

Group Whistleblower Policy

Policy Administration Information Schedule

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Group Whistleblower Policy

1. Overview

- Our Code of Conduct, Compliance Standards, and Policies guide our day-to-day decisions, actions and behaviours and govern our business. The National Australia Bank Group (the “Group”) does not tolerate incidents of illegal, unacceptable or undesirable conduct by its employees.
- The Group Whistleblower Policy and Program is a part of the Group Operational Risk Framework. Overall governance of the Group Whistleblower Program is undertaken by the Board Audit Committee (BAC) via the Group Whistleblower Committee. Day to day operation of the Group Whistleblower Program (Program) is managed by Internal Audit.
- The Group Whistleblower Policy (Policy) is applicable to all employees and entities within the Group and the scope extends to employees within outsourced services undertaken on behalf of any business unit within the Group. For the purposes of this Policy, ‘employees’ include all personnel, such as ‘any director, officer, employee, contractor (including a contractor for the supply of services or goods or any employee of the same), subcontractor, or agent of the Group’. It also includes persons who work for the organisation as a volunteer without reward or expectation of reward for that work.
- The Policy complements normal communication channels between people leaders and employees to address questions, concerns, suggestions or complaints. If employees have any concerns about what is proper conduct for themselves or others, it is expected they will do the right thing and raise their concern. In many cases, an employee’s immediate supervisor is in the best position to address an area of concern. Serious matters, or matters not satisfactorily resolved, should be escalated through appropriate management channels in the normal course of business.
- Where an employee feels unable to raise a concern via standard communication channels and where the matter comes within the definition of ‘Reportable Conduct’ (see definition in section 3.3), an employee should make a ‘Protected Disclosure’ (see definition in section 3.2), anonymously if required,¹ which enables formal whistleblower protection in accordance with the Program.
- The Policy is intended to encourage and enable employees to raise serious concerns within the Group prior to seeking resolution outside the Group. Processes are in place to ensure employees making Protected Disclosures are protected from reprisals.
- When investigating whistleblower allegations the Group balances both the need for a thorough investigation and the need to protect people. All whistleblower allegations will be treated seriously and investigated appropriately. Investigations will be impartial with no presumption of inappropriate conduct.

2. Policy Statements

2.1. Duty to disclose ‘Reportable Conduct’

- It is expected that employees will report known, suspected, or potential cases of Reportable Conduct. This includes fraud, suspicious transactions, corrupt conduct, adverse behaviour, legal or regulatory non-compliance, or questionable accounting and auditing practices. Failure to raise issues could result in disciplinary action.
- Depending on the nature of the Reportable Conduct, a disclosing employee can utilise standard communication channels. Alternatively, where a matter amounts to ‘Reportable Conduct’ and an employee feels unable to raise their concern via standard channels, they can report the matter as a Protected Disclosure through the Program.

¹ In Australia, anonymous whistleblowers do not obtain the legislative protection provided for in the *Corporations Act 2001* (Cth), *The Superannuation Industry (Supervision) Act 1993* (Cth) or the *Banking Act 1959* (Cth).

- A concern which is raised with a people leader, senior management², or the People Advisory Centre may not be a Protected Disclosure but the Program may choose to investigate further. Where the concern is serious and could result in reprisals against the whistleblower, but has not been made as a Protected Disclosure, the recipient of the concern (for example people leaders, senior management³, or the People Advisory Centre) must treat the matter confidentially and should ensure the matter is referred to the Program.

2.2. Confidentiality and Anonymity

- Known or suspected cases of Reportable Conduct reported as Protected Disclosures are treated as being submitted on a confidential basis, with full details known only by Whistleblower Program Officers⁴, and can be made anonymously if required. If an employee chooses to disclose an issue anonymously, this may hinder the ability to fully investigate the matter. Further, it may in certain circumstances prevent the whistleblower from accessing additional protection at law.
- Protected Disclosures will be kept confidential to the extent possible, subject to the need to meet legal and regulatory requirements. Disclosures that involve a threat to life or property, illegal activities or legal action against the Group may require actions that do not allow for complete anonymity. In such cases, should it be necessary to disclose the identity of the whistleblower, reasonable steps will be taken to discuss this with the whistleblower first.
- Subject to any legal requirements, all employees, including the whistleblower, must protect and maintain the confidentiality surrounding Protected Disclosures, including (i) the identity of people they know or suspect may have made a Protected Disclosure, or who are the subject of a Protected Disclosure; and (ii) any protected data or information associated with Reportable Conduct. When a whistleblower makes a Protected Disclosure, the whistleblower will be asked whether he or she consents to the Protected Disclosure being shared with appropriate persons within the organisation so that it can be investigated properly; if that consent is not given, NAB may be unable to investigate the subject of that Protected Disclosure further, other than possibly reporting it directly to ASIC, APRA, the AFP or another appropriate authority. Employees are reminded of their obligation to treat as confidential any information obtained

² However, the *Corporations Act 2001* (Cth) provides that a Protected Disclosure may be made to:

- a director of a NAB Entity;
- a company secretary of a NAB Entity;
- an auditor of a NAB Entity or a member of an audit team conducting an audit of the NAB Entity;
- a person (other than a director or secretary of a NAB Entity) who: (i) makes, or participates in making, decisions that affect the whole, or a substantial part, of the business of the NAB Entity; or (ii) has the capacity to affect significantly the NAB Entity's financial standing. In respect of NAB, NAB considers that the Group Chief Executive Officer and direct reports fall within this definition; or
- ASIC.

The *Superannuation Industry (Supervision) Act 1993* (Cth) provides that a Protected Disclosure of the kind referred to under that legislation must be made to:

- the regulator, being APRA, ASIC, Commissioner of Taxation and Chief Executive Medicare (if the provision in connection with which the Protected Disclosure is made is administered by APRA, ASIC, the Commissioner of Taxation or the Chief Executive Medicare, respectively);
- the actuary or auditor of the superannuation entity;
- an individual who is a trustee of the superannuation entity;
- a director of a body corporate that is the trustee of the superannuation entity; or
- a person authorised by the trustee or trustees of the superannuation entity to receive disclosures of that kind.

The *Banking Act 1959* (Cth) provides that a Protected Disclosure of the kind referred to in that legislation must be made to:

- APRA;
- an auditor, or a member of an audit team conducting an audit, of the body corporate or a related body corporate;
- a director or senior manager of the body corporate or a related body corporate; or
- a person authorised by the body corporate to receive disclosure of the kind made.

See Section 5 below.

³ See footnote 2 above.

⁴ Whistleblower Program Officers include members of the Group Whistleblower Committee, Group Protected Disclosure Coordinator, Regional Protected Disclosure Coordinators, Protected Disclosure Officers, and Protected Disclosure Administrators.

during the course of their work, whether it concerns the Group, its employees or its customers. Failure to maintain confidentiality is a serious matter and subject to disciplinary action; in some cases, criminal and/or other penalties may apply.

2.3. Handling of Protected Disclosures

- Receipt of the Protected Disclosure will be confirmed (if it is not made anonymously) by a Whistleblower Program Officer.
- All Protected Disclosures will be investigated on a timely basis and appropriate corrective action taken as warranted by the investigation.
- The whistleblower will be kept appropriately informed of the progress of action and outcome taken in respect of the Protected Disclosures they make. The extent to which they can be informed of specifics will vary on a case by case basis.
- A summary of Protected Disclosures received will be provided to BAC and Regional Boards, where applicable, at least once a year, including all Protected Disclosures received via the Board Alert mailbox. Anonymity and confidentiality requirements (including legislative non-disclosure requirements) will be observed.
- Where a Protected Disclosure is assessed as high impact it will be immediately escalated by the Whistleblower Committee Chair to the BAC Chair (where such escalation is permitted by relevant laws).

2.4. Questionable Accounting and Auditing Practices

- Protected Disclosures involving questionable accounting and auditing practices which may have a material impact on finance, regulatory compliance and reputation will be promptly advised to the Whistleblower Committee Chair and assessed as a matter of priority (where permitted by relevant laws). If there is a prima facie case, details will be escalated to BAC immediately (again, where permitted by relevant laws).

2.5 Protected Disclosure - Protection from Reprisal

- Anyone making a Protected Disclosure must be acting in good faith⁵ and have a reasonable belief that the information disclosed represents Reportable Conduct. Unsubstantiated allegations which prove to have been made maliciously, or knowingly to be false, will be viewed seriously with disciplinary actions applied as appropriate (including potential withdrawal of legal protection and the possibility of the identity of the employee making such malicious and unsubstantiated allegations being disclosed for subsequent legal proceedings).
- The Group will ensure that appropriate measures are taken to protect employees against reprisals as a result of making a Protected Disclosure, even if the disclosure is subsequently determined to be incorrect or is not substantiated.
- It is not acceptable to take 'reprisals' against an employee making a Protected Disclosure (see definition in section 3.4) or otherwise take adverse action against an employee who makes a Protected Disclosure or who objects to, or refuses to participate in, an activity or assigned task that the employee reasonably believes is a violation of financial services laws. An employee who is found to have retaliated (or to have taken adverse action) against a person who (i) makes a Protected Disclosure; or (ii) objects to or refuses to participate in an activity or assigned task on the basis of a reasonable belief that it is a violation of financial services laws, will be subject to disciplinary action, including potential termination of employment. Employees are reminded that in certain circumstances, victimisation of whistleblowers can constitute a criminal offence.
- The Group will also take steps to provide similar protections to employees who volunteer supporting information as part of the investigation, or who have been requested to assist in investigating Protected Disclosures.

⁵ Note that in the United Kingdom this means that the disclosure must be made in the reasonable belief that it is in the public interest.

- Employees must report reprisals, threatened or actual, or concerns about potential reprisals as a result of making a Protected Disclosure under this policy, or participating in an investigation relating to a Protected Disclosure to the Program.
- In addition to the protections from reprisal for employees who make Protected Disclosures as set out in this Policy, an employee may have additional protections available at law. Victimisation of whistleblowers may be a criminal offence.

2.6. Position of a person who is the subject of a Protected Disclosure

- A person who is the subject of a Protected Disclosure that is being investigated generally (but subject to confidentiality requirements at law) will be:
 - Informed as to the substance of the allegations where there are any adverse comments that may be included in a report, memorandum, letter etc. arising out of any such investigation; and
 - Given a reasonable opportunity to respond to the allegations.

2.7. Involvement in Reportable Conduct by the person making the disclosure

- Subject to any protections applicable to whistleblowers under regional legislation, making a Protected Disclosure in accordance with the Program does not protect a person from criminal liability, civil liability or disciplinary action for illegal acts, negligence or wrongdoing in which they have been involved and which they are disclosing. However if an employee makes a Protected Disclosure, and actively cooperates in an investigation in which they may be implicated, there may be some cases where the fact they have made a disclosure will be taken into account as a mitigating factor when determining actions that may be taken against them.

3. Definitions

3.1. Who is a Whistleblower?

For the purposes of this policy, the term “whistleblower” refers to someone who discloses Reportable Conduct under, and in accordance with procedures set out in this Policy to the Group.

3.2. What is a Protected Disclosure?

A Protected Disclosure is a qualifying disclosure relating to Reportable Conduct made by an employee that entitles the person who made the disclosure to support and protection from reprisals. In order for a disclosure to qualify as a Protected Disclosure it must be made in good faith⁶, relate to Reportable Conduct and be managed under the Program.

A Protected Disclosure must be made in the following ways:

- By phone to the Confidential Alert Line;
- By email to the Confidential Alert Line mailbox;
- by referral to a Whistleblower Program Officer; or
- in exceptional circumstances, by email to the relevant Principal or regional Board Audit Committee Alert email addresses.

3.3. What is Reportable Conduct?

Reportable Conduct is conduct that is illegal, unacceptable or undesirable, or concealment of such conduct. It includes:

⁶ Note that in the United Kingdom this means that the disclosure must be made in the reasonable belief that it is in the public interest.

3.3.1 Fraudulent, Corrupt Behaviour or Bribery

Fraud is defined as:

- Dishonest activity that causes actual or potential financial loss, or an unjust advantage, to the Group or any person or organisation, including activity involving customers or third parties where Group systems and processes are involved. It includes theft of money, data or other property, whether or not deception is involved;
- Deliberate falsification, concealment, destruction or use of falsified documentation, or intended for use, for a normal business purpose or the improper use of information or position; or
- Knowingly providing or publishing financial records or financial statements that are false or misleading in any material way.

Corrupt behaviour is defined as:

- An employee or contractor dishonestly acting, or dishonestly failing to act, in the performance of functions of their employment, or dishonestly taking advantage of their employment to obtain benefit for himself or herself, the Group or for another person or organisation, or to cause loss to another party / person.

Bribery is defined as:

- Providing, offering or causing a benefit to another person with the intention of influencing for a business or personal advantage, where the benefit is not legitimately due and regardless of whether the recipient is the intended target of the benefit;
- Soliciting or receiving a benefit from another person with the intention of providing a business or personal advantage, where the benefit is not legitimately due;
- Inducing or permitting a third party to provide, offer or cause a benefit to another person with the intention of influencing for a business or personal advantage, where the benefit is not legitimately due regardless of whether the recipient is the intended target of the benefit.

The benefit received may be monetary or otherwise. Bribery can involve the giving, receiving or acceptance of any gift, reward, hospitality or other offer which could be perceived as an incentive, favour or inducement to perform an improper act or gain a business or personal advantage.

3.3.2 Adverse Behaviour

Adverse behaviour is defined as:

- Unethical behaviour or misconduct, including breaches of the Group's policies and codes of conduct;
- Other serious improper conduct that may be detrimental to the interests of the Group or cause either financial or non-financial loss (including harassment and unsafe work-practices); or
- Other behaviour which is contrary to the Group's values and /or compliance standards and/or Corporate Principles.

3.3.3 Legal or Regulatory Non-compliance

Legal or regulatory non-compliance is illegal behaviour (eg theft, drug sale/use, violence or threatened violence and criminal damage against property) and breach of any applicable legislation, regulations and laws. This includes breaches of health and safety laws and environmental damage.

3.3.4 Questionable Accounting or Auditing Practices

Questionable accounting includes accounting or auditing practices that:

- May be technically or arguably legal, but do not comply with the intent or spirit of the law;
- Do not comply with accounting or auditing standards;

- Involve an inappropriate or questionable interpretation of accounting or auditing standards;
- Are fraudulent or deceptive in nature but are either:
 - not undertaken by the employee/s with intent to gain or cause loss; or
 - undertaken in the belief that it may benefit the Group.

3.4. Reprisals

Reprisals are adverse actions taken by the Group against a person because of a Protected Disclosure made in accordance with this policy. For the purposes of the Policy reprisals include (but are not limited to):

- Dismissal or demotion;
- Any form of victimisation, intimidation or harassment;
- Discrimination;
- Current or future bias;
- Action causing injury, loss or damage; or
- Threats (express or implied, conditional or unconditional) to cause detriment, as well as actually causing detriment.

4. Special Considerations

- 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.
- Employees may have a legal obligation to report certain offences or other matters to government or regulatory authorities and/or keep certain data and information confidential. Making a Protected Disclosure in accordance with this policy may not relieve or exempt an employee from these legal requirements. In such cases, employees should discuss with a Whistleblower Program Officer, regional legal departments, or obtain their own legal advice about whether they have further reporting obligations or have obligations to keep certain data and information confidential.
- Nothing in this Policy or the accompanying Guidance Notes should be interpreted as restricting an employee from raising issues or providing information to a regulator (such as APRA, PRA, FCA, RBNZ, SEC or other local regulator), in accordance with any relevant law, regulation or prudential standard.

5. Special protection under the *Corporations Act 2001 (Cth)*, the *Superannuation Industry (Supervision) Act 1993 (Cth)* or the *Banking Act 1959 (Cth)*

5.1. Overview

The *Corporations Act* gives special protection to disclosures about breaches of the Corporations legislation (as defined in the *Corporations Act*), provided certain conditions are met.

The *Superannuation Industry (Supervision) Act 1993 (Cth)* (“SIS Act”) gives special protection to disclosures about misconduct, or an improper state of affairs or circumstances, in relation to a superannuation entity or a trustee of the entity, which the discloser considers may assist a person to whom a disclosure may be made (see footnote 2) to perform that person’s functions in relation to the superannuation entity or trustee.

The *Banking Act 1959 (Cth)* (“Banking Act”) gives special protection to disclosures about misconduct, or an improper state of affairs or circumstances, in relation to a body corporate, which the discloser considers may assist a person to whom a disclosure may be made (see footnote 2) to perform that person’s functions or duties in relation to the body corporate or a related body corporate.

NAB is committed to fully complying with the protective provisions contained in the Corporations Act., the SIS Act and the Banking Act.

5.2. Who is protected?

The following persons (“Reporting Person”) can make protected disclosures under these Acts provided they identify themselves (anonymous reports are not protected under the Acts).

In the case of the Corporations Act:

- (a) an officer or employee of an entity in the NAB Group (“NAB Entity”); or
- (b) a contractor, or the employee of a contractor, who has a current contract to supply goods or services to a NAB Entity. The special protections under the Corporations Act may not apply to contractors, or employees of contractors, who supply goods or services on behalf of a NAB Entity, but NAB may (subject to any other legal requirements) treat disclosures by such persons, which otherwise meet the requirements of the Corporations Act, as if the Corporations Act applied.

In the case of the SIS Act, a person who is, in relation to a superannuation entity, any of the following:

- (a) a trustee of the superannuation entity;
- (b) an officer of a body corporate that is a trustee, custodian or investment manager of the superannuation entity;
- (c) an employee of an individual referred to in paragraph (a) or a body corporate referred to in paragraph (b);
- (d) a person who has a contract for the supply of services or goods to an individual referred to in paragraph (a) or a body corporate referred to in paragraph (b);
- (e) an employee of a person referred to in paragraph (d).

In the case of the Banking Act, a person who is, in relation to a body corporate that is an authorised deposit-taking institution, an authorised non-operating holding company, or a subsidiary of such companies:

- (a) an officer of the body corporate;
- (b) an employee of the body corporate;
- (c) a person who has a contract for the supply of services or goods to the body corporate;
- (d) an employee of a person who has a contract for the supply of services or goods to the body corporate.

5.3. What kinds of reporting are protected?

To be protected by the Corporations Act:

- (a) the Reporting Person must have reasonable grounds to suspect that the information they are reporting indicates that NAB or an officer or employee of the NAB Entity, has or may have breached the Corporations legislation), and make the report in good faith; and
- (b) the report must be made to:
 - (i) ASIC (or, in the case of the Banking Act, APRA);
 - (ii) the auditor for NAB, or a member of an audit team conducting an audit of the NAB Entity;
 - (iii) a director, secretary or senior manager of the NAB Entity; or
 - (iv) a Whistleblower Program Officer⁷.

⁷ In the case of the SIS Act, the report must be made to:

- the regulator, being APRA, ASIC, Commissioner of Taxation and Chief Executive Medicare (if the provision in connection with which the Protected Disclosure is made is administered by APRA, ASIC, the Commissioner of Taxation or the Chief Executive Medicare, respectively);
- the actuary or auditor of the superannuation entity;
- an individual who is a trustee of the superannuation entity;
- a director of a body corporate that is the trustee of the superannuation entity; or
- a Whistleblower Program Officer

5.4. How are whistleblowers protected?

Briefly, the legislation provides that:

- (a) any eligible person who makes a protected disclosure is protected from criminal and civil liability for making the disclosure;
- (b) any eligible person who makes a protected disclosure may look to the court to reinstate their position if their contract of employment is terminated on the basis of having made a protected disclosure;
- (c) anyone who victimises or threatens the person making the disclosure and causes detriment (or threatens to cause detriment) to that person may be liable for damages and may be found guilty of a criminal offence; and
- (d) the person or company that receives the protected disclosure must not disclose:
 - (i) the information disclosed in the protected disclosure;
 - (ii) the identity of the whistleblower; and
 - (iii) information that is likely to lead to the identification of the whistleblower, unless the consent of the whistleblower has been obtained prior to such a disclosure or the disclosure is made to ASIC, APRA or the AFP. As noted above, if a person makes a Protected Disclosure and does not consent to that Protected Disclosure being shared as NAB considers appropriate, this means that NAB may be unable to take further steps to investigate the matters the subject of the Protected Disclosure other than possibly reporting it directly to ASIC, APRA or the AFP.

6. Contact Details

Refer to Group Whistleblower Program contact details available on the Group Intranet.

7. Schedules

Group Whistleblower Program Guidance Notes

Group Whistleblower Program Committee Charter (available on request)

8. Related Policies & References

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

- [Code of Conduct, Enterprise Behaviours and Compliance Standards](#)
- [Group Anti Fraud Policy](#)
- [Group Anti-Bribery and Corruption Policy](#)
- [Group Securities Trading Policy](#)
- [Group Anti-Money Laundering and Counter Terrorist Financing Policy](#)
- [Group Conflicts of Interest Policy](#)
- [Group Fit & Proper Policy](#)
- [Group Privacy & Data Protection Policy](#)
- [Group Operational Risk Framework](#)
- [Group Compliance Risk Framework](#)
- [Trustees'⁸ Fit and Proper Policy](#)
- [Trustees' Conflicts of Interest Policy](#)

⁸ MLC Nominees Pty, PFS Nominees Pty Limited and NULIS Nominees (Australia) Limited