

# **NATIONAL AUSTRALIA BANK LIMITED**

## **Group Whistleblower Protection Policy**

### **Policy Governance Schedule**

<b>Policy Approval Date</b>	April 2025
<b>Next Scheduled Review Due</b>	April 2026
<b>Policy Owner</b>	Executive, Internal Audit
<b>Division</b>	Finance
<b>Approval Authority</b>	Board Audit Committee
<b>FAR Accountable Person</b>	Executive, Internal Audit
<b>Delegations (Optional)</b>	The Board Audit Committee delegates approval of administrative changes to the Policy Owner

# POLICY SUMMARY

## Our 'Speak up' culture




As part of the National Australia Bank Group's (**Group**) commitment to a 'speak up' culture, we have established the Whistleblower Program (**Program**), including this Whistleblower Protection Policy (**Policy**), as a means for providing a safe and confidential channel for raising concerns about wrongdoing, including alleged misconduct or illegal activity. See section 1.2 for information on the independent operation of the Program.

## 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. See section 2.1.2 for examples of wrongdoing that can be reported to the Program.

## 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	<a href="mailto:faircallnab@kpmg.com.au">faircallnab@kpmg.com.au</a>	<a href="https://www.faircalldisclosure.kpmg.com.au/nab">https://www.faircalldisclosure.kpmg.com.au/nab</a>
New Zealand	0800 746 304	<a href="mailto:faircall@kpmg.com.au">faircall@kpmg.com.au</a>	
India	1800 3010 6225	<a href="mailto:faircall@ethicshelpline.co.in">faircall@ethicshelpline.co.in</a>	
Vietnam	+84 2444 583 396	<a href="mailto:faircallnab@kpmg.com.au">faircallnab@kpmg.com.au</a>	
See section 2.1.4 for information on how to make a report and 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 okay - we know it can be stressful to speak up.
- Your identity will be kept strictly confidential and will only be shared if you consent (or if the disclosure is to an authorised recipient under law i.e. ASIC or APRA) - 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.

See section 2.2 for information about the support and protection available to reporters.

## 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 updated throughout the investigation. See section 2.3 for information on how investigations are conducted under the Program.

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# 1. OVERVIEW

## 1.1 Purpose and Scope

- 1.1.1 The Group is committed to maintaining the highest standards of corporate governance through ethical behaviour and compliance. To create great outcomes for customers, we need to ensure that our colleagues feel safe to speak up when they see things don't seem quite right.
- 1.1.2 This Policy addresses the statutory regime for whistleblower protection under the Corporations Act 2009 (Cth) (Corporations Act), and the Taxation Administration Act 1953 (Cth) (TAA) and associated regulations, as well as applicable foreign laws. It is designed to support the Group's purpose and strategy and ensure the Group meets its legislative and regulatory requirements. You should read this Policy in conjunction with the Group's Code of Conduct.
- The Policy sets out:
- How to make a wrongdoing report;
  - The support and protection available to reporters who make a wrongdoing report to the Program; and
  - How the Group investigates wrongdoing reports.
- 1.1.3 This Policy applies to the National Australia Bank Limited (NAB) and its controlled entities, including all subsidiaries, international branches and representative offices.
- 1.1.4 This policy is applied in accordance with the laws of the relevant jurisdictions where we operate. For those parts of the Group that are subject to laws or regulatory requirements that conflict with this policy, the more stringent standard applies. For information on how the law might differ in other countries, refer to Appendix A.

## 1.2 Roles and Responsibilities

- 1.2.1 The Group has established the Program as an independent function, with:
1. The Board Audit Committee (**BAC**) holding overall responsibility for reviewing and approving the Policy, overseeing the Group's ongoing compliance with the Policy and approving the role and composition of the Group Whistleblower Committee (**GWC**).
  2. The GWC having responsibility for governance and oversight of the Policy and the Program.
  3. The GWC Chair having a direct reporting line to the BAC Chair. Where a wrongdoing report is assessed by the Program 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).
  4. The Program, within the Group's Internal Audit team, managing day-to-day operations with direct escalation and reporting lines to BAC via the GWC.
  5. Participants in the Program, and investigators appointed by the Program, reporting only to others within the Program, including in relation to the investigation of any wrongdoing reported to the Program.

### **1.3 Staff, Program and specialist training and awareness**

- 1.3.1 This Policy is made available to colleagues on the Group Whistleblower Program intranet site. For volunteers, suppliers or other individuals, this Policy is also publicly available via the Group website.
- 1.3.2 Education on the Policy and Program is provided to all new colleagues as part of their induction training and in ongoing mandatory annual training for all colleagues (i.e. web-based annual Code of Conduct and Risk Awareness training modules).
- 1.3.3 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.
- 1.3.4 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.

### **1.4 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](#)
- AML /CTF Program: [Part A](#) and [Part B](#)
- [Compliance Obligations Management Policy](#)
- [Group Conflicts of Interest Policy](#)
- [Group Fit & Proper Policy](#)
- [Group Human Rights Policy](#)
- [Group Inclusion & Diversity Policy](#)
- [Operational Risk Management Policy](#)
- [Group Information Risk Policy](#)
- [Group Securities Trading Policy](#)
- [Group Whistleblower Program Committee Charter](#)

## 2. POLICY REQUIREMENTS

### 2.1 How to report wrongdoing concerns

#### 2.1.1 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.

#### 2.1.2 What wrongdoing can be reported under this Policy?

Appendix B sets out the specific types of wrongdoing reports that qualify for protection under Australian law and that can be reported under this Policy.

You do not need to have proof that wrongdoing has occurred. You do need a suspicion based on reasonable grounds 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.

### 2.1.3 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 may not be covered under this Policy and which may not qualify for protection under the law include:

- **Personal work-related grievances:**<sup>1</sup> the Group has dedicated processes in place to handle interpersonal conflict between you and another colleague (for example, concerns that you are being bullied or harassed) or grievances relating to your employment (i.e. relating to a transfer, promotion or disciplinary action)<sup>2</sup>. Concerns of this nature should be reported to your People Leader or Colleague Connect:

Australia [Colleague Connect Portal](#)

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](mailto:feedback@nab.com.au) or telephone 1800 152 05.

### 2.1.4 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.

You can find out more information about the reporting process by contacting the Program.

To make a report under the Policy you must make it to an Eligible Recipient.

#### **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 during and outside business hours:

Country	Phone 	Email 	Web 
Australia	1800 874 979	<a href="mailto:faircallnab@kpmg.com.au">faircallnab@kpmg.com.au</a>	<a href="https://www.faircalldisclosure.kpmg.com.au/nab">https://www.faircalldisclosure.kpmg.com.au/nab</a>
New Zealand	0800 746 304	<a href="mailto:faircall@kpmg.com.au">faircall@kpmg.com.au</a>	
United Kingdom	0808 2343 976	<a href="mailto:faircallnab@kpmg.com.au">faircallnab@kpmg.com.au</a>	
Japan	0053 1610 120		
Singapore	800 6167 104		
United States of America	1844 4799 474		
Vietnam	+84 2444 583 396		
France	0800 919 967		

<sup>1</sup> Refer to Appendix B for limited situations where a personal workplace grievance can be reported under this Policy.

<sup>2</sup> You may be entitled to address these, and access other protections, under other legislation (i.e. *Fair Work Act 2009*).

India	1800 3010 6225	<a href="mailto:faircall@ethicshelpline.co.in">faircall@ethicshelpline.co.in</a> or <a href="mailto:Neeraj.goyal@nab.com.au">Neeraj.goyal@nab.com.au</a>	
Peoples Republic of China	N/A	<a href="mailto:faircall@ethics-hotline.com">faircall@ethics-hotline.com</a>	N/A
<b>Post</b> 	<b>Fax</b> 	<b>Direct to NAB's Whistleblower Protection Officers</b>	
The FairCall Manager KPMG Forensic PO Box H67 Australia Square Sydney NSW 1213 ATTN: NAB Whistleblower Program		+61 2 9335 7446	Email: <a href="#">Confidential Alert Line</a> Phone: Head of Whistleblower Program +61 476 837 127

### ***B. Other Eligible Recipients***

Other individuals who are eligible to receive wrongdoing reports include:

- Board members and the Executive Leadership Team<sup>3</sup>;
- The company secretary;
- auditors, or a member of an audit team conducting an audit, of the Group entity;
- internal and external actuaries of the Group entity; or
- for tax matters, a registered tax agent or BAS agent, or any other employee or officer who has functions or duties that relate to the tax affairs of the Group.

Whilst you can qualify for protection by reporting matters to the above Eligible Recipients, such reports will be referred to the Program to assess and appropriately action the report, unless there are exceptional circumstances. As such, we prefer you to report matters directly to the Program via the KPMG FairCall Service, or directly to NAB's Whistleblower Protection Officers via the Confidential Alert Line. 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 purposes of 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;
- for tax matters:

<sup>3</sup> Or other officers or senior managers of a Group entity



- the Commissioner of Taxation (**ATO**) where you consider the information may assist the Commissioner to perform their functions under a taxation law;
  - the Tax Practitioners Board (**TPB**) or the ATO, where you consider the information may assist the TPB to perform its functions or duties under *Tax Agent Services Act 2009*;
  - the Inspector-General of Taxation (**IGT**);
  - prescribed entities of which you are a member, for obtaining assistance in relation to your report; and
  - a medical practitioner or psychologist for obtaining medical or psychiatric care, treatment or counselling; 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' and you may wish to seek independent legal advice before doing so.

#### 2.1.5 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 of you via KPMG FairCall); or
3. You can remain completely anonymous to KPMG FairCall and the Program. We encourage you to open an anonymous secure mailbox with KPMG FairCall to enable us to communicate with you anonymously to provide 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.

#### 2.1.6 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, other than in very limited circumstances permitted by law.

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 investigating a relevant matter) we will take all reasonable steps to reduce the risk that you will be identified as a result (unless you have consented to the disclosure of your identity).

#### 2.1.7 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 handling and/or investigating the disclosure;
- where the reporter's identity is provided, only a restricted number of people who are directly involved in handling and/or 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/or 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 handling and/or investigating 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 are handled and investigated by persons who are suitably trained, experienced and/or qualified.

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/or in confidence.

## 2.2 Protection and Support provided to whistleblowers

### 2.2.1 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, where undertaken by a person due to their belief or suspicion that you have made, may have made, propose to make or could make a protected disclosure:

- dismissal, suspension, demotion or involuntary transfer
- heavy scrutiny of your 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 a colleague that adversely affect 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 or conduct in line with our usual performance and conduct management frameworks. This means NAB will at all times be able to raise and address your performance and other matters that arise in the ordinary course of your employment or engagement.

Any person who carries out or threatens reprisals in connection with the actual, suspected or potential making of a wrongdoing disclosure will be subject to disciplinary action (including potential termination of employment) and 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 in connection with the of raising a concern under this Policy, or that someone is taking steps to identify you as a whistleblower, contact the Program directly.

### 2.2.2 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.

#### 2.2.3 How will the Program support you?

If you have made a report of wrongdoing and 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 and support you through any detriment/reprisal you may have suffered in connection with a wrongdoing report under this Policy;
- engage an independent contact person from Employee Relations to assist in fostering 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 colleagues 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 other people who are involved in an investigation of a wrongdoing report.

#### 2.2.4 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 or manage the behaviour of other individuals who are not employed within the Group; or
- take action in other situations where it may be practically impossible for the Program to provide protection from reprisal.

#### 2.2.5 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 or the TAA, 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 laws, 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 or the TAA, as applicable. For information on how the law might differ in other countries, refer to Appendix A and section 1.1.4 above.

#### **(a) Protection of your identity and information that you have provided**

Under Australian law, 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, ACNC, the TPB, IGT 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 report and:
  - the information does not include your identity; and
  - all reasonable steps have been taken to reduce the risk of you being identified as a result of disclosing the information.

We may face difficulties investigating or addressing or correcting the misconduct unless you provide some approval for us to use your identifying information. Further details on our investigation procedure are set out in section 2.3.

#### **(b) Protection against legal action**

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

- criminal liability (and the disclosure cannot be used against you in a prosecution, unless the disclosure is false);
- civil liability (such as for breach of an employment contract, duty of confidentiality, or other contractual obligation); or
- administrative liability (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 2.2.1 above.

#### **(d) Compensation and other remedies**

You may be able to seek compensation through a court if you suffer or are threatened with disclosure-related reprisals as described in this Policy. Depending on the circumstances, remedies you may be able to pursue include compensation, reinstatement of employment, an apology, a court injunction to prevent or stop detrimental conduct, damages or any other order the court thinks appropriate.

#### **2.2.6 How can you lose protection or confidentiality under Australian law?**

You could lose, or not be entitled to, protections as a whistleblower under Australian law:

- in respect of your own wrongdoing revealed as a part of the report you make. However, making a report may be taken into account as a mitigating factor in considering any disciplinary or other action;
- if you do not have reasonable grounds to suspect that the information in your wrongdoing report is true;
- if 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.
- If 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).

### **2.3 Investigation of wrongdoing reports**

#### **2.3.1 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 suitable experience, background, capability and independence to investigate your report.

Investigators appointed by the Program must only report to the Program, the WBC or BAC, overriding normal reporting lines.

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).

### 2.3.2 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.

### 2.3.3 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 without your consent, we may need to disclose information contained in your report to other persons within the Program, the Group Whistleblower Committee (**GWC**), the Board Audit Committee (**BAC**) and the person who is the subject of your report.

Where this occurs, we will ensure that your identity, or information that could reasonably 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 2.1.6. 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). However, please note this may impact our ability to effectively investigate the matter.

### 2.3.4 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 (and 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.



### 2.3.5 Can I lodge a complaint?

You can escalate the following concerns directly to the GWC:

- 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.

## 2.4 If you are an Eligible Recipient, what should you do?

### 2.4.1 What are your obligations?

If you are listed in section 2.1.4 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 who is 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.

## 2.5 What happens if you are the subject of a wrongdoing report?

### 2.5.1 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 and permissions under applicable whistleblowing laws and this Policy;
- where appropriate, you will be:
  - informed as to the substance of the allegations; and
  - given a reasonable opportunity to respond to the allegations, before any adverse findings of fact are made about 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 through the investigation to be incorrect or unsubstantiated, you are entitled to continue your role as if no allegation was made.

## 3. POLICY EXEMPTIONS

- 3.1.1 Exemptions are not permitted under this Policy.
- 3.1.2 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.
- 3.1.3 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.

## 4. POLICY EXCEPTIONS

- 4.1.1 Exceptions are not permitted under this Policy.

## 5. POLICY BREACHES

- 5.1.1 Breaches of this Policy (i.e. non-compliance that is not managed via the formal exemption or exception process) must be managed in accordance with the [Colleague Conduct Framework](#) (including the Misconduct Procedure or any superseding policy or framework) and recorded per the [Event Management Guidance Note](#) or regional equivalent.
- 5.1.2 All Policy breaches must be communicated immediately to divisional / regional Chief Risk Officer teams. Any material or systemic breach of this Policy must be communicated to the Policy Owner and appropriate remediation measures agreed and implemented.

## 6. POLICY CHANGES

- 6.1.1 Administrative changes to this Policy may be approved by the Policy Owner or the Policy Manager.
- 6.1.2 All other changes to this Policy must be submitted by Policy Owner/Manager and approved by the Approval Authority.

## 7. GLOSSARY

Term	Definition
ACNC	Australian Charities and Not-for-profits Commission
APRA	Australian Prudential Regulation Authority
ASIC	Australian Securities and Investments Commission
Employees	Permanent employees of NAB Limited and contingent (contract) staff, including employees of subsidiaries, international branches and representative offices.
Group	National Australia Bank Limited (NAB) and its controlled entities, including all subsidiaries, international branches and representative offices.
Must	An action is an absolute requirement and any deviation from this will require a formal policy exemption or exception.
Must not	An action is explicitly prohibited and any deviation from this will require a formal policy exemption or exception.

## 8. APPENDICES:

### 8.1 Appendix A: Jurisdictional Variations

#### A. United Kingdom

##### 1. Further requirements

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. Reference to UK law shall be a combined reference to the laws of (i) England and Wales; (ii) Scotland; and (iii) Northern Ireland.

**a) Section 2.1 (How to report wrongdoing concerns), Section 2.1.1 (Who can report wrongdoing concerns?) and Section 2.1.2 (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 and the acts that can be complained of which amount to whistleblowing 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) Section 2.1 (How to report wrongdoing concerns), Section 2.1.4 (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 0203 3117 2520. You may also take legal advice regarding how to raise your concerns as a whistle-blower.

Whilst we would like to address concerns internally under this procedure, should you feel that this is not possible in the circumstances, you can contact a 'prescribed person' such as the Financial Conduct Authority. A full list can be found on the UK Government's website.

**c) Section 2.1 (How to report wrongdoing concerns), Section 2.1.6 (Confidentiality – will my identity be revealed?) and Section 2.2 (Protection and support provided to whistleblowers), Section 2.2.5(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. Any information obtained and shared will be handled in accordance with our Privacy Notice and any relevant policy on data protection.

**d) Section 2.2 (Protection and support provided to whistleblowers), Section 2.2.6 (What protections are available under UK 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) Section 2.2 (Protection and support provided to whistleblowers), Section 2.2.6 (How can you lose protection or confidentiality under UK law?)**

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

**f) Section 1.4 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. India**

### **1. Further Requirements**

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

#### **a) Section 2.1 (How to report wrongdoing concerns), Section 2.1.1 (Who can report wrongdoing concerns?)**

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

#### **b) Section 2.1 (How to report wrongdoing concerns), Section 2.1.2 (What wrongdoing can be reported under this Policy)?**

Corruption, misuse of office, criminal offences, suspected / actual fraud and acts resulting in operational risk, loss of reputation, or which are otherwise detrimental to the public interest can also be reported under this Program.

#### **c) Section 2.1 (How to report wrongdoing concerns), Section 2.1.4 (How and who can I report to)?**

Alleged wrongdoings may be reported via email to

- Mr. Neeraj Goyal, Managing Director: [Neeraj.goyal@nab.com.au](mailto:Neeraj.goyal@nab.com.au).
- The Whistleblower Program, including via **KPMG FairCall** – an independently monitored external hotline and reporting service: [faircall@ethicsshelpline.co.in](mailto:faircall@ethicsshelpline.co.in) or by calling 1800 3010 6225.

#### **d) Section 2.1 (How to report wrongdoing concerns), Section 2.1.6 (Confidentiality - will my identity be revealed)?**

Your identity will not be disclosed except in cases where your report of wrongdoing turns out to be vexatious or frivolous, and it is decided that action should be taken against the complainant. We may decide to take disciplinary action against you (including termination of employment, in accordance with applicable law, NAB India rules, and any policies and procedures).

#### **e) Section 2.3 (Investigation of wrongdoing reports), Section 2.3.1 (What happens when the Program receives a report)?**

If the appointed internal or external investigator has a conflict of interest in any given case, then they will be recused, and the other members will deal with the matter on hand.

#### **f) Section 1.4 (Governance), Related Documents**

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

## C. Japan

### 1. Further requirements

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

#### 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 recognise that corporate ethics (including compliance) should be prioritised 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) Section 1.1 (Purpose and Principles), Section 2.3 (How does the Group manage wrongdoing reports?)

An Eligible Recipient as defined in section 2.1.4, or a person supervising the Eligible Recipients, or an investigator, will not participate in the investigation of any whistleblowing report or concern in which they are involved.

#### c) Section 2.1 (How to report wrongdoing concerns), Section 2.1.1 (Who can report wrongdoing concerns?)

Under the Whistleblower Protection Act of Japan (**WPAJ**), current or former "dispatched workers" (which includes temporary employees) are also allowed to report a wrongdoing.

The WPAJ also provides protection to current or former employees and officers of contractors or subcontractors in the following situations:

- If a current or former employee is currently engaged with services under a service contract or other agreement or has been engaging with such services within a year prior to the date of the report (Article 2, Paragraph 1, Item 3 of the WPAJ).
- If an officer is currently engaging with services under a service contract or other agreement (Article 2, Paragraph 1, Item 4, of the WPAJ).

[Furthermore, individual contractors and subcontractors (including **Specified Entrusted Business Operators** defined in Article 2, Paragraph 1 of the Act on Ensuring Proper Transactions Involving Specified Entrusted Business Operators (**Freelancers Proper Transactions Act**)) are allowed to report wrongdoings such as harassment issues.]

For the avoidance of doubt, in Japan, the reference in section 2.1 to an "officer" includes statutory directors, statutory auditors, the statutory accounting auditor and other individuals who are engaged in business operations of NAB and protected by the WPAJ (Article 2, Paragraph 1 of the WPAJ).

#### d) Section 2.1 (Steps to reporting wrongdoing concerns), Section 2.1.2 (What wrongdoing can be reported under this Policy?)

For the avoidance of doubt, wrongdoing that can be reported under this Policy includes, but is not limited to, 'reportable facts' (as defined in Article 2, Paragraph 3 of the WPAJ).

**e) Section 2.1 (How to report wrongdoing concerns), Section 2.1.6 (Will my identity be revealed?)**

Your personal information will be protected under the Act on the Protection of Personal Information of Japan and the WPAJ. 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.

**f) Section 2.2 (Protection and support provided by the Group), Section 2.2.6 (What protections are available under Japanese law?)**

Whistleblowers will be protected under the WPAJ as indicated in the table set out below:

Categories		Contents of Protection
Current (excluding workers)	employees dispatched	<ul style="list-style-type: none"> <li>• Nullification and invalidity of unilateral termination (Article 3 of the WPAJ)</li> <li>• Prohibition on unfavourable treatment (Article 5, Paragraph 1 of the WPAJ)</li> <li>• Limitation on the ambit of liabilities (Article 7 of the WPAJ)</li> </ul>
Current workers	dispatched	<ul style="list-style-type: none"> <li>• Nullification and invalidity of unilateral termination of workers dispatch agreement (Article 4 of the WPAJ)</li> <li>• Prohibition on unfavourable treatment (Article 5, Paragraph 2 of the WPAJ)</li> <li>• Limitation on the ambit of liabilities (Article 7 of the WPAJ)</li> </ul>
Former (including workers)	employees dispatched	<ul style="list-style-type: none"> <li>• Prohibition of unfavourable treatment (Article 5, Paragraph 1 of the WPAJ)</li> <li>• Limitation on the ambit of liabilities (Article 7 of the WPAJ)</li> </ul>
Current or former officers		<ul style="list-style-type: none"> <li>• Prohibition on reduction of remuneration or other unfavourable treatments (Article 5, Paragraph 3 of the WPAJ)</li> <li>• Claim for damages caused by unilateral termination (Article 6 of the WPAJ)</li> <li>• Limitation on the ambit of liabilities (Article 7 of the WPAJ)</li> </ul>
Current or former employees and officers of contractors/subcontractors		<ul style="list-style-type: none"> <li>• Limitation on the ambit of liabilities (Article 7 of the WPAJ)</li> </ul>
[Specified Business Operators]	Entrusted	<ul style="list-style-type: none"> <li>• [Prohibition on termination of the contract or other unfavourable treatments because they report harassment issues or cooperate in investigations to describe the facts regarding harassment issues (Article 14, Paragraph 2 of the Freelancers Proper Transactions Act)]</li> </ul>

**g) Section 2.2 (Protection and support provided to whistleblowers), Section 2.2.6 (How can you lose protection or confidentiality under Japanese 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.

**h) Section 2.5 (What happens if you are the subject of a wrongdoing report?) and Section 2.2 (Protection and support provided to whistleblowers), Section 2.2.6 (How can you lose protection or confidentiality under Japanese law?)**

Disciplinary measures will 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.

**i) Section 2.5 (What happens if you are the subject of a wrongdoing report?), Section 2.5.1 (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 WPAJ):

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

**2. Key regional whistleblower law**

With respect to Section 1.4 (Governance), Section 3 (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 WPAJ will apply.



## **D. New Zealand**

### **1. Further requirements**

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

#### **Section 2.1 (How to report wrongdoing concerns)**

##### **a) Sections 2.1.1 (Who can report wrongdoing concerns?) and 2.1.2 (What wrongdoing can be reported under this Policy?)**

Under New Zealand law, employees, secondees, contractors, management of an organisation (such as board members), and volunteers (or an individual who formerly held one of these positions) may all report serious wrongdoing.

Serious wrongdoing includes: an offence; a serious risk to public health, public safety, the health or safety of any individual, or the environment; a serious risk to the maintenance of the law, including the prevention, investigation, and detection of offences, or the right to a fair trial; or an unlawful, a corrupt, or an irregular use of public funds or public resources.

##### **b) Section 2.1.4 (How and who can I report to?)**

You may report the serious wrongdoing:

- to NAB or BNZ in accordance with any internal procedures (i.e. this Policy, see the procedures set out above in section 2.1.4); or
- the Banking Ombudsman; or
- to an appropriate authority, which includes the head of any public sector organisation; any officer of Parliament (including the Ombudsman but not Ministers or members of Parliament); and the membership body of a particular profession or trade that has the power to discipline its members. Examples of the relevant public sector agencies for certain categories of concerns are set out in the table below.

However, information related to intelligence and security must be reported to the Inspector-General of Intelligence and Security only and information related to international relations must be reported to the Ombudsman only.

<b>Nature of concerns</b>	<b>Appropriate authority</b>
Anticompetitive conduct	Commerce Commission
Banks (registered banks)	Reserve Bank of New Zealand
Bullying or harassment, including sexual harassment	WorkSafe New Zealand (where work-related) Human Rights Commission
Charities	Department of Internal Affairs, Solicitor-General
Child welfare and child protection	Oranga Tamariki—Ministry for Children, Ombudsman
Consumer protection	Commerce Commission

Crime	Commissioner of Police, Director of the Serious Fraud Office
Discrimination	Human Rights Commission
Education service	Ministry of Education, Education Review Office
Energy safety	WorkSafe New Zealand (where work-related)
Environment	Ministry for the Environment, Department of Conservation
Financial reporting (private sector—issuers and large companies)	Financial Markets Authority
Financial reporting (public sector)	Controller and Auditor-General
Financial service providers' conduct	Financial Markets Authority
Health	Ministry of Health, Health and Disability Commissioner
Health and safety (work-related)	Ministry of Business, Innovation, and Employment, WorkSafe New Zealand
Housing	Ministry of Housing and Urban Development, Ombudsman
Insurers (licensed insurers)	Reserve Bank of New Zealand
Intelligence and security or classified information	Inspector-General of Intelligence and Security only (see <a href="#">section 27</a> of the Protected Disclosures (Protection of Whistleblowers) Act 2022)
International relations	Ombudsman only (see <a href="#">section 28</a> of the Protected Disclosures (Protection of Whistleblowers) Act 2022)
Local Government	Ombudsman, Controller and Auditor-General, Department of Internal Affairs
Police	Commissioner of Police, Independent Police Conduct Authority
Privacy of individuals or security of personal information	Privacy Commissioner
Professional or trade conduct	Ministry of Business, Innovation, and Employment
Prosecutions	Solicitor-General
Public sector	Ombudsman, Controller and Auditor-General
Public service	Public Service Commission
Racism	Human Rights Commission
Sector regulation	Commerce Commission

Social support or benefits	Ombudsman
Sport and recreation	Integrity Sport and Recreation Commission
State services	Public Service Commission, The Treasury (for State-owned enterprises, Crown companies, and organisations named or described in <a href="#">Schedule 4</a> of the Public Finance Act 1989)
Transport and transport safety issues	Ministry of Transport
Whistleblowing and protected disclosures	Ombudsman

**c) Section 2.1.5 (Can I remain anonymous?)**

The ability to make anonymous protected reports is not clearly provided for in the New Zealand legislation, although the Ombudsman may provide information to organisations and individuals about the circumstances in which anonymous reports may be made. However, you are entitled to remain anonymous in reporting any wrongdoing to NAB's KPMG FairCall service.

**d) Section 2.1.6 (Confidentiality - will my identity be revealed?)**

The person you report to must use their best efforts to keep information that might identify your identity confidential. However, they may disclose such information with your consent, or if there are reasonable grounds to believe the release of such information is essential:

- for the effective investigation of the report;
- to prevent serious risk to public health, public safety, the health or safety of any individual, or the environment;
- to comply with the principles of natural justice; or
- to an investigation by a law enforcement or regulatory agency.

The person *must consult with you* if they intend to release the information for the first two grounds above; and *must consult with you if practicable* if they intend to release the information for the last two grounds above.

You may make a complaint to the Privacy Commissioner if you feel the person you report to has released the information for an improper purpose.

**Part 3 (Protection and support provided to whistleblowers)**

**e) Section 2.2.5 (What protections are available under New Zealand law)**

You will receive the following protections if you report serious wrongdoing:

- your identity will be kept confidential (as set out above at section 2.1.6);
- NAB or BNZ may not dismiss you, cause you to retire or resign, or treat you less favourably because of your report;
- You, your friends and your family may not be treated less favourably because of your report; and

- you will have immunity for the report in court or disciplinary proceedings. There are limitations to this immunity if you are a party to the wrongdoing.

If NAB or BNZ, as a receiver of a protected disclosure decides that no action is required in response to a disclosure, NAB or BNZ will inform the discloser (with reasons for deciding that no action is required).

**f) Section 2.2.6 (How can you lose protection or confidentiality under New Zealand law?)**

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

- you do not have reasonable grounds to believe that serious wrongdoing has occurred;
- you have not reported the wrongdoing in accordance with the process noted above at section 2.1.4 (however, note the exception below);
  - you reported the wrongdoing in bad faith; or
  - you have reported information that is protected by legal professional privilege.

You will not lose your protection if:

- you are mistaken and there is no serious wrongdoing;
- you do not refer to the legislation which provides protection when making the report;
- you only technically fail to report the wrongdoing in accordance with section 2.4 and have substantially complied with the required process; or
- you also discuss the report with another person, as long as you do so on a confidential basis and for the purposes of seeking advice about whether or how to make a disclosure in accordance with the legislation.

[Guide to making a protected disclosure - July 1 2022.pdf \(ombudsman.parliament.nz\)](#)

## **E. People's Republic of China**

### **1. Further requirements**

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 based in, or conduct connected to, the Group's business in the PRC, the Policy should be read subject to the following provisions which add to or replace, as relevant, the provisions of the Policy.

#### **a) Section 2.1 (How to report wrongdoing concerns), Section 2.1.4 (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 National Financial Regulatory Administration 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;
- for personal information matters, the Cyberspace Administration of China;
- for production safety matters, the Ministry of Emergency Management; and
- 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, PRC law has not yet expressly provided for any legal liabilities that would arise from such failure.

#### **b) Section 2.1 (How to report wrongdoing concerns), Section 2.1.6 (Confidentiality - will my identity be revealed?)**

Your personal information and any other personal information involved in your wrongdoing report shall be protected under the Personal Information Protection Law of the PRC. Personal information will not be disclosed without your consent, or the individual to whom the personal information relates, except in the following circumstances:

- where it is necessary for the conclusion or performance of a contract to which the individual concerned is a party, or for the implementation of human resources management in accordance with the labour rules and regulations formulated in accordance with PRC law and the collective contract concluded in accordance with PRC law;

- where it is necessary for the performance of statutory duties or statutory obligations;
- where it is necessary in order to respond to a public health emergency or protect the life, health and property of an individual in an emergency;
- where disclosure of the personal information has occurred in the course of acts such as news reporting;
- where acts such as news reporting and supervision by public opinion are carried out for the public interest, and the processing of personal information is within a reasonable scope;
- where it is necessary to process the personal information disclosed by the individual concerned or other personal information that has been legally disclosed within a reasonable scope in accordance with the Personal Information Protection Law of the PRC; and
- other circumstances prescribed by PRC laws and administrative regulations.

**c) Section 1.1 (Purpose and Principles), Section 1.1.4 (Outside Australia?) and Section 2.2 (Protection and support provided to whistleblowers)**

**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 section 2.2 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 may constitute a crime of defamation under the PRC Criminal Law, or if you have the intention of having another person investigated for criminal responsibilities, your act may constitute a crime of false accusation under the PRC Criminal Law.

## **F. Singapore**

### **1. Further requirements**

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

#### **a) Section 2.1 (How to report wrongdoing concerns), Section 2.2 (Protection and support provided to whistleblowers)**

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

#### **b) Section 2.1 (How to report wrongdoing concerns), Section 2.1.4 (How and who can I report to?)**

1. In certain circumstances, Singapore law imposes a positive duty on a person or entity (as the case may be) to make a report directly to the relevant regulators and/or law enforcement authorities. Further details on the common circumstances in which such positive obligations arise are set out below.
2. Pursuant to section 45 of the Corruption, Drug Trafficking and Other Serious Crimes (Confiscation of Benefits) Act 1992 (**CDSA**), a person is required to file a suspicious transaction report where they know or have reasonable grounds to suspect that any property:
  - a. in 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 or her attention in the course of his or her trade, profession, business or employment.
3. Pursuant to section 8 of the Terrorism (Suppression of Financing) Act 2002 (**TSOFA**), a person is similarly required to file a suspicious transaction report if they have:
  - 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 Financial Services and Markets Regulations issued pursuant to section 192, read with sections 15(1)(b) and 219(d) of the Financial Services and Markets Act 2000 (**FSMA**), 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.
6. Pursuant to Notice SFA 04-N11 issued by the MAS, exempt financial institutions are required to submit the following to MAS:
  - Misconduct Report (at Appendix 1) where misconduct has been committed by its representative relating to, amongst other things, acts involving fraud, dishonesty or other offences of a similar nature, failure to satisfy guidelines on fit and proper criteria, non-compliance with regulatory requirements and serious breaches of the exempt financial institution's internal policy or code of conduct. The Misconduct Report is to be submitted no later than 14 days after the discovery of the misconduct by the exempt financial institution.
  - Update Report (at Appendix 2) on any significant developments where the investigation against the representative of the exempt financial institution has not concluded and/or disciplinary action has not been taken. The Update Report (if any) is to be submitted after the Misconduct Report.
7. Under section 424 of the Criminal Procedure Code 2010, there is also a general duty to give information in respect of certain limited criminal offences under the Penal Code 1871. This includes but is not limited to offences by or relating to public servants pertaining to the receipt of gratification and offences relating to the forging or counterfeiting of currency or bank notes.

**c) Section 2.1.6 (Confidentiality – will my identity be revealed?), Section 2.2 (Protection and support provided to whistleblowers)**

1. Under Singaporean law, there is no single overarching legislation which mandates or prescribes specific statutory protections for corporate whistleblowers, except under the Workplace Safety and Health Act 2006 (**WSHA**) which pertains generally to the safety, health and welfare of persons at work in workplaces. Under the WSHA, no retaliation (in the form of dismissal or threat of dismissal) shall be made against an employee who has made a report in relation to a safety and health matter or proposes to do so.
2. Other legislation which provides for limited whistleblowing protection includes the CDSA, the TSOFA and the Prevention of Corruption Act 1960 (**PCA**). Under the CDSA, TSOFA and PCA, the identities of informers (particularly in the context of the mandatory reporting obligations detailed above) are generally protected.



## **G. United States of America**

### **1. Further requirements**

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

#### **a) Section 2.1 (How to report wrongdoing concerns), Section 2.1.1 (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.

#### **d) Section 2.1.4 (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 BAC;
- 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, nothing in this Policy is intended or should be construed to interfere with your rights under applicable law or shall prohibit or restrict you from:

- filing a charge, testifying, assisting, or participating in any manner in an investigation, hearing or proceeding; responding to any inquiry; or otherwise communicating with, any criminal or civil law enforcement agency or administrative or regulatory agency or authority, including, but not limited to, the Securities and Exchange Commission, the Financial Industry Regulatory Authority, the Commodity Futures Trading Commission, the Consumer Financial Protection Bureau, the U.S. Department of Justice, the U.S. Congress, any agency Inspector General, the Equal Employment Opportunity Commission, the National Labor Relations Board, the Occupational Safety and Health Administration, the New York State Division of Human Rights, the New York City Commission on Human Rights, or any other state or local human rights agencies, or require notification or prior approval by NAB of such a report;
- collecting a government program bounty from any such entity to which you may be entitled;
- speaking with an attorney retained by you or requesting or receiving confidential legal advice; or
- reporting any good faith allegation of (1) unlawful employment practices to any appropriate federal, State or local government agency enforcing discrimination laws, or (2) criminal conduct to any appropriate federal, state or local official.

Please note, pursuant to the Defend Trade Secrets Act of 2016, an individual may not be held criminally or civilly liable under any federal or state trade secret law for the disclosure of a trade secret that is made:

- (i) in confidence to a federal, state, or local government official, either directly or indirectly, or to an attorney; and (ii) solely for the purpose of reporting or investigating a suspected violation of law; or
- in a complaint or other document that is filed under seal in a lawsuit or other proceeding.

Further, an individual who files a lawsuit for retaliation by an employer for reporting a suspected violation of law may disclose the employer's trade secrets to the attorney and use the trade secret information in the court proceeding if the individual:

- files any document containing the trade secret under seal; and
- does not disclose the trade secret, except pursuant to court order.

## **H. Vietnam**

### **1. Further requirements**

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

**a) Section 1.1 (Purpose and Principles), Section 1.1.4 (Outside Australia?) and Section 2.2 (Protection and support provided to whistleblowers)**

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

**b) Section 2.1 (How to report wrongdoing concerns), Section 2.1.2 (What wrongdoing can be reported under this Policy?)**

There are no specific whistleblowing laws in Vietnam or protections provided to whistleblowers under Vietnamese law and therefore the sentence "*Appendix B sets out the specific types of wrongdoing reports that qualify for protection under Australian law*" is not relevant to Vietnam.

**c) Section 2.1 (How to report wrongdoing concerns), Section 2.1.3 (What reports are not covered by this Policy?)**

There are no specific whistleblowing laws in Vietnam or protections for internal whistleblowing. Further, there are no specific disclosures that qualify for protection under Vietnamese law.

**d) Section 2.1 (How to report wrongdoing concerns), Section 2.1.4B (How and who can I report to? Other Eligible Recipients)**

There are no specific whistleblowing laws in Vietnam or protections provided to whistleblowers under Vietnamese law, and therefore Appendix C and the sentences referring to Appendix C are not relevant to Vietnam.

The references to *ASIC, APRA, other Commonwealth bodies prescribed by regulation, and for tax matters, the Commissioner of Taxation (the ATO), the TPB, the IGT, prescribed entities and a medical practitioner or psychologist* 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.

**e) Section 2.1 (How to report wrongdoing concerns), Section 2.1.5 (Can I remain anonymous?)**

There are no specific whistleblowing laws in Vietnam or protections provided to whistleblowers under Vietnamese law and therefore the sentence "*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*" is not relevant to Vietnam.

**f) Section 2.1 (How to report wrongdoing concerns), Section 2.1.6 (Confidentiality - will my identity be revealed?)**

Under Vietnamese law, your identity can only be disclosed by NAB without obtaining your prior consent where disclosure is required by law.

**g) Section 2.2 (Protection and support provided to whistleblowers), Section 2.2.5 (What protections are available under Vietnamese law?)**

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

**h) Section 2.2 (Protection and support provided to whistleblowers), Section 2.2.6 (How can you lose protection or confidentiality under Vietnamese law?)**

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

**i) Section 2.3 (Investigation of wrongdoing reports), Section 2.3.5 (Can I lodge a complaint?)**

There are no specific whistleblowing laws in Vietnam or protections provided to whistleblowers under Vietnamese law and the specific references to *ASIC or APRA* 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.

**j) Section 2.4 (If you are an Eligible Recipient, what should you do?), Section 2.4.1 (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. France**

### **1. Further requirements**

If you are reporting from France or your concern or report relates to anyone based in, or conduct connected to, the 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.

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

**a) Section 2.1 (How to report wrongdoing concerns), Section 2.1.1 (Who can report wrongdoing concerns?) and Section 2.1.2 (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).

As a credit institution providing investment services, National Australia Bank Europe S.A. 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) Section 2.1 (Steps to reporting wrongdoing concerns), Section 2.1.1 (Who can report wrongdoing concerns?)**

In addition to the individuals listed in section 2.1.1, reporting in France may also be made by, persons including but not limited to:

- job applicants;
- officers and shareholders of National Australia Bank Europe S.A.;
- members of the board of directors of the National Australia Bank Europe S.A.; and
- external and occasional collaborators, such as contractors and subcontractors of National Australia Bank Europe S.A.

**c) Section 2.1 (Steps to reporting wrongdoing concerns), Section 2.1.2 (What "wrongdoing" can be reported under this Policy?)**

Under French law, you may disclose any information relating to a "serious crime, a crime, a threat or harm to the general interest, a violation or an attempt to conceal a violation of an international commitment duly ratified or approved by France, of a unilateral act of an international organization taken on the basis of such a commitment, of the law of the European Union, or of the law or regulation".

Your disclosure may also concern facts that are "highly likely to occur" and not only facts that have actually occurred.

**d) Section 2.1 (How to report wrongdoing concerns), Section 2.1.4 (How and who can I report to?)**

Under French law, there is no longer a hierarchy between internal and external disclosure channels.

You can freely choose between the following internal and external disclosures and benefit from full protection available to whistleblowers.

First, as detailed at section 2.1.4 of this Policy, if you have a concern about malpractice, you can raise this internally, 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.

Second, you can also notify judicial or administrative authorities, or relevant professional bodies.

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” (Defender of Rights), a public organization notably in charge to provide guidance and protection to whistleblowers (see their relevant webpage at <https://www.defenseurdesdroits.fr/fr/lanceurs-dalerte>). You may also seek legal advice regarding how to raise your concerns as a whistleblower.

You should note that the role of the “Défenseur des droits” in the protection of whistleblowers has been strengthened with:

- the empowerment of a deputy specifically in charge of supporting whistleblowers;
- the ability to certify whistleblower status in the form of an opinion; and
- the duty to inform and advise whistleblowers and their entourage on their rights.

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 National Australia Bank Europe S.A.’s activities as a credit institution and the “Autorité des marchés financiers” regarding National Australia Bank Europe S.A.’s activities as an investment services provider), the ACPR and AMF 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](mailto:2780-SIGNALEMENTS-UT@acpr.banque-france.fr)
- AMF (see also <https://www.amffrance.org/fr/formulaires-et-declarations/lanceur-dalerte-0>):
  - Letter: AMF Direction des affaires juridiques – 17 place de la Bourse – 75082 Paris Cedex 02 » (indicate « CONFIDENTIAL » on the envelope)
  - [in](#) electronic format (via the online form)

- Phone: +33 1 64 40 64 44

The situations in which a disclosure can be directly made public are strictly defined by French law. There are three such situations:

- when, following an external disclosure, whether or not preceded by an internal disclosure, no action has been taken in response to your disclosure within the time limits set by decree;
- in the event of serious and imminent danger. However, when you have obtained the information underlying your disclosure in a professional context, you have the right to make a public disclosure in the event of “imminent or obvious danger to the general interest, in particular where there is an emergency situation or a risk of irreversible harm”; or
- when referring the matter to a competent authority would put you at risk of reprisals or would not allow the facts underlying the disclosure to be remedied effectively, owing to the particular circumstances of the case, in particular if evidence may be concealed or destroyed, or if you have serious grounds for believing that the authority may have a conflict of interest, be in collusion with the author of the facts or be implicated in those facts.

**e) Section 2.1 (How to report wrongdoing concerns), Section 2.1.6 (Confidentiality – will my identity be revealed?) and Section 2.2 (Protection and support provided to whistleblowers), Section 2.2.5(a) (Protection of your identity and information that you have provided), Section 2.3.3 (Consent to use information for investigation)**

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

Confidentiality will also be maintained for any third party mentioned in the disclosure, and not only the author of the alert and the persons “targeted” by the disclosure.

In addition, French law provides for deadlines for the return of information to the author of the alert, which will not exceed 7 days to acknowledge receipt and 3 months to return information to the author of the alert.

**f) Section 2.2 (Protection and support provided by the Group), Section 2.2.1 (No tolerance for reprisals or attempts to identify you)**

French law refers to a non-exhaustive list of prohibited retaliatory measures including, in particular, attacks on a person’s reputation on social networks, intimidation, or abusive referral to psychiatric or medical treatment.

Any act or decision relating to one of these measures is null and void and various sanctions will apply to the author of those retaliatory measures.

Threats and attempts to use such retaliatory measures are also expressly prohibited.

**g) Section 2.2 (Protection and support provided to whistleblowers), Section 2.2.5 (What protections are available under French 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 secrets provided by French law, with certain exceptions (attorney-client privilege, secrecy of criminal investigations, medical secrecy, French State defense secrecy of judicial verdicts elaboration) and (ii) you may not be dismissed, punished or discriminated against in any way.

You may also not be held criminally liable if you steal, misappropriate or conceal documents or any other material containing the information underlying your disclosure and of which you have had knowledge in a lawful manner.

Similar protection is also afforded to:

- any person qualifying as a “facilitator” of your disclosure (i.e. any natural person or any legal person under private law with a non-profit purpose who assists a whistleblower in making a report or disclosure in accordance with the law);
- individuals who are related to you and are at risk of retaliation in the course of their professional activities by their employer, client or recipient of their services; and
- legal entities controlled by you, for which you work, or with which you are connected in a professional context.

**h) Section 2.2 (Protection and support provided to whistleblowers), Section 2.2.6 (How can you lose protection or confidentiality under French law?)**

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

You should note that:

- you may lose protection as a whistleblower if you are not acting in good faith or if you are making your disclosure for payment or financial gain;
- if your disclosure relates to information you have obtained in a professional context, you do not need to have personal knowledge of such information; and
- on the contrary, if your disclosure relates to information you have obtained in a personal context, you need to have personal knowledge of such information.

**i) Section 1.4 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.

**j) 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.



## 8.2 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*; or
    - *the Superannuation Industry (Supervision) Act 1993*;
  - constitutes an offence against, or a contravention of tax legislation, meaning any legislation that has the primary function of imposing tax in Australia;
  - 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 (for example, concerns that you are being bullied or harassed or discriminated against, or generally treated unfairly);

- a decision about your employment, transfer, or promotion (for example, decision to deny you leave or training or development opportunities);
- a decision about the terms and conditions of your employment (for example, decisions about pay rises or a decision to offer a fixed-term contract rather than ongoing 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.

### 8.3 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 2.1.1) and you make:

- (a) a disclosure about a 'disclosable matter' (Appendix B) to ASIC, APRA 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) for tax disclosures, to the Commissioner of Taxation (the ATO), the TPB, the IGT, a prescribed entity of which you are a member to obtain assistance, or a medical practitioner or psychologist to obtain care or assistance;
- (d) 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.
- (e) 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 \(INFO 239\)](#)