



EROAD LIMITED

Whistle-Blower Policy

EROAD'S COMMITMENT TO INTEGRITY AND TRUST

This policy demonstrates EROAD's commitment to encouraging staff to speak up about serious misconduct or serious wrongdoing in the workplace. EROAD expects all employees to comply with the law and adhere to the highest standards of ethical conduct. This is particularly important given EROAD is in a privileged position as a collector of public funds on behalf of the NZ Transport Agency.

All EROAD employees have a responsibility to report actual or potential serious misconduct or serious wrongdoing to the appropriate person as set out in this policy.

The policy applies to all employees, contractors, secondees and suppliers to EROAD. This policy should be read alongside EROAD's Code of Ethics.

WHAT IS EROAD'S WHISTLE-BLOWER POLICY?

EROAD's Whistle-Blower Policy provides a clear pathway for resolving issues that can arise in the workplace. The Whistle-Blower Policy tells you what to do when you know of, or are part of, serious misconduct or serious wrongdoing.

(a) What is Serious Misconduct?

Serious Misconduct means activities in the workplace that are not in-line with EROAD's values. This includes:

- breaking the law or EROAD's policies (for example cartel conduct, acting without EROAD's authorisation, filing false expense claims or making misleading representations to customers);
- bullying and harassment;
- unsafe practices; and
- actions that could harm EROAD's reputation.

(b) What is Serious Wrongdoing?

Serious Wrongdoing is a legal term which is defined by the *Protected Disclosures Act 2000* to include:

- unlawful, corrupt or irregular use of public money (this includes Road User Charges which EROAD collects on behalf of the NZ Transport Agency);
- conduct that is a serious risk to public health, safety, the environment or the operation of the law; and
- any criminal offence.

HOW SHOULD I MAKE EROAD AWARE OF SERIOUS MISCONDUCT OR SERIOUS WRONGDOING?

If you believe there is something you should make EROAD aware of (whether it is Serious Misconduct or Serious Wrongdoing), your first port of call should be your manager. If, for any reason, you do not believe your manager is the appropriate person to tell, you should tell:

- the Chief People Officer if it relates to an employment matter (such as bullying or harassment); or



- the EVP, General Counsel for any other matter.

If you believe the Chief People Officer or the EVP, General Counsel are involved in the Serious Misconduct or Serious Wrongdoing or have a conflict of interest, you should contact the Head of the Finance, Risk and Audit Committee.

These people can be contacted at the following email addresses:

- Chief People Officer: mike.sweet@eroad.com
- EVP, General Counsel: mark.heine@eroad.com
- Head of Finance, Audit and Risk Committee: FRACChair@eroad.com

WHAT WILL HAPPEN AFTER I HAVE TOLD EROAD ABOUT AN INCIDENT?

You will not, and cannot, be punished or treated any differently by EROAD for making an honest report of Serious Misconduct or Serious Wrongdoing. EROAD will also protect you from any harassment or retaliation as a consequence of the report.

Any person who knowingly makes a false report may be subject to disciplinary action.

(a) Resolving the concern

EROAD takes all concerns seriously. The person you tell about the incident will assess your concern. If they are able to resolve the issue, they will do so. However, they may need support from a more senior person to adequately address the issue. If that is the case, they will report what you have told them to the appropriate person under this Policy.

We may seek further information from you or from other people about the incident.

To the extent possible, you will be updated regarding progress and the ultimate outcome of any complaint and the associated investigation.

(b) Maintaining confidentiality

EROAD will endeavour to keep your identity confidential. However, EROAD may have to disclose your identity where:

- EROAD cannot effectively investigate the allegations without disclosing your identity;
- maintaining confidentiality in your identity creates a serious risk to public health or safety, or the environment; or
- EROAD cannot fairly raise your concerns with the people involved without disclosing your identity.

Approved by Board 25 January 2019