

# Protected Disclosures (Whistleblowing) Policy and Guidelines

## Version 5.0

Manawa Energy Limited (“Manawa Energy”) strongly encourages disclosure of serious wrongdoing. It is an important means of creating a positive work environment, managing risk, promoting openness and transparency, and protecting the reputation of Manawa Energy and its people. Our underlying principle is “we want to know.”

## What this policy covers

This policy outlines the requirements of the Protected Disclosures (Protection of Whistleblowers) Act 2022 (“**the Act**”) and the guidelines to be followed in relation to protected disclosures under the terms of the Act.

The purpose of this policy is to:

- encourage disclosure of suspected or actual serious wrongdoing as soon as possible;

- provide guidance for our people about how to report;
- provide assurance to our people that they may raise concerns without fear of retaliation, irrespective of the outcome; and
- set out the guidelines that Manawa Energy will follow on receiving an allegation of serious wrongdoing.

Certain matters are outside the scope of this policy. This policy:

- does not limit the right of any individual to make a disclosure to the New Zealand Police or any other authority; and
- is not intended to replace the standard internal guidelines for employment issues or complaints contained in any individual or collective employment agreements or to replace the contractual dispute process with contractors.

Employees may see further information about these matters in the Code of Ethics and their employment agreement or may contact the People and Culture team for information or guidance. Contractors may see further information about resolving disputes in their contractual arrangement.

## Scope

This is a Manawa Energy wide policy that extends across all Manawa Energy business units and its subsidiaries. It applies to all Manawa Energy employees, directors, consultants, and contractors, current and previous. For the purposes of this Policy, we refer to these groups of people as “our people”.

## Protected Disclosures (Protection of Whistleblowers) Act 2022

The purpose of the Protected Disclosures (Protection of Whistleblowers) Act 2022 is to facilitate the disclosure and investigation of allegations of serious wrongdoing and protect people who make an allegation of serious wrongdoing.

The Act applies to both public sector and private organisations.

## Disclosures

We all have a part to play in ensuring that Manawa Energy is a safe place to work where our people can be high performing. We want to know about any wrongdoing so that we can address it. For that reason, everyone is encouraged and expected to disclose actual or suspected serious wrongdoing as soon as possible after observing the behaviour. This is especially the case where you are a witness to the behaviour but may not be directly impacted by it.

### Reporting wrongdoing in accordance with the Act

A Discloser (see definitions) may disclose information under the guidelines specified in this policy if the following criteria are met:

- the information is about serious wrongdoing in or by Manawa Energy and the Discloser believes on reasonable grounds that it is true, or likely to be true; and
- the information is disclosed in accordance with the Act and this policy; and
- The disclosure is not made in bad faith.

If you report serious wrongdoing in accordance with the above and within the Act, then it will be a protected disclosure for the purposes of the Act.

A Discloser is entitled to protection even if they:

- are mistaken and there is no serious wrongdoing; or
- do not refer to the name of the Act when making the disclosure; or
- technically fail to comply with some of the requirements of the Act (if they have substantially complied with the Act); or
- also make the disclosure to another person if they do so on a confidential basis and for the purposes of seeking advice about whether or how to make a protected disclosure.

Any other person who discloses any information in support of, or relating to, a protected disclosure that has already been made, is also entitled to protection under the provisions of this policy and the Act if that Discloser:

- discloses in accordance with this policy; and
- does not disclose the information in bad faith.

## How to make a disclosure

The Guidelines, which follow this policy, outline the process by which a disclosure of serious wrongdoing should be made.

## Protection for people making a disclosure

Manawa Energy will not tolerate any attempt by any director, employee, consultant, or contractor to apply any sanction or detriment to any Discloser.

Manawa Energy will treat any such sanction or detriment by its employees as a serious disciplinary matter.

The Guidelines outline the process for anyone who has, or suspects they have, suffered a personal disadvantage because of making a disclosure of serious wrongdoing should raise their concerns with Manawa Energy.

## Immunity to civil and criminal proceedings

If you make a protected disclosure in accordance with this policy and the Act, then you are not liable to any civil or criminal proceeding or to a disciplinary proceeding by reason of having made that disclosure (refer to section 23 of the Act).

This immunity from civil and criminal proceedings applies notwithstanding any contractual agreement you may have signed with Manawa Energy.

## Definitions

**“Decision maker”** means the individual or team who are responsible for resolving the matter, which may include communicating with the Discloser, appointing an investigator, reviewing the findings of the investigator, undertaking further process, including referring the matter to other bodies.

On receiving a disclosure, the decision maker will be determined to be either the Assessment Team (made up of the General Manager Corporate Services and General Manager, Regulatory & Risk) or the Escalation Team (Chief Executive Officer and the Chair of the Audit and Risk Committee).

**“Discloser”** in relation to Manawa Energy includes:

- a) a current employee;

- b) a former employee;
- c) a person seconded to Manawa Energy;
- d) an individual who is engaged or contracted under a contract for services to do work for Manawa Energy;
- e) a person concerned in the management of Manawa Energy (including a person who is a member of the Board of Manawa Energy).

fairly and equally; and sets out the role of the Human Rights Commission.

**“Investigator”** means a person independent of the person or persons who have or are alleged to have committed serious wrongdoing. The investigator may be internal or external to Manawa Energy with independence being at the forefront of the appointment.

**“Serious wrongdoing”** includes any act, omission, or course of conduct in or by Manawa Energy that is one or more of the following:

- a) an offence;
- b) a serious risk to public health, public safety, or safety of an individual or the environment;
- c) a serious risk to the maintenance of the law, including prevention, investigation, and detection of offences or the right to a fair trial;
- d) oppressive, unlawfully discriminatory, or grossly negligent, or that is gross mismanagement and is done (or is an omission) by an employee or a person performing a function or duty or exercising a power on behalf of Manawa Energy.

### Breach of Policy

Any breach of this policy will be fully investigated and may result in termination of employment or termination of contract.

### Reference Artefacts

<b>Code of Ethics</b>	Sets out the standards of conduct and moral judgement which our people are expected to adopt in their professional capacity
<b>Protected Disclosures Act 2022</b>	Facilitates the disclosure and investigation of serious wrongdoing; and protects employees who, in accordance with the Act, make disclosures of information about serious wrongdoing
<b>Employment Relations Act 2000</b>	Promotes good faith in all aspects of the employment environment and employment relationship
<b>Human Rights Act 1993</b>	Protects people from discrimination in a number of areas of life; is intended to help ensure that all people are treated

## Policy Review

This Policy will be reviewed at least every two years or as often as required to meet the needs of a changing environment.

Signed



By David Prentice, Chief Executive

Date 23 September 2022

Next Review **SEPTEMBER 2024**

### Policy Review History

Date	Version	Policy Name	Policy Steward	Approved by
Sep 2022	5.0	Protected Disclosures (Whistleblowing) Policy and Guidelines	Head of P&C	Board of Directors
Mar 2021	4.0	Protected Disclosures (Whistleblowing) Policy	GM P&C	Board of Directors
Dec 2018	3.0	Protected Disclosures (Whistleblowing) Policy	GM, P&C	Chief Executive
Oct 2013	2.0	Protected Disclosures (Whistleblowing) Policy	GM, P&C	Chief Executive
Jan 2005	1.0	Protected Disclosures (Whistleblowing) Policy	GM, P&C	Chief Executive

## Guidelines

The following information provides detail of how a disclosure of serious wrongdoing may be made and the process Manawa Energy will follow to resolve the matter.

Manawa Energy acknowledges the courage it may take to make a protected disclosure and will seek to make the process simple and safe for all parties.

If an individual would like guidance about the policy, whether their concerns are covered by the policy or another process, or have other questions, they should talk confidentially to their people leader, or someone in the People and Culture team, or Manawa Energy's Legal Counsel, or Workplace Support. All contact details are included at the end of the Guidelines.

## Process

### Procedure for Disclosures

You must report any serious wrongdoing to a member of the **Protected Disclosure Assessment team** which is made up of the General Manager Corporate Services or the General Manager Regulatory & Risk.

If your disclosure is about one of these individuals or you believe they may be conflicted on the matter, you may choose to raise your disclosure with the Escalation team. The members of the **Escalation team** are the Chair of the Audit and Risk Committee and the Chief Executive.

### Investigation

If you report serious wrongdoing, then an investigator will be appointed to investigate and report on the serious wrongdoing.

The investigator will be appointed by the person receiving the report of serious wrongdoing. The investigator may be internal or external to Manawa Energy depending on the circumstances with independence being at the forefront of the decision to appoint.

The investigator must use his or her best endeavours to keep your identity confidential unless:

- you consent in writing; or

- the investigator reasonably believes that disclosure of your identity is essential to an effective investigation (and would notify you of the need and reason for disclosing your identity).

All reports of serious wrongdoing will be acknowledged within two working days of the report of wrongdoing being received by a member of the Assessment Team or Escalation Team depending on who the disclosure is made to.

The investigation must comply with the principles of natural justice which include:

- the investigator must be unbiased and impartial;
- a decision must only be made once all parties have been given the opportunity to be heard;
- all parties must be given reasonable notice of any interview;
- all parties must be advised that he or she may be represented at an interview; and
- all parties must be given a reasonable opportunity and period of time to respond to the allegation.

The investigator must produce any report in writing outlining the allegation of serious wrongdoing, any responses to the allegation, any supporting evidence, and an assessment of the allegation with recommendations.

The report must in the first instance be provided to the person appointing the investigator.

### Protection for Employees

If you report serious wrongdoing in accordance with this policy, then you will be protected under the Act.

If you make a protected disclosure and claim to have suffered retaliatory action from Manawa Energy or other persons affecting your relationship with Manawa Energy, then you may take a personal grievance under the Employment Relations Act 2000.

Manawa Energy will not tolerate any attempt by any employee or contractor to apply any sanction or detriment to any person who has reported serious wrongdoing.

Manawa Energy will treat any such sanction or detriment by its employees as a serious disciplinary matter.



### Limits on Protection and Disclosure

The protection you are given under the Act does not apply where you make an allegation which you know to be false or if you act in bad faith.

You are not allowed under the Act to disclose any information protected by legal professional privilege. This includes legal advice given to Manawa Energy or reports commissioned by Manawa Energy for the purposes of litigation.

### Contact Details

Role	Contact	Contact Details
Assessment Team	GM Corporate Services, Phil Wiltshire	027 582 6600
	GM Regulatory & Risk, Catherine Thompson	027 439 9676
Escalation Team	Chair of the Audit & Risk Committee, Kevin Baker	021 448 819
	Chief Executive Officer, David Prentice	027 470 2686

### Other Support

Role	Contact Details
People and Culture Team	<a href="#">People &amp; Culture Team Members</a> <a href="mailto:people@manawaenergy.co.nz">people@manawaenergy.co.nz</a>
Manawa Energy's Legal Counsel	TBC
Workplace Support	0800 443 445 <a href="http://www.workplacesupport.co.nz">www.workplacesupport.co.nz</a>