



REFINING NZ

WHISTLEBLOWING POLICY

CONTENTS

1. Purpose of Policy	3
2. What is a Protected Disclosure?	3
3. What is Serious Wrongdoing?	3
4. How do I report Serious Wrongdoing?	3
5. How is a Protected Disclosure dealt with?	4
6. What protections do I have under the Act?	4
7. You must act in Good Faith	4
8. Overall responsibility	4



1. PURPOSE OF POLICY

Refining NZ wishes to facilitate the disclosure and investigation of Serious Wrongdoing within Refining NZ, recognising the need to protect from retaliation the employees, directors, contractors and consultants (together, Refining NZ Representative), who make a “Protected Disclosure” in accordance with the Protected Disclosures Act 2000 (the Act).

Therefore, the Board has adopted this Policy to inform all Refining NZ Representatives of the internal processes for making “Protected Disclosures” within Refining NZ. This Policy applies to all Refining NZ Representatives.

2. WHAT IS A PROTECTED DISCLOSURE?

A Protected Disclosure is a disclosure of information if:

- The information disclosed is about Serious Wrongdoing; and
- The Refining NZ Representative reasonably believes the information is true or is likely to be true; and
- The Refining NZ Representative wishes to disclose the information so that the Serious Wrongdoing can be investigated; and
- The Refining NZ Representative wishes the disclosure be protected under the Act through this Policy.

3. WHAT IS SERIOUS WRONGDOING?

Serious Wrongdoing includes any of the following:

- (a) Fraud, dishonesty or corruption (including irregular use of funds or resources);
- (b) Acts, omissions, or a course of conduct:
 - (i) That constitutes a serious risk to health, safety or the environment; or
 - (ii) That is oppressive, improperly discriminatory, or grossly negligent, or that constitutes gross mismanagement; or
- (c) Illegal activities (including theft, drug sale/use, violence or threatened violence and criminal damage against property).

This list is not exhaustive. The Act is designed to capture a broad range of serious wrongdoing. If you have doubts as to the seriousness of the matter, please discuss it in the first instance with the individuals referred to in section 4 below.

4. HOW DO I REPORT SERIOUS WRONGDOING?

Where a Refining NZ Representative wishes to make a Protected Disclosure, it should be promptly reported to the Chair of Audit, Risk & Finance Committee. It is preferred if such reports are made in writing, clearly identifying the nature of the suspected Serious Wrongdoing and the person or persons involved. The Protected Disclosure should be sent to Protected.disclosure@refiningnz.com.

For questions or concerns which do not appear to comprise Serious Wrongdoing, these should be raised with your supervisor or the manager who can most likely address them.

If the person making the disclosure has any personal interest or involvement in the matter, this should be declared at the outset. If a Refining NZ Representative’s concerns fall more properly within a grievance procedure, then they will be told this.

In some circumstances, it may not be appropriate to refer the Protected Disclosure to the Chair of Audit, Risk & Finance Committee (for example if that person is alleged to be involved in the Serious Wrongdoing). In such circumstances, Refining NZ Representatives may refer the matter instead to the Communication and External Affairs Manager.

5. HOW IS A PROTECTED DISCLOSURE DEALT WITH?

All Protected Disclosures made to Refining NZ will be investigated. In order to conduct an investigation, the information provided may need to be disclosed to appropriate people within Refining NZ. Refining NZ will discuss with the person making the disclosure to whom the information will be disclosed and the general investigation process proposed to be undertaken. In taking these steps:

- Subject to the above, Refining NZ will treat all disclosures and concerns in a confidential and sensitive manner unless you consent to disclosure (or if disclosure is permitted under the Act, which includes disclosing your identity if it is essential to permit an effective investigation of the allegation); and
- In making a disclosure due care must be taken to ensure the accuracy of the information. If an allegation of Serious Wrongdoing is made in good faith, and the person making the disclosure has reasonable grounds to believe the allegation is true or likely to be true, and it is not confirmed by subsequent investigation, no action will be taken against that person.

6. WHAT PROTECTIONS DO I HAVE UNDER THE ACT?

Any Refining NZ Representative who makes a Protected Disclosure for investigation under the Act (and in accordance with this Policy), will not be liable to any civil, criminal or disciplinary proceeding for making the Protected Disclosure.

A Refining NZ Representative who retaliates against someone who has reported suspected Serious Wrongdoing in good faith may be liable to potential disciplinary action which could include termination of their employment or service.

7. YOU MUST ACT IN GOOD FAITH

Where a person has reported an allegation that is not substantiated, and that allegation is found to have been made maliciously or knowingly held to be false, this will be viewed as serious misconduct and may result in dismissal or termination of service. You will also lose the protections available under the Act.

8. OVERALL RESPONSIBILITY

The Chair of the Audit, Risk and Finance Committee has overall responsibility for investigating and resolving all reported complaints and allegations concerning Serious Wrongdoing and, at his/her discretion, shall advise the Chair of the Board.

The Chair of the Audit, Risk and Finance Committee is required to report to the Audit Committee and to the full Board of Directors at least annually on compliance activity.

This Policy is to be reviewed on an annual basis by the Board.