

# Protected Disclosure (‘Whistleblower’) Policy

## New Zealand

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### 1. POLICY STATEMENT

Each New Zealand entity within the ZIP group of related entities from time to time (comprising, as at the date of this Policy, Zip Co NZ Limited (NZCN 6162932), Zip Co NZ Finance Limited (NZCN 6688857), ZipMoney Payments (NZ) Limited (NZCN 6002009), Zip Business New Zealand Limited (NZCN 6688857), and Funding Box (NZCN 7790156)) (collectively, “Zip”) have high standards of ethical and accountable conduct. Zip is committed to supporting the disclosure of wrongdoing and to properly handling such disclosures. Zip will not tolerate any form of wrongdoing, and encourages all staff to act accordingly and in good faith. Zip recognises that staff who come forward and report wrongdoing are helping to promote integrity, accountability, and good management within Zip.

This Protected Disclosure (‘Whistle-blower’) Policy (the “Policy”) will apply, within New Zealand, in conjunction with the *Zip Co Limited ACN 139 546 428 Whistleblower Policy*.

### 2. PURPOSE

The purpose of the Policy is to provide:

- (a) a clear understanding of the procedures which are to be followed when receiving and dealing with information about serious wrongdoing within or by Zip;
- (b) knowledge of the rights of disclosers under the Protected Disclosures (Protection of Whistle-blowers) Act 2022 (“the Act”); and
- (c) the applicability of the Policy.

This Policy applies to all potential disclosers of information under the Act, including all current and former directors, employees, volunteers, interns, contractors, and persons seconded to Zip.

### 3. PURPOSE OF THE ACT

The purpose of the Act is to promote the public interest by facilitating the disclosure and timely investigation of serious wrongdoing in or by an organisation, and to protect the people who make such disclosures in accordance with the Act.

#### 4. SERIOUS WRONGDOING

Serious wrongdoing includes any act, omission, or course of conduct in (or by) Zip that is any of the following (as defined by the Act):

- (a) an offence;
- (b) a serious risk to public health, public safety, the health or safety of any individual, or the environment;
- (c) a serious risk to the maintenance of law, including the prevention, investigation, and detection of offences or the right to a fair trial;
- (d) an unlawful, a corrupt, or an irregular use of public funds or public resources;
- (e) oppressive, unlawfully discriminatory, or grossly negligent, or that is gross mismanagement, and is done (or is an omission) by 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.

Serious wrongdoing does not apply to all possible wrongdoing. Where there is uncertainty about whether the information relates to serious wrongdoing, anyone can contact an Ombudsman for information and guidance. T: 0800 802 602 E: [info@ombudsman.parliament.nz](mailto:info@ombudsman.parliament.nz).

#### 5. PROTECTED DISCLOSURE

A disclosure of information is a protected disclosure if the person disclosing the information (the discloser) believes on reasonable grounds that there is, or has been, serious wrongdoing in or by Zip, discloses information about that serious wrongdoing accordingly and has not disclosed the information in bad faith. Where a discloser has become aware of serious wrongdoing within Zip, it should be reported immediately in accordance with this Policy.

#### 6. PROCESS FOR MAKING A DISCLOSURE

All dealings shall be conducted with honesty and integrity. If, in good faith, a person believes or is aware of any serious wrongdoing in or by Zip, they are encouraged to make a disclosure in accordance with this section of the Policy.

##### *Zip's procedure options for disclosures*

- (a) A disclosure can be made by contacting Zip's external and independent whistleblower service (Convercent) using the details below:

*Website: [zip.co/whistleblowerreport](http://zip.co/whistleblowerreport)*

*New Zealand Telephone: 00 8000 1777 9999*

Officers or employees (including full-time, part-time and temporary staff), suppliers and associates, as well as relatives, dependents and spouses, in all jurisdictions may anonymously

lodge a whistleblower report by telephone. Phone numbers are available in other jurisdictions, as detailed below:

*Australia: 1800 763 983*  
*United Kingdom: 0 (808) 189 1053*  
*United States: 800 461 9330*  
*Canada: 800 461 9330*  
*South Africa: +27 105004106*  
*India: (+91) 3371279005*  
*Mexico: 001 866 376 0139*

- (b) A disclosure can be made to one of the individuals listed below in person, by email or by letter sent to Zip and marked for the attention of;
  - (i) the Whistleblower Investigations Officer; or
  - (ii) the Chair of the Audit and Risk Committee of Zip; or
  - (iii) if (i). or (ii). above is not applicable for any reason, any [director](#) of Zip.
  
- (c) Disclosers are encouraged, where possible, to raise issues with the Whistleblower Investigations Officer first. However, a discloser may at any stage skip a person in the chain outlined above if that person is the subject of the disclosure, if there is a reason to believe that the person is not likely to deal with, or has not dealt with, the disclosure properly or if they are otherwise uncomfortable with making the disclosure to that person. The Whistleblower Investigations Officer’s details are provided below:

Role	Name	Contact
Whistleblower Investigations Officer	Group General Counsel, David Tyler	david.tyler@zip.co

- (d) Any such disclosure should, where possible, be in writing and contain details of:
  - (i) the nature of the alleged conduct and when it is alleged to have occurred;
  - (ii) the person or persons responsible for or involved in the alleged conduct; the facts on which the discloser’s belief that the alleged conduct has occurred, and has been committed by the persons named, are founded; and
  - (iii) the nature and whereabouts of any further evidence that would substantiate the allegations contained in the disclosure, if known.
  
- (e) Disclosures can be made anonymously by sending a sealed letter to a Zip company at its registered office. The letter should be marked ‘Private and Confidential’ and for the attention of the Zip company and a person listed above. It will be delivered unopened

to that person. Disclosures made anonymously may, however, affect Zip's ability to investigate the matter properly and to communicate with a discloser about their disclosure.

- (f) The identity of the discloser will be redacted from correspondence before being forwarded to another person.
- (g) To avoid jeopardising an investigation, prior to the resolution of the matter, disclosers are required to keep confidential the fact that a disclosure has been made (subject to any legal requirements).

***Disclosures with an appropriate authority (outside Zip's procedures)***

Where a discloser does not wish to follow this process, the matter can be raised externally with an appropriate authority at any time. The appropriate authority will depend on the circumstances of the matter. **For examples of appropriate authorities please see the appropriate authority list detailed at the end of this Policy.**

However, where a disclosure includes international relations information, it must be made to an Ombudsman.

## 7. **PROCESS FOR DEALING WITH INFORMATION ABOUT SERIOUS WRONGDOING**

Zip considers any allegations of serious wrongdoing very seriously. In all cases, subject to the exceptions outlined below and provided for in the Act, all completed statements will go through a thorough investigation.

Within 20 working days of receiving a protected disclosure, the recipient of the disclosure (the "receiver") shall:

- (a) **Acknowledge** to the discloser the date the disclosure was received (and, if the disclosure was made orally, summarise the receiver's understanding of the disclosure); and
- (b) **Consider** the disclosure and whether it warrants investigation; and
- (c) **Check** with the discloser whether the disclosure has been made elsewhere (and any outcome); and
- (d) **Deal with** the matter by doing one or more of the following:
  - (i) investigating the disclosure;
  - (ii) addressing any serious wrongdoing by acting or recommending action;
  - (iii) referring the disclosure under section 15 of the Act;
  - (iv) deciding that no action is required (under section 14 of the Act); and
- (e) **Inform** the discloser (with reasons) about what the receiver has done or is doing to deal with the matter in accordance with the actions listed.

When it is impracticable to complete these actions within 20 working days, the receiver should do the actions described in (a) to (c) above within 20 working days and then shall:

- (a) **Inform** the discloser how long the receiver expects to take to deal with the matter; and
- (b) **Appropriately update** the discloser about progress; and
- (c) **Deal with** the matter as described in (d) above; and
- (d) **Inform** the discloser (with reasons) about what the receiver has done or is doing to deal with the matter in accordance with (d) above.

## 8. INVESTIGATION

The investigation can either be:

- (a) delegated to a more appropriate senior staff member to undertake, unless they are a party to the alleged wrongdoing;
- (b) delegated externally to a private investigator, if appropriate, or to Zip's nominated lawyer to undertake;
- (c) investigated by the receiver themselves with any legal advice, if appropriate; or
- (d) referred to another appropriate authority where it may be more suitably and conveniently investigated by that other appropriate authority.

All investigations will be undertaken in accordance with the principles of "natural justice". This means that all parties will be given adequate notice of meetings to discuss the issues raised and have time to prepare, the opportunity to be heard, and have the right to representation. The person undertaking the investigation will act independently and without bias.

## 9. EMPLOYEE RIGHTS & PROTECTION

No disciplinary action can be taken against an employee for making a protected disclosure, or for referring one to an appropriate authority. In addition, an employee who suffers retaliatory action for making a protected disclosure can take personal grievance proceedings under the Employment Relations Act. Retaliation includes dismissal, refusal or omission to afford favourable terms conditions or benefits, or other detriment or disadvantage. If the person making the disclosure is not an employee, they cannot be treated less favourably because of the disclosure. These protections apply even if the whistle-blower was mistaken and there was no serious wrongdoing, provided the disclosure was made in good faith.

If an employee discloses information in support of, or relating to, a protected disclosure, they will also be entitled to protection under the Act if disclosed in good faith and in accordance with the processes provided in this Policy.

## 10. CONFIDENTIALITY

Every receiver of a protected disclosure must use their best endeavours to keep confidential information that might identify the person who made the disclosure. However, a receiver need not keep the discloser's identity confidential if the discloser consents or there are reasonable grounds to believe that the release of the identifying information is essential –

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

Before releasing identifying information, if the release is essential:

- (a) for the effective investigation of the disclosure; or
- (b) to comply with the principles of natural justice;

the receiver must consult the discloser about the release.

If the release is essential:

- (a) to prevent a serious risk to public health, public safety, the health or safety of any individual, or the environment; or
- (b) to an investigation by a law enforcement or regulatory agency for the purpose of law enforcement;

the receiver must, if practicable, consult the discloser about the release.

After releasing identifying information for any reason listed above, the receiver shall inform the discloser.

## 11. FALSE ALLEGATIONS

The protections provided for in the Act do not apply where a false allegation is made (i.e., the person knows that it is false or acts in bad faith).

Protection under the Act does not apply where the disclosure of information is made outside of the provisions of the Act (e.g., the procedures are not used, or where the media are informed).

## 12. LEGAL PROFESSIONAL PRIVILEGE

Nothing in the Act authorises a person to disclose information protected by legal professional privilege.

### Examples of Appropriate Authorities (external):

- The head of any public sector organisation
- An officer of Parliament (but not a Minister or Member of Parliament)
- A membership body of a particular profession, trade or calling with the power to discipline its members; or
- One of the persons or bodies listed below:
  - Commerce Commission
  - Reserve Bank of New Zealand
  - WorkSafe New Zealand (where work-related)
  - Human Rights Commission
  - Department of Internal Affairs
  - Solicitor-General
  - Oranga Tamariki—Ministry for Children
  - Ombudsman
  - Commissioner of Police
  - Director of the Serious Fraud Office
  - Ministry of Education
  - Education Review Office
  - Ministry for the Environment
  - Department of Conservation
  - Financial Markets Authority
  - Controller and Auditor-General
  - Financial Markets Authority
  - Ministry of Health
  - Health and Disability Commissioner
  - Ministry of Business, Innovation, and Employment
  - Ministry of Housing and Urban Development
  - Inspector-General of Intelligence and Security only (see section 25)
  - Controller and Auditor-General
  - Independent Police Conduct Authority
  - Privacy Commissioner
  - Public Service Commission
  - The Treasury (for State-owned enterprises, Crown companies, and organisations named or described in Schedule 4 of the Public Finance Act 1989)
  - Ministry of Transport

### Version Control

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