

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:

Country	Phone 	Email 	Web 
Australia	1800 874 979	faircallnab@kpmg.com.au	https://www.faircalldisclosure.kpmg.com.au/nab
New Zealand	0800 746 304	faircall@kpmg.com.au	
United Kingdom	08082343976	faircallnab@kpmg.com.au	
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.

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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. For information on how the law might differ in other countries, refer to Appendix A.

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, it can be reported under this Policy. Appendix B 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:

- conduct leading to unfair customer outcomes;
- accessing Group systems or customer information without justification or authority;
- 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 policy.

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:**¹ 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)². 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 with an Eligible Recipient under this policy.

¹ Refer to Appendix B 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:

Country	Phone 	Email 	Web 
Australia	1800 874 979	faircallnab@kpmg.com.au	https://www.faircalldisclosure.kpmg.com.au/nab
New Zealand	0800 746 304	faircall@kpmg.com.au	
United Kingdom	08082343976	faircallnab@kpmg.com.au	
Canada	1844 787 5910		
Japan	0034 800 400468		
Singapore	800 6167 104		
United States of America	184447 99474		
Vietnam	+842444583396		
France	0800919967		
India	1800 3010 6225	faircall@ethicshelpline.co.in	
Hong Kong	800 961 669	faircall@ethics-hotline.com	
Peoples Republic of China	N/A		
Post 	Fax 	Direct to NAB's Whistleblower Protection Officers	
The FairCall Manager KPMG Forensic PO Box H67 Australia Square Sydney NSW 1213 ATTN: NAB Whistleblower Program	+61 2 9335 7446	Email: confidential_alert_line@nab.com.au Phone: Head of Whistleblower Program +61 476 837 127	

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 Team³;
- 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 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

³ Or other officers or senior managers of a Group entity

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 C, 'emergency disclosures' or 'public interest disclosures' to a journalist or member of Commonwealth, State or Territory Parliament.

Refer to Appendix C 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. We encourage you to open an anonymous secure postbox with KPMG FairCall to receive updates and requests for further information.

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 | • threats, intimidation, bullying, harassment or torment |
| • heavily scrutinised work | • undermined authority |
| • forced to work with alleged wrongdoers | • ostracism by colleagues |
| • essential resources withdrawn | • injury during employment |
| • missed promotion | • unsafe or humiliating work |
| • poor performance report | • damage to a person's property |
| • training denied | • damage to a person's reputation |
| • over or under work | • discriminatory or derogatory treatment |
| • any other measures taken against an employee that adversely affects their employment | • 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 or conduct in line with our usual performance and conduct management frameworks.

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 B. 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 C. 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 Appendix A and 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 are 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, without the consent of the disclosing person. 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.

Education on the Policy and Program is provided to all new employees as part of their induction training and in ongoing mandatory annual training for all employees (i.e web-based annual Code of Conduct and Risk Awareness training modules).

Separate specialist training is also delivered at least annually 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 the Program and 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. Refer to **Appendix A** for a list of key regional whistleblower laws.

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](#).

Related Documents

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

- Code of Conduct
- Group Anti-Bribery and Corruption Policy
- Group Anti-Fraud Policy
- Group Anti-Money Laundering and Counter Terrorist Financing Policy
- Group Compliance Risk Management Framework
- Group Conflicts of Interest Policy
- Group Fit & Proper Policy
- Group Human Rights Policy
- Group Inclusion & Diversity Policy
- Group Operational Risk Management Framework
- Group Privacy & Data Protection Policy
- Group Securities Trading Policy
- Group Whistleblower Program Committee Charter

Administration Information Schedule

Approval date	November 2021
Next approval date	November 2022
Policy Owner	Executive Internal Audit
Division	Internal Audit
Approval Authority	Board Audit Committee

Appendix A - Jurisdictional variations

A. United Kingdom

If you are reporting from the United Kingdom or your concern or report relates to anyone based in, or conduct connected to, the Group's business in the United Kingdom, the Policy should be read subject to the following provisions which add to or replace, as relevant, the provisions of the Policy.

a) Part 2 (Steps to reporting wrongdoing concerns), Sections 2.1 (Who can report wrongdoing concerns?) and 2.2 (What 'wrongdoing' can be reported under this Policy?)

Note that while you are encouraged to 'speak up' about concerns regarding wrongdoing as outlined in these sections of the Policy, your potential protection as whistle-blower in the UK will be subject to UK law which differs from Australian law in various respects (and is generally somewhat narrower than what is set out in the Policy).

b) Part 2 (Steps to reporting wrongdoing concerns), Section 2.4 (How and who can I report to?)

As detailed at section 2.4 of this Policy, if you have a concern about malpractice, you should raise this internally first, or report this to the Whistleblower Program via the KPMG FairCall reporting service (UK phone number 08082343976) or directly to NAB's Whistleblower Protection Officers (see section 2.4(A)). If you do not feel able to contact a relevant person internally initially, or you wish to talk through your concerns with another party, you might want to contact Public Concern at Work, an independent charity providing confidential advice on whistleblowing. They can be contacted on 0207 404 6609. [You may also take legal advice regarding how to raise your concerns as a whistle-blower.]

It is important that you do not publish your concerns outside of our organisation without, at the very least, having allowed us to address them internally.

c) [Part 2 (Steps to reporting wrongdoing concerns), Section 2.6 (Confidentiality – will my identity be revealed?) and Part 3 (Protection and support provided by the Group), Section 3.5(a) Protection of your identity and information that you have provided]

Where requested, we will make all reasonable efforts to ensure that your identity is not revealed to those who might be involved in suspected malpractice. We will reveal your identity only where this is reasonably necessary to investigate or deal with suspected malpractice and, where this happens, we will take all reasonable steps to ensure that you are not disadvantaged as a result.]

d) Part 3 (Protection and support provided by the Group), Section 3.5 (What protections are available under Australian law)

Under UK law, you will not be penalised by us for raising a genuine concern. All staff have a responsibility to ensure that their colleagues are not subjected to detrimental treatment as a result of disclosing malpractice. Both we, as the employer, and the person taking any detrimental action, can be liable where an individual has disclosed malpractice and is then penalised in some way for doing so. If you penalise a colleague, you may have to pay compensation personally.

e) Part 3 (Protection and support provided by the Group), Section 3.6 (How can you lose protection or confidentiality under Australian law?)

As noted above, your potential protection as whistle-blower in the UK will be subject to UK law which differ from Australian law in various respects.

f) Part 7 (Other considerations), Related Documents

The list of related policies in this section should be read to include any UK specific policies (or UK specific amendments to the relevant Group policies) on the relevant topics as may be notified to or made available to you from time to time.

g) Status of this policy

This policy is not part of any contract of employment and does not create contractual rights or obligations. It may be amended by us at any time.

B. Hong Kong

1. Further requirements

In addition to the Policy, please note the following if you are reporting from Hong Kong or your concern or report relates to anyone or conduct connected to the NAB Group’s business in Hong Kong.

a) Part 2 (Steps to reporting wrongdoing concerns), Section 2.4 (How and who can I report to?)

There is no single legislation that addresses whistleblowing in Hong Kong. Instead, there are provisions in certain ordinances/policies that protect whistleblowers. These ordinances/policies are set out below.

LEGISLATION	PROTECTION
Employment Ordinance (Cap.57) (“EO”) [s.72B]	Under the EO, an employer cannot terminate or threaten to terminate an employment by reason of the employee giving evidence in proceedings or enquiry for the enforcement of the EO, or in any proceedings or enquiry in relation to safety at work. Employers in breach will be liable to a fine as well as paying compensation to the victimised employee.
Sex Discrimination Ordinance (Cap.480) [s.9], Disability Discrimination Ordinance (Cap.487) [s.7], Family Status Discrimination Ordinance (Cap.527) [s.6], and Race Discrimination Ordinance (Cap.602) [s.6] (collectively, “Discrimination Ordinances”)	Under the Discrimination Ordinances, it is unlawful for a person (discriminator) to discriminate against another person (person victimised) on grounds that the person victimised has brought proceedings against the discriminator or given evidence or information in connection with proceedings brought by others against the discriminator. The Court has power to order the discriminator to employ, re-employ or promote the person victimised, or to pay him/her compensation or damages.
Drug Trafficking (Recovery of Proceeds) Ordinance (Cap.405) (“DTRPO”) [s.25A], Organized and Serious Crimes Ordinance (Cap.455) (“OSCO”) [s.25A], United Nations (Anti-Terrorism Measures) Ordinance (Cap.575) (“UNATMO”) [s.12]	A whistleblower who makes a disclosure of suspected proceeds of drug trafficking, money laundering or crimes to an appropriate person (such as the NAB Group’s compliance officer, a police officer, member of the Custom and Excise Service, a member of the Immigration Service or an officer of the Independent Commission Against Corruption (“ICAC”)) under the DTRPO, OSCO and UNATMO, will not be regarded as in breach of any restriction against disclosure of information imposed by contract or by any enactment, rule of conduct or other provision, or render the whistleblower liable in damages for any loss arising out of the disclosure. Under the DTRPO and the OSCO, witnesses in any civil or criminal proceedings are not required to reveal the identity of the person making the disclosure.

LEGISLATION	PROTECTION
<p>Prevention of Bribery Ordinance (Cap.201) (“POBO”) [s.30A]</p>	<p>Under the POBO, the name and address of an informer should be kept confidential and any documents that may lead to disclosure of the informer’s identity have to be redacted prior to disclosure in civil or criminal proceedings.</p> <p>ICAC informers are entitled to witness protection under the Witness Protection Ordinance (Cap.564), including protection for personal safety or well-being.</p>
<p>Code of Conduct for Persons Licensed by or Registered with the Securities and Futures Commission [s.12.5], Securities and Futures Ordinance (Cap.571) (“SFO”) [s.22]</p>	<p>Under the Code of Conduct, a licensed person/entity is required to immediately report to the Securities and Futures Commission any material breach, infringement or non-compliance of market misconduct provisions (including misconduct of its clients) in the SFO such as insider dealing, false trading, price rigging, disclosure of information about prohibited transactions, disclosure of false or misleading information, or stock market manipulation. Failure to comply does not itself render a person liable to any judicial or other proceedings. However, a breach may lead to disciplinary action by the Securities and Futures Commission.</p> <p>A whistleblower will be protected against any civil liability whether arising in contract, tort, defamation, equity or otherwise for reporting any financial irregularities or non-compliance with any financial resources rules which occurred in the company.</p>
<p>Competition Ordinance (Cap.619) [s.173] and the Leniency Policy of the Competition Commission (“CC”)</p>	<p>Under the Leniency Policy for undertakings engaged in cartel conduct, immunity from fines is granted to the first undertaking which enters into a leniency agreement with the CC. The CC may consider a lower level of enforcement action for undertakings which do not qualify for leniency but cooperate with the CC.</p> <p>The CC is under a general obligation to preserve the confidentiality of any confidential information provided to it. Under the Leniency Policy, the CC will use its best endeavours to appropriately protect its records of the leniency application process, including the leniency agreement.</p> <p>An employer is prohibited from terminating or threatening to terminate the employment, discriminating in any way, intimidating or harassing, or causing any injury, loss or damage to an employee who provides material to the CC in connection with the CC’s functions, or gives or agrees to give evidence in any proceedings brought by the CC.</p>

C. India

1. Further Requirements

In addition to the Policy, please note the following if you are reporting from India or your concern or report relates to anyone or conduct connected to the NAB Group's business in India.

a) Part 2 (Steps to reporting wrongdoing concerns), Section 2.1 (Who can report wrongdoing concerns?)

Customers, stakeholders, NGOs and members of public to report wrongdoing (in areas of corruption, misuse of office, criminal offences, suspected / actual fraud etc) to the Program.

b) Part 2 (Steps to reporting wrongdoing concerns), Section 2.2 (What 'wrongdoing' can be reported under this policy)?

Corruption, misuse of office, criminal offences, suspected / actual fraud, failure to comply with existing rules and regulations such as Reserve Bank of India Act, 1934, Banking Regulation Act, 1949 etc. and acts resulting in operational risk, loss of reputation, etc. detrimental to interest/public interest can also be reported under this Program.

c) Part 2 (Steps to reporting wrongdoing concerns), Section 2.4 (How and who can I report to)?

You are entitled to escalate your report to India's central bank - Reserve Bank of India ('RBI'). The complaint should be sent in a closed/secured envelope. The envelope should be addressed to The Chief General Manager, Reserve Bank of India, Department of Banking Supervision, Fraud Monitoring Cell, Third Floor, World Trade Centre, Centre 1, Cuffe Parade, Mumbai 400 005. The envelope should be superscribed "Complaint under Protected Disclosures Scheme for Banks".

The complainant should give his / her name and address in the beginning or end of the complaint or in an attached letter. In case of an employee making such complaint, details such as name, designation, department, institution and place of posting etc. should be furnished.

d) Part 2 (Steps to report wrongdoing concerns), Section 2.5 (Can I remain anonymous)?

Anonymous/pseudonymous complaints shall not be accepted. The complainant should give his / her name and address in the beginning or end of the complaint or in an attached letter. In case of an employee making such complaint, details such as name, designation, department, institution and place of posting etc. should be furnished. Complaints can be made through e-mail also giving full details as specified above. For this purpose, a specific e-mail id has been created. However, anonymous/pseudonymous complaints may be dealt with on merit.

e) Part 2 (Steps to report wrongdoing concerns), Section 2.6 (Confidentiality - will my identity be revealed)?

Identity will not be disclosed except in cases where complaint turns out to be vexatious or frivolous and action is to be initiated against the complainant.

f) Part 3 (Protection and support provided by the Group), Section 3.5 (What protections are available under Indian law?)

Under certain legislation, including the Limited Liability Partnership Act, 2008, in the event the courts/tribunals are satisfied that the partners/employees have provided useful information in relation to any investigation or where any information is provided by the partners/employees which leads to other partners/employees being liable under the LLP Act, then the partners/employees providing such information may be subject to no penalty or reduced penalty.

Further, the Whistle Blower Policy Act, 2014 and the regulations issued by the RBI provides for safeguards against victimisation and provides persons who are being victimised or likely to be

victimised on the ground that he had filed a complaint or made disclosure or rendered assistance in inquiry the right to file a complaint with the competent authority seeking redress in the matter.

g) Part 4 (Investigation of wrongdoing reports), Section 4.2 (What happens during the investigation)?

Either as a result of the discreet enquiry, or on the basis of complaint itself without any inquiry, if RBI is of the opinion that the matter requires to be investigated further, RBI may consider calling for the comments / response from the Chairman / Chief Executive Officer / Authorized Representative of the Bank in India.

h) Part 7. Other Consideration

NAB is undertaking banking operations in India and therefore has to comply with the multiple regulations including those issued by the RBI, such as (i) Protected Disclosure Schemes for Private Sector and Foreign Banks issued on April 18, 2007, (ii) Guidelines on internal vigilance setup in private sector and foreign banks issued on May 26, 2011, (iii) Master Directions on Frauds – Classification and Reporting by Commercial Banks and select Financial Institutions issued on July 1, 2016, (iv) Whistle Blower Policy Act, 2014, etc. There are obligations to report corruption, misuse of office, criminal offences, suspected / actual fraud, failure to comply with the applicable law and these laws also provide safeguards against victimisation. Further, the laws also prescribe punishment for false or frivolous complainants (*mala fidely* and knowingly that it was incorrect or false or misleading information) including imprisonment.

D. Japan

1. Further requirements

In addition to the Policy, please note the following if you are reporting from Japan or your concern or report relates to anyone or conduct connected to the NAB Group's business in Japan.

a) Policy Overview, Our 'Speak up' culture NAB's Whistleblower Program is highly important to promote compliance management. Appropriate reporting using NAB's Whistleblower Program is a legitimate work obligation that facilitates the early detection of risks and the improvement of corporate values. We will not tolerate any unfavourable treatment of those making appropriate reports that satisfy the requirements of internal rules and the relevant laws. We carefully protect confidential information and personal information regarding reports. We recognize that corporate ethics (including compliance) should be prioritized when there is a conflict between those ethics and our business pursuits or interests. Further, we understand that these issues may affect the development and existence of NAB.

b) Part 1 (Purpose and Principles), Section 1.3 (How does the Group manage wrongdoing reports?)

An Eligible Recipient as defined in Section 2.4, or a person supervising the Eligible Recipients, or an investigator, shall not participate in the investigation of any whistleblowing report or concern in which he/she is involved.

c) Part 2 (Steps to reporting wrongdoing concerns), Section 2.1 (Who can report wrongdoing concerns?)

Under Japanese law, "dispatched workers" (which includes temporary employees) are also allowed to report a wrongdoing.

d) Part 2 (Steps to reporting wrongdoing concerns), Section 2.6 (Will my identity be revealed?)

Your personal information shall be protected under the Act on the Protection of Personal Information of Japan. Eligible Recipients as defined in Section 2.4 will not disclose your identity to directors or employees managing or belonging to other departments/divisions without obtaining your prior consent except in the instances set out in Section 2.6

e) Part 3 (Protection and support provided by the Group), Section 3.6 (How can you lose protection or confidentiality under Australian law?)

You may lose your whistleblowing protections if you make a wrongdoing report for the purpose of obtaining illicit profits/gain or causing damage to others, or for any other improper purpose.

You may only enjoy whistleblower protections for disclosures made to the media if you satisfy the relevant express requirements under Japanese law.

f) Part 6 (What happens if you are the subject of a wrongdoing report?) and Part 3 (Protection and support provided by the Group), Section 3.6 (How can you lose protection or confidentiality under Australian law?)

Disciplinary measures shall be imposed at NAB's discretion pursuant to the Rules of Employment if NAB finds any wrongdoing after the investigation stipulated in Part 4 above. However, a whistleblower or a person assisting with the investigation who has also committed wrongdoing may be exempt from those disciplinary measures or may be subject to mitigated disciplinary measures.

g) Part 6 (What happens if you are the subject of a wrongdoing report?), Section 6.1 (What are your rights?)

During the investigation process, all employees must comply with the following terms (Section II, 3. (1) of the guidelines for private sector on the Whistleblower Protection Act of Japan):

- every employee shall faithfully cooperate with the Group in connection with an internal investigation of a wrongdoing report; and
- no employee shall interfere with or disturb the internal investigation or try to do so.

2. Key regional whistleblower law

With respect to Part 7 (Other considerations), Policy Exemptions, if you are reporting from Japan, or if your concern or report relates to anyone or any conduct connected to the NAB Group's business in Japan, the Whistleblower Protection Act of Japan shall apply.

E. New Zealand

1. Further requirements

In addition to the Policy, please note the following if you are reporting from New Zealand or your concern or report relates to anyone or conduct connected to the NAB Group's business in New Zealand.

You have the right to communicate with the Office of the Ombudsman for information and guidance at any point of the disclosure process.

a) Part 2 (Steps to reporting wrongdoing concerns)

Section 2.6 (Confidentiality - will my identity be revealed?)

Under New Zealand law, your identity can only be disclosed without obtaining your prior consent where disclosure is essential to:

- the effective investigation of the allegations in the wrongdoing report;
- prevent serious risk to public health or public safety; or
- adhere to the principles of natural justice.

b) Part 3 (Protection and support provided by the Group)

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

Under New Zealand law, you may only lose your protection or confidentiality where:

- 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; or
- you act in bad faith in a way which breaches principles of natural justice.

F. People's Republic of China

1. Further requirements

In addition to the Policy, please note the following if you are reporting from the People's Republic of China (the "PRC") (solely for the purpose of this Appendix A, not including Hong Kong Special Administrative Region, Macau Administrative Region and Taiwan) or your concern or report relates to anyone or conduct connected to the NAB Group's business in the PRC.

a) Part 2 (Steps to reporting wrongdoing concerns), Section 2.4 (How and who can I report to?)

You are entitled to escalate your report to the following regulators and law enforcement authorities (including their local branches or counterparts):

- for non-compliance with banking laws and regulations, the China Banking and Insurance Regulatory Commission and/or the People's Bank of China;
- for non-compliance with anti-money laundering and counter-terrorist financing laws and regulations, the People's Bank of China;
- for foreign exchange related non-compliance, the State Administration of Foreign Exchange;
- for price/charges related non-compliance, the National Development and Reform Commission and/or the China Banking and Insurance Regulatory Commission;
- for monopoly or unfair competition behaviours or unlicensed operations, the State Administration for Market Regulation;
- for cybersecurity violations, the Cyberspace Administration of China, the Ministry of Industry and Information Technology and/or the public security authorities.
- for activities impairing the national security (e.g. espionage activities), the national security authorities;
- for tax matters, the State Taxation Administration;
- for employment matters, the labour authorities;
- any other competent PRC authorities.

In addition, you have not only a right, but also a duty to report the facts of a crime or a criminal suspect to the public security authorities, a People's Procuratorate or a People's Court. Nevertheless, if you fail to do so, the PRC law has not yet expressly provided for any legal liabilities that would arise from such failure.

b) Part 1 (Purpose and Principles), Section 1.2 (Outside Australia?) and Part 3 (Protection and support provided by the Group)

Wrongdoing reports to NAB

The PRC law does not specify what specific protection and support NAB should provide to you after you make a wrongdoing report to NAB. However, the protection and support as set out in Sections 3.1, 3.2, 3.3 and 3.4 above would still be applicable and available to you, given that they do not contravene any PRC law or regulation.

Wrongdoing reports to PRC authorities

In general, if you make a wrongdoing report to any of the PRC authorities as listed in paragraph a) above, the relevant PRC authorities are usually under obligation to maintain strict confidentiality of your identity and may provide necessary protection to you pursuant to the PRC law.

You are advised to communicate with the relevant PRC authorities on the specific protection and support available to you if you decide to make a wrongdoing report to them.

Legal consequences of fabricated reports

If you fabricate false information to defame another person in your wrongdoing report, you might face administrative penalties imposed by the public security authorities, and be held liable for infringing that person's right of reputation by the People's Court.

Depending on its seriousness, your foregoing act might even constitute a crime of defamation under the PRC Criminal Law, or if you have the intention of having another person investigated for criminal responsibilities, a crime of false accusation under the PRC Criminal Law.

G. Singapore

1. Further requirements

In addition to the Policy, please note the following if you are reporting from Singapore or your concern or report relates to anyone or conduct connected to the NAB Group's business in Singapore.

a) Part 2 (Steps to reporting wrongdoing concerns), Section 2.4 (How and who can I report to?)

1. In certain circumstances, Singapore law imposes a positive duty on a person to make a report to the relevant regulators and/or law enforcement authorities. Further details on the circumstances in which such positive obligations arise are set out below.
2. Pursuant to section 39 of the Corruption, Drug Trafficking and Other Serious Crimes (Confiscation of Benefits) Act (Cap. 65A), a person is required to file a suspicious transaction report where he knows or has reasonable grounds to suspect that any property:
 - a. whole or in part, directly or indirectly, represents the proceeds of;
 - b. was used in connection with; or
 - c. is intended to be used in connection with,
any act which may constitute drug dealing or criminal conduct, as the case may be, and the information or matter on which the knowledge or suspicion is based came to his attention in the course of his trade, profession, business or employment.
3. Pursuant to section 8 of the Terrorism (Suppression of Financing) Act (Cap. 325), a person is similarly required to file a suspicious transaction report if he has:
 - a. possession, custody or control of any property belonging to any terrorist or terrorist entity;
or
 - b. information about any transaction or proposed transaction in respect of any property belonging to any terrorist or terrorist entity.
4. Pursuant to regulations promulgated under the Monetary Authority of Singapore Act (Cap. 186), financial institutions are required to screen their clients against United Nations sanctions lists before engaging in any business or commercial activity with them. Under these regulations, there are positive duties to provide information to the relevant authorities in certain circumstances including in relation to, amongst other things, transactions in respect of funds owned or controlled by designated individuals and entities. Further information may be found at <https://www.mas.gov.sg/regulation/anti-money-laundering/targeted-financial-sanctions/lists-of-designated-individuals-and-entities>.
5. Pursuant to Notice 641 issued by the Monetary Authority of Singapore ("MAS"), banks in Singapore are also required to lodge with the MAS a report upon discovery of any suspicious activities and incidents of fraud where such activities or incidents are material to the safety, soundness or reputation of the bank.

H. United States of America

1. Further requirements

In addition to the Policy, please note the following:

a) Part 2 (Steps to reporting wrongdoing concerns), Section 2.1 (Who can report wrongdoing concerns?)

Who can report?

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 customer/client 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.

b) Section 2.4 (How and who can I report to?)

B. Other Eligible Recipients

Other internal individuals who you may report to include:

- the Executive Leadership Team, including the CEO, CFO, and/or chief compliance officer;
- internal and/or external auditors;
- the Human Resources department;
- the audit committee of the Board of Directors;
- the legal department, including General Counsel;
- the compliance department/function; or
- for tax matters, employees working within the Tax Group.

While we encourage you to report to your supervisor, to the extent the conduct implicates them, you may make your report to any of the above individuals or groups, either in the first instance or in addition to other reporting.

Note that while you are encouraged to 'speak up' about concerns regarding wrongdoing as outlined in these sections of the Policy, your potential protection as whistle-blower in the US will be subject to US law which differs from Australian law in various respects.

Additionally, you are entitled to escalate your report to the United States Securities and Exchange Commission (SEC) and/or the United States Commodity Futures Trading Commission (CFTC). If you make a good faith whistleblower report to the SEC or CFTC relating to securities or commodities violations, under Dodd-Frank you are protected from retaliation for the report, including any adverse employment action. To the extent that you are under an obligation of confidentiality, that obligation does not extend to reporting to the SEC or CFTC.

I. Vietnam

1. Further requirements

In addition to the Policy, please note the following if you are reporting from Vietnam or your concern or report relates to anyone or conduct connected to the NAB Group's business in Vietnam.

a) Part 1 (Purpose and Principles), Section 1.2 (Outside Australia?) and Part 3 (Protection and support provided by the Group)

There are no specific whistleblowing laws in Vietnam or protections for internal whistleblowing.

b) Part 2 (Steps to reporting wrongdoing concerns), Section 2.4 (How and who can I report to?)

There are no specific whistleblowing laws in Vietnam or protections provided to whistleblowers under Vietnamese law and therefore the sentence *"In order to qualify for protection under Australian law, reports can be made via the following methods:"* is not relevant to Vietnam.

The specific references to *"(ASIC, APRA, and for tax matters, the ATO)"* are not applicable in Vietnam. The relevant regulator in Vietnam will vary, depending on the nature of the wrongdoing and it is not possible to provide an exhaustive list.

c) Part 3 (Protection and support provided by the Group), Section 3.5 (What protections are available under Australian law?)

There are no specific whistleblowing laws in Vietnam or protections for internal whistleblowing.

d) Part 3 (Protection and support provided by the Group), Section 3.6 (How can you lose protection or confidentiality under Australian law?)

There are no specific whistleblowing laws in Vietnam or protections for internal whistleblowing.

e) Part 5 (If you are an Eligible Recipient, what should you do?), Section 5.1 (What are your obligations?)

There are no specific whistleblowing laws in Vietnam and generally therefore no potential civil or criminal liabilities if an Eligible Recipient does not handle a report appropriately and therefore, the sentence *"There are potential civil and criminal liabilities under Australian law if you do not handle the report appropriately"* is not applicable in Vietnam.

J. Canada

1. Further requirements

In addition to the Policy, if you are reporting from Canada or your concern or report relates to anyone or conduct connected to the NAB Group's business in Canada, please note:

a) Part 2 (Steps to reporting wrongdoing concerns), Section 2.4 (How and who can I report to?)

You may report your wrongdoing concerns to relevant Canadian regulators and law enforcement authorities.

K. France

1. Further requirements

In addition to the Policy, please note the following if you are reporting from France or your concern or report relates to anyone or conduct connected to the NAB Group's business in France.

The Policy should be read subject to the following provisions which add to or replace, as relevant, the provisions of the Policy.

a) Part 2 (Steps to reporting wrongdoing concerns), Sections 2.1 (Who can report wrongdoing concerns?) and 2.2 (What 'wrongdoing' can be reported under this Policy?)

Note that while you are encouraged to 'speak up' about concerns regarding wrongdoing as outlined in these sections of the Policy, your potential protection as a whistleblower in France will be subject to French law which differs from Australian law in various respects (and may be somewhat narrower than what is set out in the Policy).

Moreover, as a credit institution providing investment services, [Newco] encourages you particularly to 'speak up' about concerns regarding any suspicion of violation of European Union ("EU") and French banking and financial laws and regulations you may have.

b) Part 2 (Steps to reporting wrongdoing concerns), Section 2.4 (How and who can I report to?)

It is important that you do not publish your concerns outside of our organisation without, at the very least, having allowed us to address them internally.

Most importantly, you need to follow the following steps in order to benefit from full protection available to whistleblowers under French law.

As a first step and as detailed at section 2.4 of this Policy, if you have a concern about malpractice, you must raise this internally first, or report this to the Whistleblower Program via the KPMG FairCall reporting service.

Please be aware that it may not be possible to share immediately your disclosure abroad – even within the NAB Group – in order that neither you nor anybody in the Group may be accused of violation of Law No. 68-678 of 26 July 1968 on the communication of documents and information of an economic, commercial, industrial, financial or technical nature to foreign natural or legal persons, also known as the "French Blocking Statute".

Ideally, you may provide the elements likely to support the facts on which your disclosure is based to the recipient of the disclosure, as well as where appropriate, a means to exchange with the recipient of the disclosure, including on an anonymous basis.

As a second step, you may notify judicial or administrative authorities, or relevant professional bodies, if the person receiving the disclosure does not take action after a reasonable period.

If you do not feel able to contact a relevant person internally initially, or you wish to talk through your concerns with another party, and/or if you have doubts regarding the relevant private or public body, you might want to contact the "Défenseur des droits", a public organization notably in charge to provide guidance and protection to whistle-blowers (see their relevant webpage at <https://www.defenseurdesdroits.fr/node/2143>). You may also take legal advice regarding how to raise your concerns as a whistle-blower.

[If you are willing to report suspicions of violation of EU and/or French banking and financial laws and regulations directly to the relevant regulators (the "Autorité de contrôle prudentiel et de résolution" or "ACPR" regarding [Newco]'s activities as a credit institution and the "Autorité des marchés financiers" regarding [Newco]'s activities as an investment services provider), they may be contacted through the following channels:

- ACPR (see also <https://acpr.banque-france.fr/controler/signaler-lacpr-un-manquement-ou-une-infraction>):
 - Letter: Secrétariat général de l’Autorité de contrôle prudentiel et de résolution, SAIDP – Signalements, 75436 PARIS CEDEX 09 (indicate « CONFIDENTIAL » on the envelope)
 - E-mail: 2780-SIGNALEMENTS-UT@acpr.banque-france.fr
- AMF (see also <https://www.amf-france.org/fr/formulaires-et-declarations/lanceur-dalerte>):
 - Letter: AMF Direction des affaires juridiques – 17 place de la Bourse – 75082 Paris Cedex 02 » (indicate « CONFIDENTIAL » on the envelope)
 - E-mail: lanceurdalerte@amf-france.org
 - Phone: +33 1 53 45 64 44]

As a third step, you are allowed to make your disclosure public, if none of the bodies contacted has dealt with the disclosure **after three months**.

However, **in cases of serious and present danger or risk of irreversible harm**, the disclosure may be submitted directly to the judicial or administrative authorities, or to professional bodies. It may **also** be made public.

- c) Part 2 (Steps to reporting wrongdoing concerns), Section 2.6 (Confidentiality – will my identity be revealed?) and Part 3 (Protection and support provided by the Group), Section 3.5(a) Protection of your identity and information that you have provided), Section 4.3 (Consent to use information for investigation)**

Under French law, your identity may not be revealed without your consent, except to the judicial authority.

- d) Part 3 (Protection and support provided by the Group), Section 3.5 (What protections are available under Australian law)**

Under French law, you will not be penalised by us for raising a genuine concern. In essence, (i) you may not be held criminally liable for violating securities provided by French law and (ii) you may not be dismissed, punished or discriminated in any way.

- e) Part 3 (Protection and support provided by the Group), Section 3.6 (How can you lose protection or confidentiality under Australian law?)**

As noted above, your potential protection as a whistleblower in France will be subject to French law which differ from Australian law in various respects.

You may notably lose protection if you make your disclosure without being selfless, in bad faith, or without personal knowledge. You may also lose protection if you do not follow the three steps described in paragraph b) above.

- f) Part 7 (Other considerations), Related Documents**

The list of related policies in this section should be read to include any French specific policies (or French specific amendments to the relevant Group policies) on the relevant topics as may be notified to or made available to you from time to time.

- g) Status of this policy**

This policy is not part of any contract of employment and does not create contractual rights or obligations. It may be amended by us at any time.

Appendix B - 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 C - 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 B) 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 \(INFO 239\)](#)