



# Whistleblower Policy

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# Whistleblower Policy

## 1. Introduction

The following employing entities of New Zealand employees include;

- ISO Limited
- Pacific Haulage Limited
- Pacific Shipping Services Limited
- Qube Logistics Limited
- Specialised Container Services (Hamilton) Limited
- Specialised Container Services (Tauranga) Limited
- Specialised Container Services (Napier) Limited
- Specialised Container Services (Nelson) Limited
- Specialised Container Services (Timaru) Limited
- Specialised Container Services (Christchurch) Limited
- Specialised Transport Services NZ Limited
- Specialised Refrigeration Services New Zealand Limited
- Diesel Engineering Services Limited

All employing entities, although they may belong to separate operating businesses in New Zealand (**NZ Businesses**), are part of the corporate group of Qube Holdings Limited (**Qube**). Qube is committed to promoting integrity in its business and financial activities and is committed to upholding our values of integrity, reliability and inclusion.

The purpose of this policy is to promote and support a culture of honest and ethical behaviour, good corporate governance and compliance with Qube's legal and regulatory obligations. This is facilitated by providing protections for the reporting of reasonably held concerns of serious wrongdoing in or by Qube which are made as protected disclosures.

This policy sets out the process for making protected disclosures and the support, protections and remedies which persons may be eligible to access in respect of protected disclosures in accordance with the *Protected Disclosures (Protection of Whistleblowers) Act 2022 (NZ)* (**the Protected Disclosures Act**) or any substituting legislation as enacted from time to time.

## 2. Scope and application

This policy applies to any current or former:

- officer or employee;
- contractor or supplier and their employees;
- consultant, adviser or agent; or
- internee or secondee,

of Qube (**Eligible Persons**).

A **Whistleblower** is any one of these Eligible Persons who makes or attempts to make a protected disclosure under this policy and the Protected Disclosures Act.

This policy does not impose contractual obligations on Qube and may be amended or replaced at any time at its discretion and in accordance with the Protected Disclosures Act.

## 3. What is a protected disclosure?

A Whistleblower may make a protected disclosure if the Whistleblower:

- a. believes on reasonable grounds that there is, or has been, serious wrongdoing in or by Qube; and
- b. discloses information about that in accordance with this policy and the Protected Disclosures Act; and
- c. does not disclose it in bad faith.

Serious wrongdoing includes any act, omission, or course of conduct in (or by) any organisation that is one or more of the following:

- 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 law, including the prevention, investigation and detection of offences, or the right to a fair trial;
- an unlawful, corrupt, or irregular use of public funds or public resources;
- oppressive, unlawfully discriminatory, or grossly negligent, or that is gross mismanagement, and is done (or is an omission) by–
  - an employee (if the organisation is a public sector organisation); or
  - a person performing (or purporting to perform) a function or duty or exercising (or purporting to exercise) a power on behalf of a public sector organisation or the Government.

#### **4. To whom can Whistleblowers make a protected disclosure?**

Qube has a number of channels for making a protected disclosure.

##### Protected Disclosure Officers

Qube's company secretaries serve as its Protected Disclosure Officers. A Whistleblower can make a protected disclosure directly to the Protected Disclosure Officers at: at: [whistleblowing@qube.com.au](mailto:whistleblowing@qube.com.au) or by telephone on: +61 2 9080 1900.

A Whistleblower may contact a Protected Disclosure Officer before or at any time after making a protected disclosure if they have any concerns about making a protected disclosure, confidentiality or the protections that may be available under this policy or the Protected Disclosures Act.

If a Whistleblower has a concern about making a protected disclosure to a Protected Disclosure Officer, the Whistleblower may alternatively make the protected disclosure to the head of the relevant NZ Business or the Qube Managing Director. Any reports made direct to a NZ Business head must be notified to the Qube Managing Director and Qube's Protected Disclosure Officers.

The protected disclosure may be anonymous, in which case the Whistleblower can choose not to identify themselves in a telephone call, in posted correspondence or in a Whistleblower Report Form referred to below. Protected disclosures made anonymously may affect Qube's ability to investigate the matter properly and to communicate with the Whistleblower about the protected disclosure.

##### Whistleblower Report Form

Whistleblowers may make a protected disclosure by clicking on [Whistleblower Report Form](#). All protected disclosures using the Whistleblower Report Form will be sent to the Protected Disclosure Officers for review and action.

The Whistleblower Report Form provides the option to submit reports anonymously. As noted above, anonymous reports may affect Qube's ability to investigate the matter properly and to communicate with the Whistleblower about the protected disclosure.

## Other Ways of Making Protected Disclosures

Nothing in this policy should be taken as restricting Whistleblowers from making a protected disclosure to an appropriate authority (as defined in section 25 and Schedule 2 of the Protected Disclosures Act) or to any other person in accordance with any relevant law, regulation or other requirement.

### **5. Information in protected disclosures**

Protected disclosures should provide Qube with as much detail as possible to assist in investigating the matter. Details can include:

- The Whistleblower's name and contact details. If the protected disclosure is anonymised, the Whistleblower can include an anonymised email address Qube can contact the Whistleblower – e.g. to provide support, for any questions about the protected disclosure, and to keep the Whistleblower updated on any investigation.
- a statement describing the serious wrongdoing.
- name of the person(s) involved.
- dates, times and locations.
- details of any relevant transactions.
- copies of any relevant documents.
- names of possible witnesses.
- steps already taken to report the matter or resolve the concern (if any).

### **6. Investigations**

Where the Whistleblower makes a protected disclosure to Qube, Qube will first acknowledge receipt to the Whistleblower. Qube will then conduct an initial review to consider whether the protected disclosure warrants investigation, and check with the Whistleblower whether the protected disclosure has been made elsewhere (and any outcome). Qube will then deal with the protected disclosure by doing 1 or more of the following:

- Investigating the protected disclosure (noting that in some cases there are limitations of what can be achieved if the Whistleblower remains anonymous);
- Addressing any protected disclosure by acting or recommending action;
- Referring the protected disclosure to an appropriate authority;
- Deciding that no action is required.

Qube will then inform the Whistleblower (with reasons) about what Qube has done or is doing to deal with the matter.

Further details regarding the investigation process is outlined below.

#### Initial Review

The person receiving the protected disclosure (such as a Protected Disclosure Officer) will as soon as practicable provide the Whistleblower's protected disclosure to:

- the relevant NZ Business head; or
- if the protected disclosure concerns a NZ Business head, a person related to them or a person to whom the NZ Business head has a personal connection, then the Qube Managing Director; or
- if the report concerns the Managing Director, a person related to the Managing Director or a person to whom the Managing Director has a personal connection, then the Chair of the Qube Board (Board Chair); and

- if the report concerns a Non-Executive Director, then the Board Chair, unless it concerns the Board Chair, in which case the Chair of the Audit and Risk Management Committee.

The person conducting the initial review will make inquiries and may seek input from members of the senior executive team (except to the extent a member is the subject of the protected disclosure).

#### Further Investigations

Following an initial review, Qube may request permission from the Whistleblower to investigate either internally or using external investigators.

Further investigations must be:

- conducted by a person; and
- overseen by a member of senior management,

who is independent and not personally connected to the Whistleblower, other parties the subject of the protected disclosure and any business unit concerned.

The investigations may be conducted by a senior manager, People & Culture or, at Qube's discretion, by an external person (**Investigator**). The Investigator will report to the relevant NZ Business head and Qube Managing Director (or only to the Qube Managing Director if the matter involves the relevant NZ business head) and to the Protected Disclosure Officers at the completion of the Investigation. The contents or a summary of the protected disclosure may be made available to appropriate members of the senior executive team.

An initial review may generally be completed within 4 weeks of Qube's receipt of the protected disclosure, while further inquiries or investigations may take up to 12 weeks. However, these timeframes are indicative only; they will vary depending on the nature of the protected disclosure and issues identified in the investigation.

All investigations will be conducted as far as practicable on a confidential basis and in an appropriate manner having regard to the nature of the protected disclosure and the surrounding circumstances. If the Whistleblower wishes to remain anonymous, the Whistleblower can at any time refuse to answer questions which they consider may reveal their identity.

The objects of an investigation include:

- collecting information, considering that information and concluding whether or not there are reasonable grounds to indicate serious wrongdoing; and
- where appropriate, making recommendations on appropriate remedial actions in respect of serious wrongdoing.

The Protected Disclosure Officer will, if the Whistleblower can be contacted, keep the Whistleblower regularly updated during the course of investigations arising from their protected disclosure and inform the Whistleblower in general terms of its outcome, subject to considerations of the privacy of anyone who is the subject of the protected disclosure and normal confidentiality requirements.

If a protected disclosure subsequently leads to regulatory or court proceedings, the Whistleblower who made a protected disclosure under this policy may be requested by Qube to provide assistance, including as a witness.

## **7. Whistleblower support**

A senior People & Culture or SHS member will, upon the Whistleblower's request, be assigned to support the Whistleblower and to act as a liaison between the Investigator and the Whistleblower (**Whistleblower Support Officer**).

Whistleblower Support Officers assist with the protection of Whistleblowers from less favourable treatment or retaliation because they have made or are considering making a protected disclosure under this policy.

Whistleblowers should immediately inform the Whistleblower Support Officer of any concerns that the Whistleblower may have in relation to their protected disclosure.

Qube also supports Whistleblowers by providing access to a confidential support and counselling service, the Employee Assistance Program (**EAP**). Information on Qube's EAP is available from People & Culture or via our Employee App.

The Whistleblower Support Officer will, as appropriate, keep the Whistleblower informed of the progress and outcomes of the investigation (subject to any privacy and confidentiality obligations and as required by law) including any proposed remedial actions.

## **8. Protections for Whistleblowers**

### Retaliation/Less Favourable Treatment

Where a Whistleblower makes or intends to make a protected disclosure, the Whistleblower will be entitled to the protections under the Protected Disclosures Act including:

- protection from retaliation (or threatened retaliation) against a Whistleblower who is employed by Qube;
- protection from less favourable treatment (or threatened less favourable treatment).

Retaliation means doing any of the following:

- dismissing the employee;
- refusing or omitting to offer or afford to the employee the same terms of employment, conditions of work, fringe benefits, or opportunities for training, promotion, and transfer as are made available to other employees of the same or substantially similar qualifications, experience, or skills employed in the same or substantially similar circumstances;
- subjecting the employee to any detriment or disadvantage (including any detrimental or disadvantageous effect on the employee's employment, job performance, or job satisfaction) in circumstances in which other employees employed by the employer in work of that description are not or would not be subjected to such detriment or disadvantage;
- retiring the employee, or requiring or causing the employee to retire or resign;
- organising to do anything described above.

### Confidentiality

Subject to any applicable exceptions as stated below, Qube understands the need to protect the Whistleblower's identity and to conduct investigations of protected disclosures on a confidential basis. The Whistleblower can choose to remain anonymous when making a protected disclosure, during the course of, and after completion of, an investigation.

Qube will use its best endeavours to keep confidential information that might identify the Whistleblower, unless a statutory exception applies (such as where the Whistleblower consents to the release of identifying information).

To the extent that there are reasonable grounds to believe that the disclosure of identifying information is essential for the purposes of an effective investigation, or is otherwise permitted by law, Qube will first consult with the Whistleblower as required by law and inform the Whistleblower after making the disclosure.

Files and records created from an investigation will be securely retained in accordance with applicable

document retention policies. It will be a breach of Qube policy and procedure for such information to be released, without the Whistleblower's consent, to someone not involved in the investigation (i.e. other than senior managers or directors who need to know the information in order to take appropriate action or as part of the confidentiality exceptions referred to above).

#### False reporting/bad faith

The above protections will not apply where a person makes a report that does not constitute a protected disclosure (including where the person does not believe on reasonable grounds that there is or has been serious wrongdoing) or it is not made in accordance with the requirements of the Protected Disclosures Act.

A deliberately false or reckless report or one made in bad faith which does not constitute a protected disclosure could cause Qube significant loss and damage including damage to Qube's reputation and that of its employees, contractors and associated personnel, as well as wasting considerable time, effort and resources.

Qube reserves the right to take appropriate action in any such case including treating it as a serious disciplinary matter.

### **9. Fair treatment of persons mentioned in protected disclosures**

Any person mentioned in a protected disclosure under this policy who becomes subject to an allegation in respect of a protected disclosure will be provided an opportunity to understand and respond to the allegations as part of any investigation.

Employees who are mentioned in any protected disclosure will also be entitled to access EAP.

### **10. Reporting and governance**

The relevant Board Committee responsible for overseeing Qube's Whistleblower process is the Audit and Risk Management Committee.

The Committee will be notified where an investigation of a protected disclosure substantiates the existence of serious wrongdoing and the steps taken or to be taken to address it. The Committee will in turn provide summary reports to the Board. In addition, protected disclosures may be considered by the Protected Disclosure Officers for immediate referral to the Chair of the Committee and/or the Board Chair.

### **11. Queries**

If you have any questions about this policy or you require any information about the protection provided by law to Whistleblowers, you are encouraged to contact the Protected Disclosure Officers using the details supplied in section 4. Alternatively, you can seek independent legal advice.

### **12. Policy amendment and availability**

This policy may be updated or amended from time to time by Qube at its absolute discretion.

A current copy of the policy is available for download from the websites of Qube's NZ Businesses and the Corporate Governance section of Qube's website at: <https://qube.com.au/about/corporate-governance/> and on Qube's divisional intranets and employee app. A Whistleblower may also request a copy of the current policy by contacting the Protected Disclosure Officers using the contact details in section 4.