by reporting matters to the above listed Eligible Recipients, such reports will be referred to the Program to enable appropriate investigation, unless there are exceptional circumstances. As

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3 Or other officers or senior managers of a Group entity
such, we prefer you to report matters directly to the Program via the KPMG FairCall Service or to the Whistleblower Protection Officers so we can action your concerns quickly. Any referral to the Program will be subject to limitations that might apply under law to the sharing of your report (see section 3.5 for protections under Australian law).

You also have the right to raise concerns and communicate with:

- an external legal practitioner for obtaining your own legal advice or legal representation (even if the legal practitioner concludes the disclosure does not relate to a disclosable matter);
- certain Commonwealth regulators and law enforcement authorities (including ASIC, APRA, other Commonwealth bodies prescribed by regulation, and for tax matters, the Commissioner of Taxation); and
- in certain circumstances described in Appendix B, ‘emergency disclosures’ or ‘public interest disclosures’ to a journalist or member of Commonwealth, State or Territory Parliament.

Refer to Appendix B for guidance on reporting concerns outside the Group, including ‘emergency disclosures’ and ‘public interest disclosures’. It is important that you understand the criteria for making an ‘emergency disclosure’ or ‘public interest disclosure’ before doing so.

2.5 Can I remain anonymous?

You can remain anonymous when reporting wrongdoing concerns to the Program, however this can limit our ability to effectively investigate your concerns and protect and support you. When using the KPMG FairCall service, you can choose the degree of anonymity you prefer:

1. You can provide KPMG FairCall with your name and contact details and provide consent for these details to be provided to the Program. Your name and contact details will be kept confidential for the purposes of any investigation;
2. You can allow only KPMG FairCall to know your name and contact details but remain anonymous to the Program (allowing the Program to ask follow-up questions via KPMG FairCall); or
3. You can remain completely anonymous to KPMG FairCall and the Program.

If you choose to remain anonymous, or use a pseudonym, you are still entitled to protections under Australian law if you meet the criteria in section 3.5. You do not have to answer questions that may reveal your identity during any follow-up conversations or any investigation process, including following the finalisation of the investigation. If you are anonymous, you can still receive progress updates and the investigation outcome by contacting KPMG FairCall or the Program.

2.6 Confidentiality - will my identity be revealed?

When the Whistleblower Program (or any other Eligible Recipient) receives a wrongdoing report we must not disclose your identity or information that will likely lead to your identification, without your consent.

There are serious penalties for the Group and/or individuals if they do not comply with the legislative requirements around maintaining the confidentiality of your identity.

We will not disclose your identity without obtaining prior consent from you except in the limited circumstances described in section 3.5(a) below.

In all circumstances (including where it is reasonably necessary to share the information you have shared with us, for the purposes of an investigation or report a matter of significance to senior management) we will take all reasonable steps to reduce the risk that you will be identified (unless you have consented to the disclosure of your identity).

2.7 Confidentiality – how is this maintained?

We have measures in place for ensuring confidentiality, including the following secure record-keeping and information sharing procedures:

- all paper and electronic documents and other materials relating to wrongdoing disclosures are stored securely;
- all information relating to a wrongdoing disclosure can only be accessed by those directly involved in managing and investigating the disclosure;
• where identity is provided, only a restricted number of people who are directly involved in handling and investigating a disclosure are made aware of the identity or information that is likely to lead to the identification of the discloser;

• each person who is involved in handling and investigating a disclosure is reminded that they should keep the identity of the discloser and the disclosure confidential and that an unauthorised disclosure of a discloser’s identity may be a criminal offence; and

communications and documents relating to the investigation of a disclosure will not be sent to an email address or a printer in a manner that can be accessed by staff other than those directly involved in managing and investigate the disclosure. Additionally, some of the measures we may adopt to reduce the risk that you will be identified from the information contained in a disclosure may include some or all of the following, as appropriate in the circumstances:

• using a pseudonym in place of your name;
• redacting your personal information or references to you witnessing an event;
• referring to you in a gender-neutral context;
• where possible, consulting with you to help identify aspects of your disclosure that could inadvertently identify you; and
• ensuring all disclosures will be handled and investigated by qualified staff.

However, you should be aware that people may be able to guess your identity if:

• you have previously mentioned to other people that you are considering making a disclosure;
• you are one of a very small number of people with access to the information disclosed; or
• your disclosure relates to information that you were previously told privately and in confidence.

3. Protection and support provided to whistleblowers

3.1 No tolerance for reprisals or attempts to identify you

We will not tolerate any form of reprisal against you for raising a genuine wrongdoing concern (or against anyone involved in an investigation of a wrongdoing report). A reprisal or threatened reprisal may include the following detrimental conduct:

• dismissal, suspension, demotion or involuntary transfer
• heavily scrutinised work
• forced to work with alleged wrongdoers
• essential resources withdrawn
• missed promotion
• poor performance report
• training denied
• over or under work
• any other measures taken against an employee that adversely affects their employment
• threats, intimidation, bullying, harassment or torment
• undermined authority
• ostracism by colleagues
• injury during employment
• unsafe or humiliating work
• damage to a person’s property
• damage to a person’s reputation
• discriminatory or derogatory treatment
• financial loss

Examples of actions which do not amount to detrimental conduct against you include:

• administrative action that is reasonable for the purpose of protecting you from detriment (e.g. moving you to another team or location to protect you from detriment); and
• managing unsatisfactory work performance in line with our usual performance management framework.
Any person who carries out or threatens reprisals will be subject to disciplinary action (including potential termination of employment) and in some circumstances, may also be subject to criminal liability.

Any person who without authority under this Policy attempts to identify or cause the identification of a person, who has, or may have, made a wrongdoing disclosure will also be subject to disciplinary action.

If you feel you have suffered any reprisal because of raising a concern with the Program, or that someone is taking steps to identify you as a whistleblower, contact the Program directly.

However, NAB will at all times be able to raise and address with you matters that arise in the ordinary course of your employment or engagement. For example, managing work performance will continue in line with the Group’s performance management framework.

3.2 How will the Program protect you?

Whistleblower Protection Officers have been appointed by the Group to provide dedicated protection and support. When you make a wrongdoing report, if you have shared your identity with the Program, you will have direct access to a Whistleblower Protection Officer who will:

- assist you in maintaining your wellbeing;
- work with you to understand and manage any risk of reprisals being made against you;
- seek to deter any reprisals or threats of reprisal (with punishment for those found to have committed such acts);
- ensure your workplace arrangements are appropriate and safe while a matter is being investigated; and
- protect your identity and information likely to lead to your identification.

These protections are also extended to people who are involved in an investigation of a wrongdoing report.

3.3 How will the Program support you?

If you have shared your identity with the Program, our Whistleblower Protection Officers can offer the following support to you:

- work with you to understand and manage any welfare concerns you are experiencing;
- provide an open line of communication for you to report any act of reprisal (i.e. harassment, intimidation or victimisation) for making the wrongdoing report;
- address any detriment/reprisal you may have suffered because you made a wrongdoing report to the Program;
- engage an independent contact person from Employee Relations to foster a supportive work environment for you and respond to any of your questions or concerns;
- refer you to the Employee Assistance Program, which has been established to assist employees who wish to seek counselling to help resolve issues; and
- provide you with regular progress updates and the investigation outcome, as appropriate.

These supports are also extended to people who are involved in an investigation of a wrongdoing report.
3.4 What support will you receive if you are not a Group employee?
If you are a non-employee, the Program will endeavour to support you but will not be able to provide the same practical support or protections as we can for employees. The Group may not be able to:

- protect the employment status of a disclosing person who is not currently employed within the Group;
- monitor and manage the behaviour of other individuals who are not employed within the Group; and
- take action in other situations where it may be practically impossible for the Program to provide protection from reprisal.

3.5 What protections are available under Australian law?
Protections available under Australian law may apply to disclosures of wrongdoing made in accordance with this Policy.

In order for your disclosure to qualify for protection under the Corporations Act 2001 (Cth) or Taxation Administration Act 1953 (Cth), as applicable:

- you must be an eligible whistleblower as described in section 2.1 above;
- the disclosure of information must relate to a ‘disclosable matter’ described in Appendix A. A disclosure that does not relate to a ‘disclosable matter’ will not be protected under the applicable Australian whistleblowing law, even if it might otherwise be wrongdoing reportable under section 2.2 of this Policy;
- your disclosure must be made directly to an ‘eligible recipient’ as described in section 2.4 and Appendix B. To be clear, the protections can apply not only to internal disclosures, but to external disclosures, including to legal practitioners and regulatory and other external bodies in certain circumstances.

This section outlines the protections available under Australian law if a disclosure qualifies for protection under the Corporations Act 2001 (Cth) or Taxation Administration Act 1953 (Cth), as applicable. For information on how the law might differ in other countries, refer to section 1.2 above.

(a) Protection of your identity and information that you have provided
It is illegal for a person to identify you, or disclose information that is likely to lead to you being identified, other than in the following circumstances:

- Where you have provided consent;
- Where the information is disclosed to ASIC, APRA, or the Australian Federal Police, or to a lawyer for advice about the whistleblower protections.
- Where it is reasonably necessary to disclose information for the purposes of investigating the issues raised in the wrongdoing disclosure and:
  - the information does not include your identity; and
  - all reasonable steps have been taken to reduce the risk of you being identified.

We may face difficulties investigating or internally addressing or correcting the misconduct unless you provide some approval for us to use your information. Further details on our investigation procedure is set out in section 4.
(b) Protection against legal action

You are protected against certain legal actions related to making the wrongdoing report, including:

- criminal prosecution (and the disclosure cannot be used against you in a prosecution, unless the disclosure is false);
- civil litigation (such as for breach of an employment contract, duty of confidentiality, or other contractual obligation); or
- administrative action (including disciplinary action).

This protection does not grant immunity to you for any misconduct that you were involved in that is revealed in the report.

(c) Protection from detriment and reprisals

It is illegal for someone to cause or threaten detriment to you because they believe or suspect that you have made, may have made, or could make a wrongdoing report.

A person that does so may receive a civil penalty or be charged with a criminal offence. These penalties apply even if you have not made a wrongdoing report, but the person causes or threatens detriment to you because they believe or suspect you have or might make a report.

NAB does not tolerate reprisals. Further details on this is set out in section 3.1 above.

(d) Compensation and other remedies

You can seek compensation through a court if you suffer loss, damage or injury for making a wrongdoing disclosure and NAB has failed to take reasonable precautions and exercise due diligence to prevent the detrimental conduct. If you are or were an employee and experienced detriment at work for reporting misconduct, the court may order the person causing you detriment or your employer to compensate you. You can also pursue other remedies, including reinstatement, an apology, a court injunction to prevent or stop detrimental conduct. It is important to note that it is your responsibility to bring any such action for compensation and we encourage you to seek independent legal advice.

3.6 How can you lose protection or confidentiality under Australian law?

You could lose your protections if:

- your conduct is revealed as a part of the wrongdoing. However, making a report may be taken into account as a mitigating factor in considering any disciplinary or other action;
- you do not have reasonable grounds to believe that your wrongdoing report is true;
- you knowingly give false or misleading information within a wrongdoing report;
  - knowingly giving false or misleading information may also constitute a breach of Group Policy, and could be subject to significant disciplinary action.
- you disclose information relating to a wrongdoing report to someone not authorised to receive it (e.g. to the media without meeting required criteria for protection); or
- you disclose information that could be used to identify someone who made a wrongdoing report or about whom a wrongdoing report has been made.
4. Investigation of wrongdoing reports

4.1 What happens when the Program receives a report?

Once the Program receives your report, we will:

- aim to contact you within 2 business days to acknowledge receipt and check on your wellbeing (if you have provided your name and/or contact details);
- engage with you to put in place appropriate measures to support and protect you;
- conduct preliminary inquiries to assess whether your report qualifies for protection under this Policy and determine whether an investigation is possible and appropriate; and if so
- appoint an internal or external investigator with the right experience, background, capability and independence to investigate your report.

The Program has discretion to determine that a report will not be dealt with under this Policy if it considers that the report does not fall within the scope of applicable whistleblower legislation (for example if it is a personal workplace grievance or customer complaint).

4.2 What happens during the investigation?

The objective of an investigation is to determine whether there is enough evidence to substantiate the matters reported in the disclosure. The Program will oversee the investigation and will:

- ensure it is conducted in a timely, fair and objective manner and maintains independence. While timeframes will vary depending on the particular investigation, the Program will endeavour to conclude investigations within 4 to 8 weeks of commencing the investigation;
- unless permitted by law, ensure your identity, or any information that would likely to lead to your identification, is not disclosed without your consent;
- aim to provide you with regular updates on the progress of the investigation (the frequency of updates may vary depending on the nature of the disclosure);
- ensure appropriate and proportionate action is taken to address any issues identified; and
- not tolerate any person interfering, intervening or seeking to influence the conduct and/or process of an investigation including any attempt to intimidate an investigator appointed by the Program.

4.3 Consent to use information for investigation

It is important to note that if you make a wrongdoing report to the Program, you will be taken to consent to us using the information you have provided to investigate the matter. While we will not disclose your actual report, we may need to disclose information contained in your report to other persons within the Program, the Group Whistleblower Committee, the Board Audit Committee and the person who is the subject of your report.

Where this occurs, we will ensure that your identity, or information that would allow you to be identified, is not disclosed to the person who is the subject of your report and is otherwise kept confidential as outlined in Section 2.6. You may choose to place restrictions on our use of information in your report (including the persons who may be provided with information contained in your report). If you decide to do this, this may restrict our ability to investigate the matter.

4.4 Once an investigation is complete, what will the Program do?

After an investigation, we will attempt to contact you to inform you of the outcome. Due to confidentiality reasons and the need to protect the interests of all parties to an investigation,
information provided to you about an outcome may be limited (you will not receive a copy of any investigation report). Prior to closing your case, we will ensure that any reprisal concerns have been addressed.

Business issues identified during an investigation will be assigned to the relevant business unit for remediation.

4.5 Can I lodge a complaint?

You can escalate the following concerns directly to the Group Whistleblower Committee:

- a complaint that this Policy has not been followed, including a breach of confidentiality.
- a complaint that an investigation outcome is inappropriate.
- a complaint that a Whistleblower Protection Officer has not adequately addressed a concern about an act of reprisal.

The Committee is not obliged to reopen an investigation and will consider the concerns and assess whether any further action is required.

You can also refer complaints about these matters to a relevant regulator such as ASIC or APRA.

5. If you are an Eligible Recipient, what should you do?

5.1 What are your obligations?

If you are listed in Section 2.4 as an Eligible Recipient, you must treat a wrongdoing report seriously and in confidence. It is critical that you understand and observe your obligations in relation to the wrongdoing report, especially your obligations regarding confidentiality of the disclosing person.

If you receive a wrongdoing report, you must not disclose the report or any information about it to anyone outside the Program, and under no circumstances should you discuss the report with the person the subject of the report. There are potential civil and criminal liabilities under Australian law if you do not handle the report appropriately.

If there is any uncertainty, you should contact the Program for further advice and guidance. If the discloser does not want to raise their concern directly with the Program, or provide consent for you to do so, the Program will arrange for the provision of legal advice to you.

6. What happens if you are the subject of a wrongdoing report?

6.1 What are your rights?

During the investigation process, if you are the subject of a wrongdoing report, we will ensure that:

- you will be afforded fair treatment and an impartial investigation;
- you will be entitled to a presumption of innocence within the usual framework of the law;
- your identity as the subject of a wrongdoing report will be protected and kept confidential where this is possible and reasonable, subject to the requirements of law and this Policy;
- within the constraints of confidentiality, you will generally be:
  - informed as to the substance of the allegations; and
  - given a reasonable opportunity to respond to the allegations;
- we will conduct a health and wellness check before you are interviewed about the allegations against you;
• where the Program knows that you are aware of the investigation, you will be formally advised as to the outcome of the investigation; and
• where the allegations contained in a wrongdoing report are determined after the investigation to be incorrect or unsubstantiated, you are entitled to continue your role as if no allegation was made. Where appropriate, the Program will contact you for the purposes of a welfare check.

7. Governance

7.1 Program Governance

Overall governance and oversight of the Program is undertaken by NAB’s Board Audit Committee (BAC) and the Group Whistleblower Committee (GWC).

The Program reports on its performance to the GWC, the BAC and/or any regional or subsidiary board(s) or committee(s), where applicable, on a regular basis. Anonymity and confidentiality requirements of this Policy are observed in the reporting process.

Where a wrongdoing report is assessed as high impact, it will be immediately escalated by the GWC Chair to the BAC Chair (to the extent such escalation is permitted by relevant laws and is consistent with anonymity and confidentiality requirements of this Policy).

7.2 Staff, Program and specialist training and awareness

This Policy is made available to employees on the Group Whistleblower Program intranet site. For volunteers, suppliers or other individuals, this Policy is also publicly available via the Group website.

Mandatory training on the Policy and Program is provided to all employees as part of training required on an annual basis as part of the web-based annual Code of Conduct and Risk Awareness training modules.

Separate specialist training is also delivered on an ad-hoc basis for staff responsible for key elements of the Program, including Eligible Recipients and investigators. Executive management and board members receive appropriate training and updates throughout the year to reiterate their responsibility for maintaining effective whistleblowing arrangements.

Promotion of the Program is undertaken by Whistleblower Champions who are appointed across the business to raise awareness about the aims and operation of the Program. Champions do not play any role in the receipt or investigation of wrongdoing reports and are not Eligible Recipients.

7.3 Policy Exemptions

This Policy 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.

You may have a legal obligation to report certain offences or other matters to government or regulatory authorities and/or to keep certain data and information confidential. Making a protected report in line with this Policy may not mean that disclosing persons are exempt from these legal requirements. In such cases, disclosing persons should discuss with a Whistleblower Protection Officer, regional legal department, or their own legal advisor about whether they have further reporting obligations or have obligations to keep certain data and information confidential.
7.4 Policy Breaches

All instances of breaches of the Policy must also be made known immediately to the Policy Owner and appropriate remediation measures agreed and implemented.

7.5 Further questions

More information about the Whistleblower Protection Policy and contact details are available on the intranet at go/whistleblower.
Appendix A – Disclosable Matters under Australian Law

Disclosable matters involve information that you have reasonable grounds to suspect:

- concerns misconduct, or an improper state of affairs or circumstances relating to NAB or the Group generally, including the tax affairs of the Group; or
- indicates that NAB, a member of the Group, or an officer or employee of NAB or the Group, has engaged in conduct that:
  - constitutes an offence against, or a contravention of, a provision of any of the following:
    - the Corporations Act 2001;
    - the Australian Securities and Investments Commission Act 2001;
    - the Banking Act 1959;
    - the Financial Sector (Collection of Data) Act 2001;
    - the Insurance Act 1973;
    - the Life Insurance Act 1995;
    - the National Consumer Credit Protection Act 2009;
    - the Superannuation Industry (Supervision) Act 1993;
  - constitutes an offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more;
  - represents a danger to the public or the financial system (even if it does not involve a breach of a particular law); or
  - is prescribed by regulations.

Disclosable matters include conduct that may not involve a contravention of a particular law. For example, ‘misconduct or an improper state of affairs or circumstances’ may not involve unlawful conduct in relation to NAB or the Group generally but may indicate a systemic issue that the relevant regulator should know about to properly perform its functions. It may also relate to dishonest or unethical behaviour and practices, conduct that may cause harm, or conduct prohibited by the NAB’s policies and Code of Conduct.

Personal Work-Related Grievances

Generally, disclosures that solely concern personal work-related grievances do not qualify for protection under Australian whistleblower law. Instead, you may have rights and protections under employment or contract law.

A personal work-related grievance includes any matter in relation to the discloser’s employment, or former employment that has, or tends to have, implications for the discloser personally. Examples of a personal work-related grievance include:

- an interpersonal conflict with another employee;
- a decision about your employment, transfer, or promotion;
- a decision about the terms and conditions of your employment; and
- a decision to suspend or terminate your employment or otherwise discipline you.

In some circumstances, disclosure of a personal work-related grievance may qualify for protection, including where:
(a) the information disclosed concerns alleged conduct that would otherwise amount to a disclosable matter as described above;

(b) the information disclosed has significant implications for NAB or the Group, which do not relate to you. For example, if NAB or the Group generally has breached employment or other laws punishable by imprisonment for a period of 12 months or more, engaged in conduct that represents a danger to the public, or the disclosure relates to information that suggests misconduct beyond the discloser’s personal circumstances; or

(c) the disclosure concerns an alleged contravention of the prohibition against reprisals (as set out in section 3.1 of this Policy) and you suffer from or are threatened with detriment as a result of raising concerns about a disclosable matter.
Appendix B - External Reporting

You will qualify for protection as a whistleblower under Australian law if you are someone who can report under this Policy (see section 2.1) and you make:

(a) a disclosure about a ‘disclosable matter’ (Appendix A) to ASIC, the Australian Prudential Regulation Authority (APRA), the Commissioner of Taxation or a Commonwealth body prescribed by regulation;
(b) a disclosure to a legal practitioner for the purposes of obtaining legal advice or legal representation about the operation of whistleblowing laws in Australia;
(c) a Public Interest Disclosure, that is the disclosure of information to a journalist or a parliamentarian, where:
   (i) the discloser has previously made a disclosure of the information to ASIC, APRA or another Commonwealth body prescribed by regulation (the ‘previous disclosure’);
   (ii) at least 90 days have passed since the discloser made the previous disclosure;
   (iii) the discloser does not have reasonable grounds to believe that action is being, or has been taken, in relation to their previous disclosure;
   (iv) the discloser has reasonable grounds to believe that making a further disclosure of the information is in the public interest;
   (v) before making the Public Interest Disclosure, the discloser has given written notice to the body to which the previous disclosure was made that:
      - includes sufficient information to identify the previous disclosure; and
      - states that the discloser intends to make a Public Interest Disclosure; and
   (vi) the extent of the information disclosed in the Public Interest Disclosure is no greater than is necessary to inform the recipient of the previous disclosure of the misconduct or improper state of affairs.
(d) an Emergency Disclosure, that is the disclosure of information to a journalist or parliamentarian, where:
   (i) the discloser has previously made a disclosure of the information to ASIC, APRA or another Commonwealth body prescribed by regulation (the ‘previous disclosure’);
   (ii) the discloser has reasonable grounds to believe that the information concerns a substantial and imminent danger to the health or safety of one or more persons or to the natural environment;
   (iii) before making the emergency disclosure, the discloser has given written notice to the body the body to which the previous disclosure was made that:
      - includes sufficient information to identify the previous disclosure; and
      - states that the discloser intends to make an emergency disclosure; and
   (vii) the extent of the information disclosed in the emergency disclosure is no greater than is necessary to inform the journalist or parliamentarian of the substantial and imminent danger.

Further information is available at:

- ASIC Information Sheet 239: How ASIC handles whistleblower reports (INFO 239)