

DISCLOSURE (Whistle-Blower) POLICY

Purpose:

The purpose of this policy and procedure is to ensure that AWF Madison Group operates an appropriate internal procedure for receiving and dealing with allegations of and information about serious wrongdoing by individuals within or by the AWF Madison Group, in accordance with the provisions of the Protected Disclosures Act 2000.

Whilst the Purpose of the Protected Disclosures Act (the Act) is to promote the public interest by:

1. Facilitating the disclosure and investigation of matters of serious wrongdoing in or by an organisation; and
2. By protecting staff who, in accordance with the Act, make disclosures of information about serious wrongdoing in or by an organisation;

- it plays a role in the appropriate governance of AWF Madison Group Limited.

Organisational Scope:

The policy applies to all AWF Madison Group (the Company) employees and includes:

1. All current salaried employees, contract, temporary (including on hired) or permanent
2. Former employees;
3. Individuals contracted to the Company under contracts for services.

Definition:

“**Serious wrongdoing**” under the Act, is defined as including any serious wrongdoing of any of the following types:

- An unlawful, corrupt, or irregular use of company funds or resources; or
- An act, omission, or course of conduct that constitutes a serious risk to health or safety or the environment; or
- An act, omission, or course of conduct that constitutes a criminal offence or a breach of any legislation relevant to the company’s obligations; or
- An act, omission, or course of conduct by an employee of the company that is oppressive, improperly discriminatory, or grossly negligent, or that constitutes gross mismanagement.

Policy:

a) Compliance with the Policy

Compliance will be managed by the Company Secretary on behalf of the Board. Any issues identified will be reported to the Board.

Disclosures are to be made in writing to:
David Lazarus
Company Secretary/General Counsel
AWF Madison Group Limited
Email: company.secretary@awfmadison.co.nz

Or to the Chairman (as the case may be), to:
Ross Keenan
Chairman
AWF Madison Group Limited
Email: ross@rbktouchdown.co.nz

All disclosures should promptly be made to the Company Secretary so that investigations can occur and any resulting appropriate course of action can be taken. However, in cases where the allegation is against a Senior Manager, disclosure should be made directly to the Chief Executive Officer (CEO); or if the matter is in relation to the CEO, then the Chairman of the Board must be approached.

b) When Information May be Disclosed

Employees may, in the course of carrying out their duties, have access to, or come into contact with, information of a confidential nature. Terms and conditions of employment provide that employees are under an obligation not to disclose or make use of confidential information relating to or belonging to the company, in any form whatsoever, unless they are authorised to do so.

However, employees may make a 'protected disclosure' of certain information in the interests of the Company and good governance. In order to be 'protected' a disclosure must relate to a specific subject matter and the disclosure must also be made according to the procedure referred to below. Any information disclosed in accordance with the below, is regarded as a protected disclosure.

If an employee in the course of employment becomes aware of information:

- About allegations of or serious wrongdoing within or about AWF Madison Group; and
- Believes on reasonable grounds that the information is true or likely to be true; and
- Wishes to disclose the information so that the allegations of or serious wrongdoing can be investigated; and
- Wishes the disclosure to be protected.

c) Confidentiality

Employees will not be disadvantaged by making a disclosure in accordance with this Policy. Every person to whom a protected disclosure is made or referred must use his or her best endeavours not to disclose information that might identify the employee who made the protected disclosure unless:

- The person consents in writing to the disclosure of that information; or
- The person who has acquired knowledge of the protected disclosure reasonably believes that disclosure of identifying information -
 - is essential to the effective investigation of the allegations in the protected disclosure; or
 - is essential to prevent serious risk to public health or public safety or the environment; or
 - is essential to maintaining the principles of natural justice.

d) Action Taken in Response to Disclosure

The person making the disclosure will be advised of what action or recommended action will be taken in response to the disclosure within 20 working days after the disclosure is made.



a) False Allegations

It must be noted that there is no protection under the Act or section 66(1) (a) of the Human Rights Act 1993 for disclosures that are made in bad faith or where the person making the disclosure of information knows the disclosure to be false.

Please note if you believe on reasonable grounds that the information you disclose is about serious wrongdoing in or by the Company or someone in the Company, but the belief is mistaken, the information will be treated as complying with the Act for the purposes of the protections conferred by this Act and by section 66(1) (a) of the Human Rights Act 1993.

For further guidance in relation to this matter or concerning the use of the Disclosure Policy and/or the Protected Disclosures Act 2000, all employees should speak to the Company Secretary/General Counsel.

APPROVED BY THE BOARD