



Whistleblower Policy

**nib holdings limited ABN 51 125 633 856 and all related entities
within the nib Group (“the nib Group”) or (“nib”)**

Dated **29 May 2020**

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1 Introduction

At nib we are guided by our nib Group values. These values are the foundation of how we behave and interact with each other, our members, suppliers, shareholders, and other stakeholders. Together our values reflect the priorities of the business and provide guidance in decision making.

nib's Code of Conduct and other policies have been developed to align with our values to ensure that we observe the highest standards of fair dealing, honesty and integrity in our business activities.

Our Whistleblower Policy (this "**Policy**") has been put in place to ensure employees and other Disclosers can raise concerns regarding any misconduct or improper state of affair or circumstances (including unethical, illegal, corrupt or other inappropriate conduct) without being subject to victimisation, harassment or discriminatory treatment.

This Policy will be made available to nib Group's officers and employees through the Intranet, and will be publically available on the nib internet site.

2 Purpose

This Policy aims to:

- encourage Disclosers to report an issue if they have reasonable grounds to believe that someone within the nib Group has engaged in serious wrongdoing;
- outline how nib will deal with whistleblowing reports; and
- set out the avenues available to Disclosers to report serious wrongdoing to nib. Whilst it is generally expected that these issues will be raised through the normal channels of line management, reporting by other avenues may be appropriate or necessary in certain situations.

3 Who does this Policy apply to?

Reports can be made under this Policy by anyone who is, or has been, any of the following with respect to any entity within the nib Group:

- employees (including permanent, part-time, casual, fixed term or temporary employees, interns, and secondees);
- Directors;
- officers;
- contractors (including employees of contractors);
- suppliers (including employees of suppliers);

- associates;
- consultants; and
- Relatives, dependants, spouses, or dependents of a spouse of any of the above.

A “**Discloser**” is any of the above individuals who makes a report in accordance with this Policy.

The protections in this Policy will also apply to anyone who has made a disclosure of information relating to an entity in the nib Group to a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to whistleblowing protection laws.

A Discloser may also be eligible for protection as a whistleblower under the *Corporations Act 2001* (Cth) in certain circumstances. More information on this is in **Appendix 2**.

4 Matters that should be reported

Any matter that a Discloser has reasonable grounds to suspect is misconduct or an improper state of affairs or circumstances in relation to an nib Group company should be reported in accordance with this Policy. Please note that personal work related grievances (as defined below) are excluded from this Policy and will be handled under the Grievance Policy.

Reportable Matters include any conduct that constitutes:

- an offence against, or a contravention of the *Corporations Act 2001* (Cth), the *Australian Securities and Investments Commission Act 2001* (Cth); the *Insurance Act 1973* (Cth) the *Life Insurance Act 1995* (Cth), or any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more;
- a danger to the public or the financial system (even if it does not involve a contravention of a particular law);
- dishonest behavior;
- fraudulent activity;
- unlawful, corrupt or irregular use of company funds or practices;
- illegal activities (including theft, dealing in or use of illicit drugs, violence or threatened violence and criminal damage against property);
- unethical behavior, including anything that would breach the nib Code of Conduct;
- improper or misleading accounting or financial reporting practices;
- behaviour that is oppressive, discriminatory or grossly negligent;
- an unsafe work-practice;
- any behaviour that poses a serious risk to the health and safety of any person at the workplace;
- a serious risk to public health, public safety or the environment;

- causing or threatening to cause Detriment to a Discloser who has made a report under this Policy, or who is believed or suspected to have made or be planning to make a report under this Policy; or
- any other conduct which may cause loss to nib or be otherwise detrimental to the interests of nib.

4.1 Personal Work-Related Grievances

Personal work related grievances are not covered under this Policy and should be reported to your line manager or People and Culture representative in accordance with the Grievance Policy. A “**Personal workplace grievance**” means a grievance about any matter in relation to the Discloser’s employment, or former employment, having (or tending to have) implications for the Discloser personally. This includes:

- an interpersonal conflict between the Discloser and another employee;
- a decision relating to the engagement, transfer or promotion of the Discloser;
- a decision relating to the terms and conditions of engagement of the Discloser; and
- a decision to suspend or terminate the engagement of the Discloser, or otherwise to discipline the Discloser.

However, it does not include:

- any conduct that would be considered victimisation of an individual because they have made, may have made, or propose to make a report under this Policy; or
- a matter that would have significant implications for any nib Group company.

Reports that are not about a Reportable Matter will not qualify for protection under the *Corporations Act* (or the *Taxation Administration Act*, where applicable) although these reports may be protected under other legislation such as the *Fair Work Act 2009* (Cth).

4.2 Reasonable Grounds

A Discloser must have reasonable grounds for a report made under this Policy. A mere allegation with no supporting information is unlikely to be considered as having reasonable grounds. However a Discloser does not need to prove their allegations. A Discloser will still qualify for protection under this Policy even if their disclosure turns out to be incorrect.

4.3 False Reports

The reporting of false information is taken very seriously by nib. Individuals who deliberately or knowingly report false information will not be able to

access the protections available under this Policy for Disclosers, or any legal protections, and individuals who are employees, officers or contractors of a nib Group company may be subject to disciplinary action or termination of engagement.

5 Responsibility to report

The nib Group relies on its employees to help maintain and grow its culture of honest and ethical behavior. It is therefore expected that any employee who becomes aware of a Reportable Matter will make a report.

6 Making a report

The following channels are available for reporting Reportable Matters. If a Discloser has any questions or wishes to obtain additional information before making a report, he or she should contact the Whistleblower Protection Officer or obtain independent legal advice.

6.1 Internal Reporting for Employees

Employees should first report any matters of concern to their direct line manager or People and Culture advisor.

Where this is not appropriate, where the person making a report does not feel comfortable making an internal report, or where an employee has made an internal report but no action has been taken within a reasonable time, the report can be made using nib Group's external independent whistleblower service, Fair Call.

6.2 External Hotline Service

A Discloser may make a report to nib's external independent whistleblowing service using any of the following methods:

- email to faircall@kpmg.com.au (or nib@ethics-hotline.com within China only); or
- calling the hotline number **1800 500 965** within Australia or **0800 100 526** within New Zealand;
- calling the hotline number outside of Australia or New Zealand (refer to **Appendix 1** and relevant policy Addendum);
- visiting online <https://www.kpmgfaircall.kpmg.com.au/NIB>
- by post to "The Fair Call Manager, PO Box H67 Australia Square, Sydney NSW 1213
- by fax to +61 2 9335 7466

Calls will be received by the KPMG Fair Call service on recognised business

days between 7.00 AM and 5.00 PM (AEST). Outside these times, a Discloser may leave a voicemail, or chose to have their call received by KPMG in South Africa. If a voicemail is left with sufficient details, KPMG Australia will return the call upon resumption of the hotline's normal business hours (as set out above). Calls are not recorded. The operators taking the call on this hotline are not associated with nib Group. They are trained and experienced specialists dedicated to dealing with whistleblowers and their concerns. Whistleblowers will be provided with a confidential reference number by the Fair Call operator.

The Fair Call operator will prepare a report which details the wrongdoing reported by the Whistleblower. All Fair Call reports will be forwarded to the WPO for action and/or referral to the WIO.

Reports made under this Policy should describe the grounds for the report and provide as much detail as possible of all relevant facts and supporting documentation (if any).

nib has appointed KPMG as an Eligible Recipient to receive Disclosures under the Corporations Act 2001 (Cth) and/or Taxation Administration Act 1953 (Cth). KPMG will treat all Disclosures in accordance with the attached policy: <http://www.kpmg.com/AU/faircallprivacy>

6.3 Reporting to the Whistleblower Protection Officer

The nib Group has appointed a Whistleblower Protection Officer (**WPO**) who will safeguard the interests of Discloser making reports under this Policy and will ensure the integrity of the reporting mechanism. The current WPO is the Group Chief Risk Officer Roslyn Toms, who is contactable on +61 408 733 740.

If a Discloser is unable to use the external reporting mechanism for any reason, a report can be made directly to the Whistleblower Protection Officer (WPO). Reports to the WPO:

- must be made in person or by telephone; and
- the Discloser must first inform the WPO that they wish to make a report under this Policy, so that the WPO can make appropriate arrangements in relation to confidentiality.

6.4 Reporting to Eligible Recipients

If a Discloser is unable to use any of the above reporting channels, a disclosure can be made to an "eligible recipient" within the company. Eligible recipients in relation to a nib Group company are:

- officers;
- Directors;

- senior managers;
- auditor or member of an internal or external audit team conducting an audit; and
- actuaries.

Reports to an eligible recipient:

- must be made in person or by telephone; and
- the Discloser must first inform the eligible recipient that they wish to make a report under this Policy, so that the eligible recipient can make appropriate arrangements in relation to confidentiality.

An eligible recipient may direct the Discloser to make the report to the external whistleblowing service, or to the WPO, if they consider it appropriate in the circumstances.

Other External Reporting Channels

nib encourages employees and other Disclosers to make a report to nib in the first instance, so that it can identify and address wrongdoing as early as possible. However, the Discloser may make a report about a Reportable Matter to an external party (such as ASIC, APRA or the ATO) as set out in **Appendix 2**.

7 Support and Protections Available to Disclosers

7.1 Civil, Criminal and Administrative Liability Protection

A Discloser will not be subject to any civil, criminal or administrative liability (e.g. disciplinary action) for making a report that is covered by this Policy, or for participating in any subsequent investigation by a nib Group company. However, these protections do not mean that a Discloser has immunity for their own conduct that is revealed in a report.

7.2 Prohibition of Reprisals

No employee, officer or contractor of a nib Group company may subject a Discloser to any Detriment because they have made or propose to make a report in accordance with this Policy. It is also a breach of this Policy to make a threat to cause Detriment to a Discloser (or another person) in relation to a report made under this Policy. Any such action will be treated as serious misconduct, and will be dealt with in accordance with nib's disciplinary procedures.

“**Detriment**” includes (without limitation):

- i. dismissal;
- ii. injury of an employee in his or her employment;

- iii. alteration of an employee's position or duties to his or her disadvantage;
- iv. discrimination between an employee and other employees of the same employer;
- v. harassment or intimidation;
- vi. harm or injury (including psychological harm);
- vii. damage to a person's property; and
- viii. reputational, financial or any other damage to a person.

Detriment does not include administrative action that is reasonable to protect a Discloser from Detriment (for example a temporary transfer), or reasonable management action in relation to managing an employee's work performance, if the action is in line with nib's performance management framework.

If a Discloser believes they have suffered or may suffer Detriment because they have made a report under this Policy, or if any person has threatened to cause Detriment to them or another person in connection with a report, they should immediately report the matter to a WPO. Further information on legal protections and remedies for reprisals against a Discloser is set out in [Appendix 2](#).

7.3 Anonymous Reporting

A report can be made anonymously. However, it may be difficult for nib to properly investigate or take other action to address the matters disclosed in anonymous reports. A Discloser providing their identity will also assist in monitoring their wellness and protections against Detriment.

In circumstances where the Discloser has not consented to the disclosure of their identity, the matter may be referred for investigation, but the investigator will be required to take all reasonable steps to reduce the risk that the Discloser will be identified as a result of the investigation.

A Discloser who wishes to remain anonymous should maintain ongoing two-way communication with nib so that nib can ask follow-up questions or provide feedback. Disclosers who wish to remain anonymous are encouraged to use the external hotline reporting system.

Information about a Discloser's identity and information that is likely to lead to the identification of the Discloser may be disclosed in the following circumstances:

- Where the information is disclosed to ASIC, APRA or the Australian

- Federal Police;
- Where the information is disclosed to a legal practitioner for the purpose of obtaining legal advice in relation to the operation of applicable whistleblowing protection laws; or
- Where the Discloser consents.

Information that may be likely to lead to the identification of the Discloser may be disclosed without consent if:

- The information does not include the Discloser's identity;
- all reasonable steps have been taken to reduce the risk that the Discloser will be identified from the information; and
- It is reasonably necessary for investigating the issues raised in the report.

It is illegal for a person to identify a Discloser or disclose information that is likely to lead to the identification of a Discloser, apart from the exceptional circumstances described above. If a Discloser is concerned about possible reprisals if their identity is revealed, they should contact the Whistleblower Protection Officer so that appropriate measures can be taken to protect them.

Further information on anonymity protections is set out in [Appendix 2](#).

7.4 Support for Disclosers

Support available for Disclosers includes:

- connecting the Discloser with access to the Employee Assistance Program (EAP);
- appointing an independent support person from the People and Culture team to deal with any ongoing concerns they may have; or
- connecting the Discloser with third party support providers such as Lifeline (13 11 14) and Beyond Blue (1300 22 4636).

Use of these support services by a Discloser may require the Discloser to consent to disclosure of their identity or information that is likely to lead to the discovery of their identity.

8 Resources

The Board of nib holdings limited, through the Risk & Reputation Committee, governs and is responsible for the ultimate decision-making power regarding reports and investigations under this Policy.

8.1 Whistleblower Protection Officer (“WPO”)

The Whistleblower Protection Officer will safeguard the interests of Discloser making reports under this Policy and will ensure the integrity of the reporting mechanism. The WPO will refer any reports that require further investigation to the Whistleblower Investigation Officer.

The WPO reports directly to the Managing Director/Chief Executive Officer (“**MD/CEO**”) and the Risk & Reputation Committee. The WPO also has access to independent advisers as and when required. The current WPO is the Group Chief Risk Officer.

8.2 Whistleblower Investigations Officer (“WIO”)

The nib Group has also appointed a Whistleblower Investigations Officer (**WIO**) who will carry out or supervise the investigation of reports made under this Policy. The current WIO is the nib Group Head of Compliance and Governance.

The WPO and WIO act independently of each other and the responsibilities of these roles do not reside with one person.

9 Reports concerning the MD/CEO, WPO and WIO

If a report involves the MD/CEO, the WPO and the WIO (or all three representatives for the avoidance of doubt), this will be directed to the Chair of the nib holdings limited Board for investigation and further action.

10 Investigating a report

10.1 Assessment of Report

The WPO will conduct an initial assessment of a report made under this Policy to assess whether it concerns a Reportable Matter, whether a formal, in-depth investigation is required, and whether the matter may be investigated or confirmed in other ways. An investigation may not be possible if the Discloser cannot be contacted or further details cannot be obtained (for example, if a report is made anonymously and no contact details are provided).

If the WPO is implicated in the report, the WPO must not have any involvement in the initial assessment and the matter may be referred directly to the WIO. If both the WPO and the WIO are implicated, the matter may be referred directly to the Chairman of the Board of Directors.

10.2 Investigation

To the extent that they include sufficient detail and are able to be investigated, reports of Reportable Matters made under this Policy will be

investigated as soon as possible after the matter has been reported. A report may be investigated by the WIO. Where the WIO deems necessary, the WIO may use an external investigator to conduct an investigation, either in conjunction with the WIO or independently. Where the WIO deems necessary, the WIO may also use an external expert to assist with an investigation. All investigations will be conducted in a fair and independent manner, as is reasonable and appropriate having regard to the nature of the Reportable Matter and all of the circumstances, and all reasonable efforts will be made to preserve confidentiality of an investigation.

- Where appropriate, the subject(s) of the report will be informed of the allegations and have an opportunity to respond.
- Where appropriate, the WPO will update the Discloser on the progress of the investigation. A Discloser must keep confidential any details of the investigation, its progress or its outcome.

To avoid jeopardizing an investigation, a Discloser who has made a report under this Policy is required to keep confidential the fact that a report has been made (subject to any legal requirements).

Where a Discloser wishes to remain anonymous, the Discloser's identity will not be disclosed to the investigator or to any other person. Information that is likely to lead to the identification of the Discloser can be disclosed without the Discloser's consent, provided that:

- It is disclosed for the purpose of reasonably investigating the matter; and
- All reasonable steps are taken to reduce the risk that the Discloser will be identified.

10.3 Investigation outcomes

The method of documenting and reporting the findings of an investigation will depend on the nature of the report. Where a formal investigation is conducted, the investigator will provide a report to the WPO documenting the investigator's findings. This report must be kept strictly confidential and disclosed only to those who have a need to know the information.

Where appropriate, and where the Discloser is able to be contacted, the WPO will inform the Discloser of the outcome of an investigation.

The outcome of the investigation may result in disciplinary action for officers and employees up to and including dismissal without notice. Serious criminal matters will be reported to the police or the appropriate regulatory authorities.

11 Fair Treatment of Persons Implicated or Mentioned in a Report

No action will be taken against employees or officers who are implicated in a report under this Policy until an investigation has determined whether any allegations against them are substantiated. However, an employee or officer who is implicated may be temporarily stood down on full pay whilst an investigation is in process, or may be temporarily transferred to another office, department or workplace, if appropriate in the circumstances. Any such stand-down or temporary transfer may only continue for the duration of the investigation. If the investigation determines that the allegations are not substantiated, the employee officer must be immediately reinstated to full duties.

Any disclosures that implicate an employee or officer must be kept confidential, even if the Discloser has consented to the disclosure of their identity, and should only be disclosed to those persons who have a need to know the information for the proper performance of their functions under this Policy, or for the proper investigation of the report. An employee or officer who is implicated in a report has a right to be informed of the allegations against them, and must be given an opportunity to respond to those allegations and provide additional information, if relevant, in the course of an investigation into those allegations (subject to the Discloser's right to anonymity).

Support available for persons implicated in a report under this Policy includes:

- connecting the person with access to the Employee Assistance Program (EAP);
- appointing an independent support person from the People and Culture team to deal with any ongoing concerns they may have; or
- connecting the person with third party support providers such as Lifeline (13 11 14) and Beyond Blue (1300 22 4636).

12 Investigation feedback

Wherever possible, and assuming that the identity of the Discloser is known, the Discloser will be kept informed of the progress and outcomes of the investigation, subject to privacy and confidentiality considerations.

13 Reports to other bodies

In certain circumstances a Discloser may have a legal obligation to make a report to a statutory body or government department. Disclosers should ensure that they comply with all such reporting requirements. The WPO can advise Disclosers on these reporting obligations.

14 Breach of this Policy

Any breach of this Policy will be taken seriously and may result in counselling and/or disciplinary action, up to and including summary dismissal.

15 General

It is a condition of any employment or engagement by nib that all employees, officers and contractors must comply at all times with this Policy. However, this Policy does not form part of any agreement between any person and any nib Group company, nor does it constitute terms and conditions of any person's employment or engagement with a nib Group company.

This Policy will be made available to officers and employees of all nib Group companies by making it accessible through the Intranet, and it will be publically available on the nib internet site.

16 Review of the policy

The WPO will report to the Board of nib on a regular basis regarding the effectiveness of this Policy, and nib's whistleblowing processes. All such reports shall be de-identified and shall ensure confidentiality of Disclosers. If a report under this Policy relates to serious misconduct or involve a serious risk to nib, the WPO may immediately notify the Board.

This Policy will be reviewed every two years to ensure it remains consistent with all relevant legislative requirements, as well as the changing nature of the organisation. This Policy may be amended, withdrawn or replaced from time to time at the sole discretion of nib.

Policy Owner: Group Executive – Legal and Chief Risk Officer

Approved By: Board of Directors

Last Updated: 29 May 2020

Appendix 1 *FairCall* Service Channels

The following table provides the *FairCall* service channels available across nib locations.

Location	Whistleblower Hotline	Email	Web Portal	Post	Fax
Australia	1800 500 965	FairCall@kpmg.com.au	www.kpmgfaircall.kpmg.com.au/nib	The FairCall Manager	+61 2 9335 7466
New Zealand	0800 100 526			KPMG Forensic	
Brazil	0800 892 0373			PO Box H67	
Canada	1844 874 4045			Australia Square	
India	0008 000 402 232			Sydney NSW Australia 1213	
Ireland	1800 200 625				
Philippines	1800 1611 0324				
Thailand	1800 011 807				
United Kingdom	0808 234 7091				
United States of America	1866 8849 435				
China	N/A	nib@ethics-hotline.com	N/A	N/A	

Appendix 2 Protections for Whistleblowers under the Corporations Act

A Discloser may qualify for protection as a whistleblower under the *Corporations Act 2001* (Cth) if they are an 'eligible whistleblower' in relation to a nib Group company, and:

- they have made a disclosure of information relating to a 'disclosable matter' directly to an 'eligible recipient', or to ASIC, the Australian Prudential Regulation Authority (APRA) or another Commonwealth body prescribed by regulation;
- they have made a disclosure to a legal practitioner for the purposes of obtaining legal advice or legal representation about the operation of the whistleblower provisions in the Corporations Act (even in the event that the legal practitioner concludes that a disclosure does not relate to a 'disclosable matter'); or
- they have made an 'emergency disclosure' or a 'public interest disclosure'.

Public interest disclosures and emergency disclosures

Disclosures can be made to a journalist or a parliamentarian under certain circumstances and qualify for protection under the Corporations Act. These kinds of disclosures must meet several legal requirements, as described below, in order for the discloser to be subject to the whistleblower protections under the law. A Discloser should obtain independent legal advice to ensure that they understand the criteria for making an emergency disclosure or a public interest disclosure that qualifies for protection.

An **Emergency Disclosure** is the disclosure of information to a journalist or parliamentarian, where:

- a) the discloser has previously made a disclosure of the information to ASIC, APRA or another Commonwealth body prescribed by regulation;
- b) the discloser has reasonable grounds to believe that the information concerns a substantial and imminent danger to the health or safety of one or more persons or to the natural environment;
- c) before making the emergency disclosure, the discloser has given written notice to the body to which the previous disclosure was made that:
 - (i) includes sufficient information to identify the previous disclosure; and
 - (ii) states that the discloser intends to make an emergency disclosure; and
- d) the extent of the information disclosed in the emergency disclosure is no greater than is necessary to inform the journalist or parliamentarian of the substantial and imminent danger.

A **Public Interest Disclosure** is the disclosure of information to a journalist or a parliamentarian, where:

- a) at least 90 days have passed since the discloser made the disclosure to ASIC, APRA or another Commonwealth body prescribed by regulation;
- b) the discloser does not have reasonable grounds to believe that action is being, or has been taken, in relation to their disclosure;
- c) the discloser has reasonable grounds to believe that making a further disclosure of the information is in the public interest; and
- d) before making the public interest disclosure, the discloser has given written notice to the body to which the previous disclosure was made that:
 - (i) includes sufficient information to identify the previous disclosure; and
 - (ii) states that the discloser intends to make a public interest disclosure.

Legal Protections

The following protections are available to whistleblowers who make a protected disclosure under the Corporations Act or the Taxation Administration Act (whether that disclosure is made internally, or to an external body such as ASIC, APRA, a legal practitioner or is a public interest or an emergency disclosure):

- Protection of the whistleblower's identity, if he or she wishes to remain anonymous;
- Protection from Detriment because of making a protected disclosure;
- The right to claim compensation for loss, damage or injury caused to the Whistleblower because of a protected disclosure;
- Protection from civil, criminal and administrative liability because of making the protected disclosure.

Anonymous Reports

A report can be made anonymously and still be protected under the Corporations Act. A Whistleblower can choose to remain anonymous while making a disclosure, over the course of the investigation and after the investigation is finalised. A Whistleblower can refuse to answer questions that they feel could reveal their identity at any time, including during follow-up conversations.

Legal Remedies

A Whistleblower that suffers loss, damage or injury because of a protected disclosure may seek compensation and other remedies through the courts. A Whistleblower should seek independent legal advice if they wish to obtain such a remedy. A Whistleblower

may also contact regulatory bodies such as ASIC or APRA (or the ATO, in the case of a tax related report) if they believe that they have suffered Detriment due to making a report about a disclosable matter, or if there has been a breach of confidentiality such as a disclosure of their identity without their consent.

Addendum: New Zealand

**Whistleblower Policy:
New Zealand Addendum**

Dated: 2 June 2020

The nib Global Whistleblower Policy is amended as follows for compliance with New Zealand law and best practice:

3 Who does this Policy apply to?

The following sentence should be appended to clause 3:

“A Discloser may also be eligible for protection under the Protected Disclosures Act 2000 in certain circumstances. More information on this is in the appendix to this addendum.

4 Matters that should be reported

Clause 4 is replaced as follows:

“Any matter that a Discloser genuinely believes is serious wrongdoing should be reported in accordance with this Policy. Issues related to an employee’s employment, human resources and industrial relations are managed under separate mechanisms and policies and are excluded from this Policy.

Reportable Matters include, but are not limited to, any conduct that involves:

- fraudulent activity;
- unlawful, corrupt or irregular use of company funds or practices;
- an act, omission, or course of conduct that constitutes a serious risk to the maintenance of law, including the prevention, investigation and detection of offences, and the right to a fair trial;
- illegal activities (including theft, dealing in or use of illicit drugs, violence or threatened violence and criminal damage against property);
- improper or misleading accounting or financial reporting practices;
- a serious risk to public health, public safety or the environment;

- an act, omission, or course of conduct by a public official that is oppressive, improperly discriminatory, or grossly negligent, or that constitutes gross mismanagement;
- any other conduct which may cause loss to nib or be otherwise detrimental to the interests of nib.”

4.1 Personal Work-Related Grievances

The last sentence of clause 4.1 is replaced as follows:

“Reports that are not about a Reportable Matter in New Zealand will not qualify for protection under the Protected Disclosures Act 2000, although they may be protected under other legislation such as the Employment Relations Act 2000.”

6.4 Reporting to Eligible Recipients

Other External Reporting Channels

This section of clause 6.4 is amended as follows:

“nib encourages employees and other Disclosers to make a report to nib in the first instance, so that it can identify and address wrongdoing as early as possible. However, an employee may make a report about a Reportable Matter to an external party as set out in the appendix to this addendum.

7.2 Prohibition of Reprisals

The last sentence of clause 7.2 is replaced as follows.

“Further information on legal protections and remedies for reprisals against New Zealand employees is set out in the appendix to this addendum.”

7.3 Anonymous Reporting

The last sentence of clause 7.3 is replaced as follows:

“Further information on confidentiality protections under New Zealand law is set out in the appendix to this addendum.”

10.2 Investigation

The last section of Clause 10.2 is amended as follows:

“Where a Discloser wishes to remain anonymous, the Discloser’s identity will not be disclosed to the investigator or to any other person. Information that is likely to lead to the identification of the Discloser may be disclosed without the Discloser’s consent, provided that:

- It is essential for the purpose of reasonably investigating the matter; or
- It is essential to prevent serious risk to public health or public safety or the environment; or
- It is essential having regard to the principles of natural justice; and
- All reasonable steps are taken to reduce the risk that the Discloser will be identified.”

Appendix 2

Appendix 2 and any references to Appendix 2 are deleted.

Appendix

Protections under the Protected Disclosures Act 2000.

- 1 A person who makes a disclosure under this policy may qualify for protection under the Protected Disclosures Act 2000. A protected disclosure is where an employee who discloses information about serious wrongdoing in nib is protected from the risk of potential retaliation.
- 1.1 An employee who wishes to make a protected disclosure must:
 - a Have information about serious wrongdoing by or at nib;
 - b Make the disclosure in good faith;
 - c Believe on reasonable grounds that the information they have about serious wrongdoing is true, or likely to be true;
 - d Want the information to be investigated; and
 - e Want their disclosure to be protected.
- 2 Under the Protected Disclosures Act 2000, the disclosure must be made in accordance with internal procedures. However, a technical failure to comply with this requirement may not prevent the disclosure from being protected if the employee has substantially complied with the requirements at 1.1(a) – (e) above.
- 2.1 An employee can make a protected disclosure in writing, by email, telephone or in person. When reporting serious wrongdoing employees should identify the person or persons they believe are involved in serious wrongdoing and specify the nature of the serious wrongdoing.
- 3 Serious wrongdoing under the Protected Disclosures Act 2000 includes serious wrongdoing of any of the following types:
 - a Unlawful, corrupt or irregular use of funds or resources or a public sector organisation; or
 - b An act, omission or course of conduct that constitutes a serious risk to public health or public safety or the environment; or
 - c An act, omission or course of conduct that constitutes a serious risk to the maintenance of law, including the prevention, investigation, and detection of offences and the right to a fair trial; or
 - d Act or omission or cause of conduct that constitutes an offence; or
 - e Act or omission that is oppressive, improperly discriminatory, grossly negligent, or that constitutes gross mismanagement.

- 4 If the disclosure qualifies as a protected disclosure under the Protected Disclosures Act 2000, the person making the disclosure may have the following protections where relevant:
 - a Confidentiality, unless:
 - i That person gives written consent that his or her identity may be disclosed; or
 - ii The investigator reasonably believes that disclosure of the person's identity is essential to an effective investigation, to prevent serious risk to public health or safety or the environment, or is having regard to the principles of natural justice.
 - b Immunity from liability to any civil or criminal proceeding or to a disciplinary proceeding, unless:
 - i The person making the disclosure is considered consequent to any investigation or by admission to be the serious wrongdoer
 - c Protection from reprisals. Reprisals are adverse reactions taken against a person as a result of them making a protected disclosure in accordance with this Policy (subject to the whistle blower not being the perpetrator). For the purposes of this Policy reprisals include (but are not limited to):
 - i Dismissal or demotion;
 - ii Any form of victimisation, intimidation or harassment;
 - iii Discrimination;
 - iv Current or future bias;
 - v Action causing injury, loss or damage; and
 - vi Threats (expressed or implied, conditional or unconditional) to cause detriment, as well as actually causing detriment.
- 5 If the employee making the protected disclosure believes on reasonable grounds that:
 - a the CEO and the Board of Directors may be involved in the serious wrongdoing alleged in the disclosure; or
 - b that immediate reference to an appropriate authority is justified by the urgency of the matter or other exceptional circumstances; or
 - c that there has been no action or recommended action on the matter to which the disclosure relates within 20 working days after the date on which the internal disclosure was made,the disclosure may be made to an appropriate external authority.
- 5.1 The appropriate external authority will be dependent on the nature of the perceived or suspected serious wrongdoing and may include:
 - a the Commissioner of Police;

- b the Controller and Auditor-General;
- c the Director of the Serious Fraud Office;
- d the Inspector-General of Intelligence and Security;
- e an Ombudsman;
- f the Parliamentary Commissioner for the Environment;
- g the Police Complaints Authority;
- h the Solicitor-General;
- i the State Services Commissioner;
- j the Health and Disability Commissioner;
- k the head of every public sector organisation, whether or not mentioned above;
- l a private sector body which comprises members of a particular profession or calling and which has power to discipline its members; and
- m Reserve Bank of New Zealand (RBNZ).

5.2 An appropriate external authority does not include;

- a a minister of the Crown; or
- b a member of Parliament; or
- c the news media.

Addendum: Ireland

Whistleblower Policy: Irish Addendum

Dated: 2 June 2020

The nib Global Whistleblower Policy is amended as follows for Ireland in order to comply with Irish law and best practice, including the Protected Disclosures Act 2014 (the “**Act**”):

1 Introduction

The third paragraph of Clause 1 is amended as follows:

“Our Whistleblower Policy (this “**Policy**”) has been put in place to ensure Workers can raise concerns regarding wrongdoing which has come to their attention in the course of their employment (including unethical, illegal, corrupt or other inappropriate conduct) without being subject to victimisation, harassment, discriminatory treatment, penalisation or disadvantage.

This Policy does not replace any legal reporting or disclosure requirements arising under other Irish legislation. Where statutory reporting requirements exist, these must be fully complied with. See Clause 13 of the Policy for further guidance.”

2 Purpose

The first bullet point in clause 2 is replaced as follows:

“encourage Workers to report an issue if they have reasonable belief that someone within the nib Group has engaged in wrongdoing;”

3 Who does this Policy apply to?

Clause 3 is replaced as follows:

“This Policy applies to all employees, contractors, consultants, interns and agency workers of all entities within the nib Group (“**Workers**”).

The protections in this Policy will also apply to a Worker who has made a disclosure of information relating to an entity in the nib Group to a legal practitioner or an official of a Trade Union or Excepted Body for the purpose of obtaining legal advice or legal representation in relation to whistleblowing protection laws.”

4 Matters that should be reported

The first paragraph of Clause 4 is amended as follows:

“Any matter that a Worker has reasonable belief is a relevant wrongdoing in relation to an nib Group company should be reported in accordance with this Policy. Please note that personal work-related grievances (as defined below) are excluded from this Policy and will be handled under the Grievance Policy.”

The second paragraph of Clause 4 is amended as follows:

“**Reportable Matters** include, but are not limited to, conduct that constitutes:

- Commission of an offence - that has happened, is happening or is likely to happen;
- Failure to comply with legal obligations;
- Miscarriage of justice;
- Health and safety risks to any individual(s);
- Misuse of public funds or resources;
- Damage to the environment;
- Acts/omissions of public bodies that are oppressive, discriminatory or grossly negligent or which constitute gross mismanagement;
- Destruction or concealment of information regarding any of the above wrongdoing, and

any other conduct which may cause loss to nib or be otherwise detrimental to the interests of nib.”

4.1 Personal Work-Related Grievances

The last paragraph of clause 4.1 is deleted.

6.4 Reporting to Eligible Recipients

Clause 6.4 (last paragraph) is replaced as follows:

Other External Reporting Channels

nib encourages Workers to make a report to nib in the first instance, so that it can identify and address wrongdoing as early as possible. However, Workers may make a report about a Reportable Matter to an external party (such as the Central Bank of Ireland or the Data Protection Commission).

7.1 Civil, Criminal and Administrative Liability Protection

Clause 7.1 shall be amended as follows:

A Worker may not be subject to any civil, criminal or administrative liability (e.g. disciplinary action) for making a report that is covered by this Policy, or for participating in any subsequent investigation by a nib Group company. However, these protections do not mean that a Worker has immunity for their own conduct that is revealed in a report.

7.2 Prohibition of Reprisals

Clause 7.2 shall be amended as follows:

“Detriment” includes (without limitation):

- suspension, lay-off or dismissal;
- demotion or loss of opportunity for promotion;
- transfer of duties, change of location of place of work, reduction in wages or change in working hours;
- the imposition or administering of any discipline, reprimand or other penalty (including a financial penalty);
- unfair treatment;
- coercion, intimidation or harassment;
- discrimination, disadvantage or unfair treatment;
- injury, damage or loss; and
- threat of reprisal.

Detriment does not include administrative action that is reasonable to protect a Worker from Detriment (for example a temporary transfer), or reasonable management action in relation to managing an employee’s work performance, if the action is in line with nib’s performance management framework.

If a Worker believes they have suffered or may suffer Detriment because they have made a report under this Policy, or if any person has threatened to cause Detriment to them or another person in connection with a report, they should immediately report the matter to a WPO.

7.3 Anonymous Reporting

The fourth paragraph of clause 7.3 shall be replaced as follows:

Information about a Worker's identity and information that is likely to lead to the identification of the Worker may be disclosed in the following circumstances:

- for the effective investigation of the relevant wrongdoing concerned; or
- for the prevention of serious risk to the security of the State, public health, public safety or the environment; or
- for the prevention of crime or prosecution of a criminal offence; or
- the disclosure is otherwise necessary in the public interest or is required by law; or
- where the Worker consents.

Information that may be likely to lead to the identification of the Worker may be disclosed without consent if:

- the information does not include the Worker's identity;
- all reasonable steps have been taken to reduce the risk that the Worker will be identified from the information; and
- it is reasonably necessary for investigating the issues raised in the report.

It is illegal for a person to identify a Worker or disclose information that is likely to lead to the identification of a Worker, apart from the exceptional circumstances described above. If a Worker is concerned about possible reprisals if their identity is revealed, they should contact the Whistleblower Protection Officer so that appropriate measures can be taken to protect them.

References to 'Discloser' replaced by 'Worker'

All references to 'Discloser' in the nib Global Whistleblower Policy are deleted and replaced with the term 'Worker' as applicable.

Appendix 2

Appendix 2 and any reference to Appendix 2 are deleted. Appendix 2 is replaced as follows:

Protections for Whistleblowers under the Protected Disclosures Act 2014

Whether a disclosure is protected or not will depend on the way in which the disclosure is made. The Act provides for a number of channels for those who wish to make a protected disclosure.

The Act sets out a number of distinct disclosure channels for potential Workers who make a protected disclosure. It provides for a tiered or “stepped” disclosure regime with a number of avenues open to Workers, internal and external to the workplace. The first tier in the disclosure regime is internal, namely disclosure to nib or some other responsible person. However, there may be circumstances where this may not always be appropriate. The channels as relevant to nib Workers are as set out below.

Disclosure to nib

The Act provides for direct disclosure to the employer. A Worker may make a protected disclosure to their employer where they reasonably believe that information being disclosed shows or tends to show wrongdoing as referred to in the Policy.

Disclosure outside of the Workplace

There may be circumstances where it is appropriate for a Worker to make a disclosure externally. These circumstances include nib failing to act on the information being disclosed or where the Worker does not wish to avail of the internal channel route.

The evidential criteria for making an external disclosure is set at a higher level than that applying to internal disclosure. Disclosure to a prescribed person (e.g. Regulatory Bodies) will only be protected when the person making the disclosure believes that the information disclosed, and any allegation contained in it, is substantially true.

The Minister for Public Expenditure and Reform has prescribed a list of “prescribed persons” (in effect Regulatory Bodies that have regulatory inspection and enforcement functions in their sector) whose roles and responsibilities are such as to be deemed appropriate to receive and investigate matters arising from disclosures relating to any of the wrongdoings in relation to which a disclosure may be made. Examples of such Bodies are the Central Bank, The Health and Safety Authority and the Workplace Relations Commission. A full list of relevant Statutory Bodies has been prescribed in Statutory Instrument No. 339 of 2014 and No. 490 of 2016.

A disclosure made in the course of obtaining legal advice, including advice relating to the operation of the Act, from a barrister, solicitor or trade union official is also protected.

There is also provision for disclosure in other circumstances i.e. disclosure potentially in the public domain, such as to the media. The evidential qualifying criteria are set at a higher level. In order

for such a disclosure to be protected a Worker must:

- reasonably believe that the information disclosed, and any allegation is substantially true
- the disclosure is not made for personal gain; and
- the making of the disclosure in public is in all the circumstances, reasonable.

In addition, one or more of the following conditions must be met:

- at the time of making the disclosure the Worker reasonably believes that they will be subjected to penalisation by nib if they make the disclosure under the internal process or to a “Prescribed Person”;
- in a case where there is no appropriate prescribed person (Regulatory Body) in regard to the wrongdoing, the worker reasonably believes that evidence will be destroyed or concealed if the disclosure is made directly to nib;
- no action was taken in regard to a previous disclosure of the same nature made by the worker;
- the relevant wrongdoing is of an exceptionally serious nature.

Legal Protections

The following protections are available to Workers who make a protected disclosure under the Act (whether that disclosure is made internally, or to an external body, a legal practitioner):

- Protection of the Worker’s identity, if he or she wishes to remain anonymous;
- Protection from Detriment because of making a protected disclosure;
- The right to claim compensation for loss, damage or injury caused to the Worker because of a protected disclosure;
- Protection from civil, criminal and administrative liability because of making the protected disclosure.

Anonymous Reports

A report can be made anonymously and still be protected under the Protected Disclosures Act. A Worker can choose to remain anonymous while making a disclosure, over the course of the investigation and after the investigation is finalised. A Worker can refuse to answer questions that they feel could reveal their identity at any time, including during follow-up conversations.

Legal Remedies

A Worker that suffers loss, damage or injury because of a protected disclosure may seek compensation and other remedies through the courts. A Worker should seek independent legal advice if they wish to obtain such a remedy. A Worker may also contact regulatory bodies such as the Workplace Relations Commission if they believe that they have suffered Detriment due to making a report about a disclosable matter, or if there has been a breach of confidentiality such as a disclosure of their identity without their consent.

Addendum: Philippines

Whistleblower Policy: Philippines Addendum

Dated: 2 June 2020

The nib Global Whistleblower Policy is amended as follows for the Republic of the Philippines:

4 Matters that should be reported

Clause 4 is replaced as follows:

“Any matter that a Discloser genuinely believes is in breach of nib’s policies or the law (“**Reportable Matters**”) should be reported in accordance with this Policy. Issues related to human resources and industrial relations are managed under separate mechanisms and policies and are excluded from this Policy.

Reportable Matters include, but are not limited to, any conduct that involves:

- dishonest behaviour;
- fraudulent activity;
- conflict of interest situations which may prejudice nib;
- unlawful, corrupt or irregular use of company funds or practices;
- illegal activities punished under the Revised Penal Code and other special penal laws such as, but not limited to, theft, dealing in or use of illicit drugs, violence or threatened violence and criminal damage against property;
- unethical behavior, including anything that would breach the nib Code of Conduct;
- improper or misleading accounting or financial reporting practices;
- a breach of any legislation relating to nib’s operations or activities;
- behaviour that is oppressive, discriminatory or grossly negligent;
- an unsafe work-practice;
- any behaviour that poses a serious risk to the health and safety of any

person at the workplace;

- a serious risk to public health, public safety or the environment; or
- any other conduct which may cause loss to nib or be otherwise detrimental to the interests of nib.”

6 Making a report

6.1 Internal Reporting

Clause 6.1 is replaced as follows:

“Employees may wish to first discuss the matter informally with their direct line manager or human resources advisor in order to determine whether a Reportable Matter has occurred. This is an opportunity to clarify the incident, ask questions and determine whether the matter is covered by this Policy.

Where this is not appropriate, or where the person making a report does not feel comfortable making an internal report, or if after talking with his or her supervisor or human resources advisor s/he continues to have reasonable grounds to believe a Reportable Matter has occurred, the report can be made using nib Group’s external independent whistleblower service, Fair Call.

A direct line manager or human resources advisor and any other management level employee who receives a report of a Reportable Matter or of retaliation must, as soon as possible, notify the WPO.”

6.2 External Reporting

Clause 6.2 is replaced as follows:

“A Discloser may make a report to nib’s external independent whistleblowing service using any of the following methods:

- email to faircall@kpmg.com.au; or
- calling the hotline number 1800 161 10324 within the Philippines;
- visiting online <https://www.kpmgfaircall.kpmg.com.au/NIB>
- by post to ‘The Fair Call Manager, PO Box H67 Australia Square, Sydney NSW 1213’
- by fax to +61 2 9335 7466

Calls will be received by the KPMG Fair Call service 24 hours a day by either KPMG in Australia or South Africa, depending on the time the call is made by the Discloser. Alternatively, a Discloser may leave a voicemail. If a voicemail is left with sufficient details, KPMG Australia will return the call upon resumption of the hotline's normal business hours. Calls are not recorded. The operators taking the call on this hotline are not associated with nib Group. They are trained and experienced specialists dedicated to dealing with whistleblowers and their concerns. Whistleblowers will be provided with a confidential reference number by the Fair Call operator.

The Fair Call operator will prepare a report which details the wrongdoing reported by the Whistleblower. All Fair Call reports will be forwarded to the WPO for action and/or referral to the WIO.

Reports made under this Policy should describe the grounds for the report and provide as much detail as possible of all relevant facts and supporting documentation (if any).

KPMG will treat all Disclosures in accordance with the attached policy: <http://www.kpmg.com/AU/faircallprivacy>

7 Support and Protections Available to Disclosers

Clause 7 is replaced as follows:

“Nib shall endeavor to ensure that a Discloser, making a report in good faith and in accordance with this Policy, shall not be subject to any Retaliatory Actions, such as, but not limited to, negative or obstructive actions, reprisals, threats, frivolous or baseless civil and criminal actions, threats of litigation and/or disciplinary action, undue criticism, alienation, negative performance appraisals, discrimination, harassment, dismissal, forced or coerced resignations, suspensions, blacklisting, demotion or prejudice, reduction in salary or benefits, or any other action that may adversely affect the Disclosers rights and interests, simply due to the filing of a Report, whether or not a Report is later on determined as incorrect or unsubstantiated.

However, this Policy will not protect the Discloser if he/she is also involved in or connected to the Reportable Matters *provided*, that the Risk & Reputation Committee may, at its option, provide protection to the Discloser in case it is determined that (i) he/she is the least guilty or culpable, (ii) he/she will cooperate and participate in the investigation and testify in the appropriate proceedings against the subjects of the Reported Matter and (iii) his/her personal knowledge over the material facts of the Reported Matter is essential to prove its existence or occurrence.

A Discloser that has an obligation by way of oath, rule or practice to maintain confidentiality of information shall not be deemed to have committed a breach of confidentiality if he/she makes a report on a

Reportable Matter to nib.

Anonymous Reporting

A report can be made anonymously and the identity of the Discloser shall be kept confidential by nib at all times, unless nib is compelled by law, administrative agency or court order to disclose his/her identity, or if disclosure is absolutely necessary to the prosecution of a charge arising from a Reportable Matter. nib shall not be accountable for maintaining anonymity where the Discloser has disclosed to others the Report or the subject concern.

Reporting in Good Faith

A report may have serious consequences, including potential damage to the career prospects and reputation of people who are the subject of allegations of wrongdoing. Therefore, it is very important that those who make a report under this Policy do so in good faith, with reasonable grounds for believing that the information is correct or likely to be correct.

nib takes very seriously all reports made under this Policy and it looks particularly unfavorably on any false reports or claims. Disciplinary action may be taken against any employee who makes a report that is not in good faith. A report will not be considered to be made in good faith if it is clearly false, frivolous, baseless, raised for a malicious reason or ulterior motive, or if it is not based on facts and/or circumstances that provide a reasonable basis for the report. Repeated reports about trivial matters or matters that are not within the contemplation of the Reportable Matters defined herein may also be considered not to be made in good faith. In the event that the Discloser withdraws a report, the investigation may continue, provided that sufficient evidence is gathered.”

10 Investigating a report

Clause 10 is replaced as follows:

“Where a report is made in good faith about a matter that comes under this Policy, the WIO will investigate the report. Where the WIO deems necessary, the WIO may use an external investigator to conduct an investigation, either in conjunction with the WIO or independently. Where the WIO deems necessary, the WIO may also use an external expert to assist with an investigation. All investigations will be conducted in a fair and independent manner and all reasonable efforts will be made to preserve confidentiality of an investigation. The investigation, especially if made by an external investigator, shall remain strictly confidential and the results thereof may only be disclosed to the Committee, WIO and WPO, unless otherwise required.

To avoid jeopardizing an investigation, a Discloser who has made a report under this Policy is required to keep confidential the fact that a report has been made (subject to any legal requirements).”

11 Fair Treatment of Persons Implicated or Mentioned in a Report

Clause 11 is replaced as follows:

“No action will be taken against employees or officers who are implicated in a report under this Policy until an investigation has determined whether any allegations against them are substantiated. However, an employee or officer who is implicated may be temporarily placed on preventive suspension on full pay whilst an investigation is in process. Any such preventive suspension should only be for a maximum of thirty (30) days, however, nib may, in its discretion, determine that a shorter or longer suspension may be required under the circumstances. If the investigation determines that the allegations are not substantiated, the employee officer must be immediately reinstated to full duties.

Any disclosures that implicate an employee or officer must be kept confidential, even if the Discloser has consented to the disclosure of their identity, and should only be disclosed to those persons who have a need to know the information for the proper performance of their functions under this Policy, or for the proper investigation of the report. An employee or officer who is implicated in a report has a right to be informed of the allegations against them, and must be given an opportunity to respond to those allegations and provide additional information, if relevant, in the course of an investigation into those allegations (subject to the Discloser’s right to anonymity).

Support available for persons implicated in a report under this Policy includes:

- connecting the person with access to the Employee Assistance Program (EAP);
- appointing an independent support person from the People and Culture team to deal with any ongoing concerns they may have; or
- connecting the person with third party support providers such as Lifeline (13 11 14) and Beyond Blue (1300 22 4636).”

14 Breach of this Policy

Clause 14 is replaced as follows:

“Any breach of this Policy, such as, but not limited to, reports in bad faith and or commission of Retaliatory Measures, will be taken seriously and may result in counselling and/or disciplinary action under nib’s policies and applicable Philippine laws.”

Appendix 2

Appendix 2 and any references to Appendix 2 are deleted.

Addendum: U.S.A

Whistleblower Policy: U.S.A. Addendum

Dated: 2 June 2020

The nib Global Whistleblower Policy is amended as follows for the United States for compliance with U.S. federal law (please also consult any state specific addenda):

3 Who does this Policy apply to?

Clause 3 is replaced as follows:

“Reports can be made under this Policy by anyone who is, or has been, any of the following with respect to any entity within the nib Group:

- employees (including permanent, part-time, casual, fixed term or temporary employee, interns, and secondees);
- Directors;
- officers;
- contractors (including employees of contractors);
- suppliers and
- consultants.

A “Discloser” is any of the above individuals who makes a report in accordance with this Policy.

The protections in this Policy will also apply to anyone who has made a disclosure of information relating to an entity in the nib Group to a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to whistleblowing protection laws.

A Discloser may also be eligible for protection as a whistleblower under the Sarbanes-Oxley Act of 2002 (SOX), the Dodd-Frank Wall Street Reform and Consumer Protection Act (the Dodd-Frank Act), the Occupational Safety and Health Act (OSH Act) and the Affordable Care Act (ACA) in certain circumstances.”

4 Matters that should be reported

Clause 4 is amended as follows:

Matters that a Discloser genuinely believes is in breach of nib’s policies or the law are defined as “**Reportable Matters**”.

4.2 Reasonable Grounds

Clause 4.2 is replaced as follows:

“A report may have serious consequences, including potential damage to the career prospects and reputation of people who are the subject of allegations of wrongdoing. Therefore, it is very important that Disclosers who make a report under this Policy do so in good faith, with reasonable grounds for believing that the information is correct or likely to be correct and indicates a Violation.”

4.3 False Reports

Clause 4.3 is replaced as follows:

“nib takes very seriously all reports made under this Policy and it looks particularly unfavorably on any false reports or claims. Disciplinary action may be taken against any employee who makes a report that is not in good faith. Any allegations that prove to be false or unsubstantiated, and that prove to have been made maliciously or knowingly, will be viewed as a serious offense requiring disciplinary action, up to and including dismissal from the organization.”

6.1 Internal Reporting for Employees

Clause 6.1 is replaced as follows:

“Employees may wish to first discuss the matter informally with their direct line manager or human resources advisor in order to determine whether serious misconduct has occurred. This is an opportunity to clarify the incident, ask questions and determine whether the matter comes under this Policy.

Where this is not appropriate, or where the person making a report does not feel comfortable making an internal report, or if after talking with his or her supervisor or human resources advisor s/he continues to have reasonable grounds to believe a Reportable Matter has occurred, the report can be made using nib Group’s external independent whistleblower service, Fair Call.

A direct line manager or human resources advisor and any other management level employee who receives a report of a Reportable Matter, violation of law, or of retaliation must, as soon as possible, notify the WPO in accordance with this Policy.”

6.2 External Hotline Service

Clause 6.2 is replaced as follows:

“A Discloser may make a report to nib’s external independent whistleblowing service using any of the following methods, through which you may choose to identify yourself or remain anonymous:

- email to faircall@kpmg.com.au; or
- calling the hotline number 1866 8849 435 within the U.S.A;
- visiting online <https://www.kpmgfaircall.kpmg.com.au/NIB>
- by post to “The Fair Call Manager, PO Box H67 Australia Square, Sydney NSW 1213”
- by fax to +61 2 9335 7466

Calls will be received by the KPMG Fair Call service 24 hours a day by either KPMG in Australia or South Africa, depending on the time the call is made by the Discloser. Alternatively, a Discloser may leave a voicemail. If a voicemail is left with sufficient details, KPMG Australia will return the call upon resumption of the hotline’s normal business hours. Calls are not recorded. The operators taking the call on this hotline are not associated with nib Group. They are trained and experienced specialists dedicated to dealing with whistleblowers and their concerns. Whistleblowers will be provided with a confidential reference number by the Fair Call operator.

The Fair Call operator will prepare a report which details the wrongdoing reported by the Whistleblower. All Fair Call reports will be forwarded to the WPO for action and/or referral to the WIO.

Reports made under this Policy should describe the grounds for the report and provide as much detail as possible of all relevant facts and supporting documentation (if any).

KPMG will treat all Disclosures in accordance with the attached policy: <http://www.kpmg.com/AU/faircallprivacy>”

6.4 Reporting to Eligible Recipients

Other External Reporting Channels

This clause is replaced as follows:

“nib encourages employees and other Disclosers to make a report to nib in the first instance, so that it can identify and address wrongdoing as early as possible. However, nothing in this Policy is intended to prevent any employee from reporting information to federal or state law enforcement agencies when an employee has reasonable cause to believe that the violation of a federal or state statute has occurred. A

report to law enforcement, regulatory, or administrative agencies may be made instead of, or in addition to, a report directly to nib through the ethics or reporting hotline or any other reporting method specified in this Policy.”

7 Support and Protections Available to Disclosers

Clause 7 is replaced as follows:

Anti-retaliation Protection

“Nib will not retaliate or attempt to retaliate and will not knowingly permit retaliation by others against Disclosers who make good faith reports of Reportable Matters, under this Policy, who assist anyone in making a report, or who participate in a related investigation, even if the report is subsequently determined to be incorrect or unsubstantiated.

All reasonable steps will be taken to ensure that a Discloser, anyone assisting in making a report, or anyone who participates in a related investigation will not be subject to any form of retaliation. Any company employee who retaliates against someone for making a report in good faith is subject to discipline, including dismissal from his or her position with nib.

No employee, officer or contractor of a nib Group company may subject a Discloser to any unlawful retaliation because they have made or propose to make a report in accordance with this Policy. It is also a breach of this Policy to make a threat to retaliate against a Discloser (or another person) in relation to a report made under this Policy. Any such action will be treated as serious misconduct, and will be dealt with in accordance with nib’s disciplinary procedures.

All forms of unlawful retaliation are prohibited, including any form of adverse action, discipline, threats, intimidation, or other form of retaliation for reporting under or complying with this Policy.

If a Discloser believes they have suffered or may suffer unlawful retaliation because they have made a report under this Policy, or if any person has threatened to retaliate against them or another person in connection with a report, they should immediately report the matter to a WPO.

However, this Policy will not protect Disclosers or anyone else if they are also involved in or connected to the improper conduct or illegal activities that are being reported.”

12 Investigation feedback

Clause 12 is replaced as follows:

“Wherever possible, and assuming that the identity of the person making the report is known, the WPO shall notify the Discloser and acknowledge receipt of the alleged Reportable Matter within five business days of its receipt. Discloser will be kept informed of the outcome of the investigation, subject to privacy and confidentiality considerations. The WPO shall also notify the Board of Directors of such report and any action taken.”

17 Confidentiality

A new clause 17 is inserted as follows:

“To the extent possible, and except as required by law or where disclosure is necessary to regulatory authorities, law enforcement agencies or professional advisors to the Group, reports of Reportable Matters, and the investigations pertaining to such Reportable Matters, shall be kept confidential consistent with the need to conduct an adequate investigation. Disclosure of reports of Reportable Matters to individuals not involved in the investigation will be viewed as a serious disciplinary offense and may result in discipline including dismissal from nib.

Nothing in the Policy and this Addendum is intended to interfere with nib employees’ rights under federal and state laws—including their right under the National Labor Relations Act to discuss terms and conditions of employment and their right under other federal laws and regulations to report legal violations, or make other protected disclosures, to the government—nor will nib construe this Policy in a way that limits such rights.

Notwithstanding the above, by way of the Policy and this Addendum, employees are hereby notified, pursuant to the Defend Trade Secrets Act of 2016, that an employee may not be held criminally or civilly liable under any federal or state trade secret law for the disclosure of a trade secret made: (a) in confidence to a federal, state, or local government—either directly or indirectly—or to an attorney, for the sole purpose of reporting or investigating a suspected violation of law; or (b) in a complaint or other document filed in a lawsuit or other proceeding, as long as such filing is made under seal. Additionally, an employee who files a lawsuit for retaliation by the Company for reporting a suspected violation of law may disclose the trade secret to his or her attorney and may use the information in court proceedings if the employee files any document containing the trade secret under seal and does not disclose the trade secret unless pursuant to a court order.”

Appendix 2

Appendix 2 and any references to Appendix are deleted.

Addendum: UK

Whistleblower Policy: UK Addendum

Dated: 2 June 2020

The nib Global Whistleblower Policy is amended as follows for the United Kingdom (“UK”) for compliance with UK laws and regulations:

2 Purpose

Clause 2 is replaced as follows:

“This Policy aims to:

- encourage Staff to report suspected wrongdoing as soon as possible, in the knowledge that their concerns will be taken seriously and investigated as appropriate, and that their confidentiality will be respected;
- provide Staff with guidance as to how to raise those concerns; and
- reassure staff that they should be able to raise genuine concerns without fear of reprisals, even if they turn out to be mistaken.”

3 Who does this Policy apply to?

Clause 3 is replaced as follows:

“This Policy covers all employees, Directors, officers, consultants, volunteers, interns, contractors, casual workers and agency workers of all entities within the nib Group (“**Staff**”).

A “**Discloser**” is any member of Staff who makes a report in accordance with this Policy.”

4 Matters that should be reported

Clause 4 is replaced as follows:

“Whistleblowing is the disclosure of information which relates to suspected wrongdoing or dangers at work. This may include:

- criminal activity;
- failure to comply with any legal [or professional] obligation [or regulatory requirements];
- miscarriages of justice;
- danger to health and safety;

- damage to the environment;
- bribery;
- facilitating tax evasion;
- financial fraud or mismanagement;
- breach of our internal policies and procedures including our Code of Conduct;
- conduct likely to damage our reputation or financial wellbeing;
- unauthorised disclosure of confidential information;
- negligence; and
- the deliberate concealment of any of the above matters.

This Policy should not be used for complaints relating to a Staff's personal circumstances, such as the way he or she has been treated at work. In those cases, the Staff should use the Grievance Procedure or Anti-Harassment and Bullying Policy as appropriate."

4.2 Reasonable Grounds

Clause 4.2 is deleted.

4.3 False Reports

Clause 4.3 is deleted.

5 Responsibility to report

Clause 5 is replaced as follows:

"All Staff are responsible for the success of this Policy and should ensure that they use it to disclose any suspected danger or wrongdoing. Staff are invited to comment on this Policy and suggest ways in which it might be improved. Comments, suggestions and queries should be addressed to the Whistleblower Protection Officer.

nib will not tolerate conduct that should be reported under this Policy. It is therefore expected that any Staff who becomes aware of such conduct will make a report."

6 Making a report

The first paragraph of clause 6 is replaced as follows:

"The following channels are available for reporting a whistleblowing concern."

6.1 Internal Reporting

Clause 6.1 is replaced as follows:

“Employees may wish to first discuss the matter informally with their direct line manager or human resources advisor in order to determine whether serious misconduct has occurred. This is an opportunity to clarify the incident, ask questions and determine whether the matter comes under this Policy.

However, where the matter is more serious, or you feel that your line manager or human resource advisor has not addressed your concern, or you prefer not to raise it with them for any reason, you should contact the nib Group’s external independent whistleblower service, Fair Call.”

6.2 External Reporting

The first paragraph and subsequent bullet points of clause 6.2 are replaced as follows:

“A Whistleblower may make a report to nib’s external independent whistleblowing service using any of the following methods:

- email to faircall@kpmg.com.au; or
- calling the hotline number 0808 234 7091 within the UK;
- visiting online <https://www.kpmgfaircall.kpmg.com.au/NIB>
- by post to “The Fair Call Manager, PO Box H67 Australia Square, Sydney NSW 1213”
- by fax to +61 2 9335 7466

Calls will be received by the KPMG Fair Call service 24 hours a day by either KPMG in Australia or South Africa, depending on the time the call is made by the Discloser. Alternatively, a Discloser may leave a voicemail. If a voicemail is left with sufficient details, KPMG Australia will return the call upon resumption of the hotline’s normal business hours. Calls are not recorded. The operators taking the call on this hotline are not associated with nib Group. They are trained and experienced specialists dedicated to dealing with whistleblowers and their concerns. Whistleblowers will be provided with a confidential reference number by the Fair Call operator.

The Fair Call operator will prepare a report which details the wrongdoing reported by the Whistleblower. All Fair Call reports will be forwarded to the WPO for action and/or referral to the WIO.

Reports made under this Policy should describe the grounds for the report

and provide as much detail as possible of all relevant facts and supporting documentation (if any).

KPMG will treat all Disclosures in accordance with the attached policy: <http://www.kpmg.com/AU/faircallprivacy>”

7 Support and Protections Available to Whistleblowers

Clause 7 is replaced as follows:

“Staff who raise a genuine concern relating to any of the situations set out in clause 4 is a Whistleblower. If Staff have a genuine concern related to suspected wrongdoing or danger affecting any of nib’s activities (a “whistleblowing concern”), Staff should report it under this Policy.

It is understandable that Whistleblowers are sometimes worried about possible repercussions. nib aim to encourage openness and will support Staff who raise genuine concerns under this Policy, even if they turn out to be mistaken.

Whistleblowers must not suffer any detrimental treatment as a result of raising a concern. Detrimental treatment includes dismissal, disciplinary actions, threats or other unfavourable treatment connected with raising a concern. A Whistleblower who believes that he or she has suffered any such treatment should inform the Whistleblower Protection Officer immediately. If the matter is not remedied, the Whistleblower should raise it formally using the Grievance procedures.

Staff should not threaten or retaliate against Whistleblowers in any way. If Staff are involved in such conduct, he or she may be subject to disciplinary action.”

Confidentiality and anonymity

nib hopes that Staff will feel able to voice whistleblowing concerns openly under this Policy. However, if Staff want to raise a concern confidentially, nib will make every effort to keep your identity secret. If it is necessary for anyone investigating the whistleblowing concern, nib will want to discuss it with the Staff.

nib does not encourage Staff to make disclosures anonymously. Proper investigation may be difficult or impossible if we cannot obtain further information from you. It is also more difficult to establish whether any allegations are credible. Whistleblowers who are concerned about possible reprisals if their identity is revealed should come forward to the Whistleblower Protection Officer and appropriate measures can then be taken to preserve confidentiality. If you are in any doubt, Staff can seek advice from Public Concern at Work, the independent whistleblowing charity, who offer a confidential helpline. Their contact details are as

follows:

Helpline: 020 7404 6609

Email: whistle@pcaw.co.uk

Website: www.pcaw.co.uk

A report may have serious consequences, including potential damage to career prospects and reputation of people who are the subject of allegations of wrongdoing. Therefore, it is very important that those who make a report under this Policy only does so when they have a genuine concern.

nib takes very seriously all reports made under this Policy and it looks particularly unfavorably on any false reports or claims. Disciplinary action may be taken against any employee who makes false allegations maliciously.”

10 Investigating a report

Clause 10 is replaced as follows:

“Once a concern has been raised under this Policy, the WIO will investigate the report. Where the WIO deems necessary, the WIO may use an external investigator to conduct an investigation, either in conjunction with the WIO or independently. Where WIO deems necessary, the WIO may also use an external expert to assist with an investigation. All investigations will be conducted in a fair and independent manner and all reasonable efforts will be made preserve confidentiality of an investigation.”

11 Fair Treatment of Persons Implicated or Mentioned in a Report

Clause 11 is deleted.

12 Investigation feedback

Clause 12 is replaced as follows:

“We will aim to keep the Whistleblower informed of the progress of the investigation, its likely timescale and the outcome. However, sometimes the need for confidentiality may prevent us from giving specific details of the investigation or any disciplinary action taken as a result. Any information relating to the investigation should be treated as confidential.”

16 Review of the policy

Clause 16 is replaced as follows:

“This Policy will be reviewed from a legal and operational perspective at least once every two years to ensure that it remains consistent with all

relevant legislative requirements, as well as the changing nature of the organisation.”

17 External disclosure

A new clause 17 is added as follows:

“The aim of this Policy is to provide an internal mechanism for reporting, investigating and remedying any wrongdoing in the workplace. In most cases it should not be necessary to alert anyone externally.

The law recognises that in some circumstances it may be appropriate for you to report your concerns to an external body such as a regulator. It will very rarely, if ever, be appropriate to alert the media. We strongly encourage you to seek advice before reporting a concern to anyone external. The independent whistleblowing charity, Public Concern at Work, operates a confidential helpline. They also have list of prescribed regulators for reporting certain types of concern. Their contact details are set out in Clause 7.

Whistleblowing concerns usually relate to the conduct of our employees, but they may sometimes relate to the actions of a third party, such as a customer, supplier or service provider. In some circumstances the law will protect you if you raise the matter with the third party directly. However, we encourage you to report such concerns internally first. You should contact your line manager or human resource advisor for further information.”

Appendix 2

Appendix 2 and any references to Appendix 2 are deleted.

Addendum: Canada

**Whistleblower Policy:
Canada Addendum**

Dated: 2 June 2020

The nib Global Whistleblower Policy is amended as follows for Canada for compliance with Canadian federal and provincial law:

3 Who does this Policy apply to?

The last paragraph of clause 3 is replaced as follows:

“A Discloser may also be eligible for protection as a whistleblower under relevant federal and provincial laws.”

4 Matters that should be reported

The first paragraph of Clause 4 is replaced as follows:

“Any matter that a Discloser has reasonable grounds to suspect is in breach of nib’s policies or any federal or provincial law should be reported in accordance with this Policy and/or the Discloser’s legal obligations. Issues related to human resources and industrial relations are managed under separate mechanisms and policies and are excluded from this Policy.”

4.1 Personal Work-Related Grievances

The last paragraph of Clause 4.1 is replaced as follows:

“Reports that are not about a Reportable Matter under this Policy may be protected under other federal or provincial legislation dealing with the rights of workers, such as Ontario’s *Employment Standards Act, 2000*, SO 2000, c 41.”

6.2 External Hotline service

Clause 6.2 is replaced as follows:

“A Discloser may make a report to nib’s external independent whistleblowing service using any of the following methods:

- email to faircall@kpmg.com.au; or
- calling the hotline number 1844 874 4045 within Canada;
- visiting online <https://www.kpmgfaircall.kpmg.com.au/NIB>
- by post to “The Fair Call Manager, PO Box H67 Australia Square, Sydney NSW 1213
- by fax to +61 2 9335 7466

Calls will be received by the KPMG Fair Call service 24 hours a day by either KPMG in Australia or South Africa, depending on the time the call

is made by the Discloser. Alternatively, a Discloser may leave a voicemail. If a voicemail is left with sufficient details, KPMG Australia will return the call upon resumption of the hotline's normal business hours. Calls are not recorded. The operators taking the call on this hotline are not associated with nib Group. They are trained and experienced specialists dedicated to dealing with whistleblowers and their concerns. Whistleblowers will be provided with a confidential reference number by the Fair Call operator.

The Fair Call operator will prepare a report which details the wrongdoing reported by the Whistleblower. All Fair Call reports will be forwarded to the WPO for action and/or referral to the WIO.

Reports made under this Policy should describe the grounds for the report and provide as much detail as possible of all relevant facts and supporting documentation (if any).

KPMG will treat all Disclosures in accordance with the attached policy: <http://www.kpmg.com/AU/faircallprivacy>”

7 Support and Protections Available to Disclosers

The following paragraph is included above Clause 7.1:

“A Discloser who makes a good faith report either internally or externally to nib, or to any other appropriate authority, or who otherwise participates in related investigation and enforcement of a reportable matters, will be free from reprisals by nib, or any person or company acting on behalf of nib, even if the report is subsequently determined to be incorrect or not substantiated. Freedom from reprisal includes, but is not limited to, freedom from discrimination and any action or inaction that might adversely affect the employment of the employee or engagement with nib.”

7.2 Prohibition of Reprisals

The following paragraphs are added to the end of Clause 7.2:

“All reasonable steps will be taken to ensure that a Discloser will not be subject to any form of adverse treatment, victimisation, discrimination, harassment, demotion, dismissal or prejudice, because they have made a report. Any Discloser who retaliates against another Discloser for making a report in good faith is subject to discipline, including dismissal from his or her position with nib and/or report to appropriate authorities and/or legal action.

This Policy will not protect the Discloser if they are also involved in or connected to the improper conduct or illegal activities that are being reported.”

7.5 Refusals to Participate in Misconduct

A new clause 7.5 is added as follows:

“This Policy will protect Disclosers who refuse to do anything to facilitate an offence under relevant federal or provincial laws, or anything that would facilitate a breach of this Policy.”

7.6 Reporting in Good Faith

A new clause 7.6 is added as follows:

“A report may have serious consequences, including potential damage to the career prospects and reputation of people who are the subject of allegations of wrongdoing. Therefore, it is very important that those who make a report under this Policy do so in good faith, with reasonable grounds for believing that the information is correct or likely to be correct.

nib takes very seriously all reports made under this Policy and it looks particularly unfavorably on any false reports or claims. Disciplinary action up to and including dismissal from employment and/or legal action may be taken against any Discloser who makes a report that is not in good faith. A report will not be considered to be made in good faith if it is frivolous, vexatious, raised for a malicious reason or ulterior motive, or if it is not based on facts and/or circumstances that provide a reasonable basis for the report. Repeated reports about trivial matters may also be considered not to be made in good faith.”

13 Reports to other bodies

Clause 13 is replaced as follows:

“In certain circumstances a Discloser may have a legal obligation to make a report to a statutory body, enforcement agency or government department. Disclosers should ensure that they comply with all such reporting requirements. The WPO can advise Disclosers on these reporting obligations.”

14 Breach of this Policy

Clause 14 is amended as follows:

“Any breach of this Policy will be taken seriously and may result in counselling and/or disciplinary action, up to and including termination of employment with cause and/or report to appropriate authorities and/or legal action.”

15 General

Clause 15 is amended as follows:

“It is a condition of any employment or engagement by nib that all Disclosers must comply at all times with this Policy. This Policy forms part

of the terms and conditions of any person's employment or engagement with a nib Group company.

It is a term and condition of each employment or engagement by nib that all Disclosers must comply at all times with this Policy.

This Policy will be made available to officers and employees of all nib Group companies by making it accessible through the Intranet, and it will be publicly available on the nib internet site."

Appendix 2

Appendix 2 and any references to Appendix 2 are deleted.

Addendum: People's Republic of China (PRC)

**Whistleblower Policy:
People's Republic of China (PRC) Addendum**

Dated: 2 June 2020

The nib Global Whistleblower Policy is amended as follows for the PRC for compliance with PRC law:

3 Who does this Policy apply to?

In clause 3, the Scope of "employees" is replaced as follows:

"full-time, part-time and dispatched employees, interns, secondees and hired retirees."

The last sentence of Clause 3 is deleted.

4 Matters that should be reported

The first bullet point of Reportable Matters is replaced as follows:

"an offence against, or a contravention of the PRC Company Law, the PRC Security Law; the PRC Insurance Law, or any other applicable law or regulation that is pursuable for criminal liability."

4.1 Personal Work-Related Grievances

The last sentence of Clause 4.1 is replaced as follows:

"Reports that are not about a Reportable Matter will not qualify for protection under Clause 7 of this Policy although these reports may be protected under legislation such as the PRC Employment Promotion Law."

4.3 False Reports

Clause 4.3 is replaced as follows:

"The reporting of false information is taken very seriously by nib. Individuals who deliberately or knowingly report false information will not be able to access the protections available under this Policy for Disclosers, or any legal protections, and individuals who are employees, dispatched employees, interns, secondees and hired retirees of a nib Group company may be subject to disciplinary action or termination of employment or engagement due to gross misconduct."

6 Making a report

6.2 External Hotline Service

Clause 6.2 is replaced as follows:

"A Discloser may make a report to nib's external independent whistleblowing service by email to nib@ethics-hotline.com.

Reports made under this Policy should describe the grounds for the report and provide as much detail as possible of all relevant facts and supporting documentation (if any).

KPMG will treat all Disclosures in accordance with the attached policy: <http://www.kpmg.com/AU/faircallprivacy>"

6.4 Reporting to Eligible Recipients

Other External Reporting Channels

This section of clause 6.4 is replaced as follows:

"nib encourages employees and other Disclosers to make a report to nib in the first instance, so that it can identify and address wrongdoing as early as possible. However, the Discloser may make a report about a Reportable Matter to an external party to the extent permitted or required by law."

7 Support and Protections Available to Disclosers

7.2 Prohibition of Reprisals

The following sentence of Clause 7.2 is deleted:

"Further information on legal protections and remedies for reprisals against a Discloser is set out in [Appendix 2](#)."

7.3 Anonymous Reporting

The first bullet point in clause 7.3 is replaced as follows:

"Where the information is disclosed to competent authorities;"

The second last paragraph of clause 7.3 is replaced as follows:

"It is a breach of this Policy for a person to identify a Discloser or disclose

information that is likely to lead to the identification of a Discloser, apart from the exceptional circumstances described above. If a Discloser is concerned about possible reprisals if their identity is revealed, they should contact the Whistleblower Protection Officer so that appropriate measures can be taken to protect them."

10 Investigating a report

10.2 Investigation

The last paragraph and subsequent bullet points under clause 10.2 are replaced as follows:

"Where a Discloser wishes to remain anonymous, the Discloser's identity will not be disclosed to the investigator or to any other person. Information that is likely to lead to the identification of the Discloser can be disclosed without the Discloser's consent, provided that:

- It is disclosed to competent authorities as required by law;
- The information is disclosed to a legal practitioner for the purpose of obtaining legal advice in relation to the operation of applicable whistleblowing protection laws;
- It is disclosed for the purpose of reasonably investigating the matter; and
- All reasonable steps are taken to reduce the risk that the Discloser will be identified."

11 Fair Treatment of Persons Implicated or Mentioned in a Report

The last bullet in clause 11 as follows is deleted:

"connecting the person with third party support providers such as Lifeline (13 11 14) and Beyond Blue (1300 22 4636)."

12 Investigation feedback

Clause 12 is amended as follows:

"Wherever possible, and assuming that the identity of the Discloser is known, the Discloser will be kept informed of the progress and outcomes of the investigation, subject to privacy and confidentiality considerations and at the sole discretion of nib."

13 Reports to other bodies

Clause 13 is amended as follows:

"In certain circumstances a Discloser may have a legal obligation to make a report to a statutory body or government department. Disclosers should

ensure that they comply with all such reporting requirements. To the extent permitted by law, Workers should give notice to the WPO prior to making such a report and follow the advice of the WPO in relation to these reporting obligations."

14 Breach of this Policy

Clause 14 is amended as follows:

"Any breach of this Policy will be taken seriously and may result in counselling and/or disciplinary action, up to and including summary dismissal due to gross misconduct."

Appendix 2

Appendix 2 and any references to Appendix 2 are deleted.

Addendum: Thailand
Whistleblower Policy:
Thailand Addendum

Dated: 2 June 2020

The nib Global Whistleblower Policy is amended as follows for Thailand:

6.2 External Reporting

The first paragraph and subsequent bullet points of clause 6.2 are replaced as follows:

“A Whistleblower may make a report to nib’s external independent whistleblowing service using any of the following methods:

- email to faircall@kpmg.com.au; or
- calling the hotline number 1800 011 807 within Thailand;
- visiting online <https://www.kpmgfaircall.kpmg.com.au/NIB>
- by post to The Fair Call Manager, PO Box H67 Australia Square, Sydney NSW 1213
- by fax to +61 2 9335 7466

Calls will be received by the KPMG Fair Call service 24 hours a day by either KPMG in Australia or South Africa, depending on the time the call is made by the Discloser. Alternatively, a Discloser may leave a voicemail. If a voicemail is left with sufficient details, KPMG Australia will return the call upon resumption of the hotline’s normal business hours. Calls are not recorded. The operators taking the call on this hotline are not associated with nib Group. They are trained and experienced specialists dedicated to dealing with whistleblowers and their concerns. Whistleblowers will be provided with a confidential reference number by the Fair Call operator.

The Fair Call operator will prepare a report which details the wrongdoing reported by the Whistleblower. All Fair Call reports will be forwarded to the WPO for action and/or referral to the WIO.

Reports made under this Policy should describe the grounds for the report and provide as much detail as possible of all relevant facts and supporting documentation (if any).

KPMG will treat all Disclosures in accordance with the attached policy: <http://www.kpmg.com/AU/faircallprivacy>”

Appendix 2

Appendix 2 and any references to Appendix 2 are deleted.

Addendum: Brazil

**Whistleblower Policy:
Brazil Addendum**

Dated: 2 June 2020

The nib Global Whistleblower Policy is amended as follows for Brazil:

3 Who does this Policy apply to?

The last paragraph of clause 3 is deleted.

4 Matters that should be reported

The first bullet point is replaced as follows:

- “an offence against, or a contravention of any Brazilian law that is punishable by imprisonment for a period of 12 months or more, or against Brazilian Laws n. 8,666/1993 (contracts with the government) and n. 12,846/2013 (anticorruption law), regardless of the type of punishment;”

The following paragraph is included at the end of clause 4:

“Issues related to human resources and industrial relations that are managed under separate mechanisms and policies and are excluded from this Policy include without limitation:

- Sexual harassment;
- Bullying;
- Discrimination; and
- Inappropriate workplace relationships.”

4.3 False Reports

Clause 4.3 is replaced as follows:

“The reporting of false information is taken very seriously by nib. Individuals who deliberately or knowingly report false information will not be able to access the protections available under this Policy for Disclosers, or any legal protections, and individuals who are employees, officers or contractors of a nib Group company may be subject to disciplinary action or termination of engagement for cause.”

6.2 External Hotline Service

After the bullet points in clause 6.2, the following sentence is included:

“Reports made online or by email can be made in Portuguese.”

The last paragraph of clause 6.2 is replaced as follows:

“NIB has appointed KPMG as an Eligible Recipient to receive Disclosures under the Corporations Act 2001 (Cth) and/or Taxation Administration Act 1953 (Cth). KPMG will treat all Disclosures in accordance with the attached policy:

<http://www.kpmg.com/AU/faircallprivacy>”

6.4 Reporting to Eligible Recipients

Other External Reporting Channels

This clause is amended as follows:

“nib encourages employees and other Disclosers to make a report to nib in the first instance, so that it can identify and address wrongdoing as early as possible. However, the Discloser may make a report about a Reportable Matter to an external party (such as the Brazilian Federal or State Police or the Federal or State Prosecutor).”

7.2 Prohibition of Reprisals

After the first paragraph, clause 7.2 is amended as follows:

“**“Detriment”** includes (without limitation):

- ix.dismissal;
- x.suspension from work;
- xi.verbal or written disciplinary warnings;
- xii.injury of an employee in his or her employment;
- xiii. alteration of an employee’s position or duties to his or her disadvantage;
- xiv. discrimination between an employee and other employees of the same employer;
- xv.harassment or intimidation;
- xvi.harm or injury (including psychological harm);
- xvii.damage to a person’s property; and

xviii.reputational, financial or any other damage to a person.

Detriment does not include administrative action that is reasonable to protect a Discloser from Detriment (for example a temporary transfer), or reasonable management action in relation to managing an employee's work performance, if the action is in line with nib's performance management framework.

If a Discloser believes they have suffered or may suffer Detriment because they have made a report under this Policy, or if any person has threatened to cause Detriment to them or another person in connection with a report, they should immediately report the matter to a WPO."

7.3 Anonymous Reporting

The first bullet point in clause 7.3 is replaced as follows:

- "Where the information is disclosed to the Brazilian Federal, State Police or to another authority responsible for the investigation;"

The second last paragraph of clause 7.3 is amended as follows:

"It is a violation to this policy for a person to identify a Discloser or disclose information that is likely to lead to the identification of a Discloser, apart from the exceptional circumstances described above. If a Discloser is concerned about possible reprisals if their identity is revealed, they should contact the Whistleblower Protection Officer so that appropriate measures can be taken to protect them."

The last sentence of clause 7.3 is deleted.

10.3 Investigation outcomes

The second and third paragraphs of clause 10.3 are deleted.

11 Fair Treatment of Persons Implicated or Mentioned in a Report Breach of this Policy

The following extract from clause 11 is deleted:

"However, an employee or officer who is implicated may be temporarily stood down on full pay whilst an investigation is in process, or may be temporarily transferred to another office, department or workplace, if appropriate in the circumstances. Any such stand-down or temporary transfer may only continue for the duration of the investigation. If the investigation determines that the allegations are not substantiated, the employee officer must be immediately reinstated to full duties."

The following extract from clause 11 is deleted:

“An employee or officer who is implicated in a report has a right to be informed of the allegations against them, and must be given an opportunity to respond to those allegations and provide additional information, if relevant, in the course of an investigation into those allegations (subject to the Discloser’s right to anonymity).”

The above extract from clause 11 that has been deleted is replaced as follows:

“An employee or officer who is implicated in a report may be informed of the allegations against them if so required, under the investigator’s discretion. If informed of the allegations, the employee or officer must be given an opportunity to respond to those allegations and provide additional information, in the course of an investigation into those allegations (subject to the Discloser’s right to anonymity).”

12 Investigation feedback

Clause 12 is deleted.

14 Breach of this Policy

The Clause is replaced, as follows:

“Any breach of this Policy will be taken seriously and may result in counselling and/or disciplinary action, up to and including summary dismissal with cause.”

15 General

The Clause is replaced, as follows:

“It is a condition of any employment or engagement by nib that all employees, officers and contractors must comply at all times with this Policy. This Policy forms part of the terms and conditions of any person’s employment or engagement with a nib Group company.”

Appendix 2

Appendix 2 and any references to Appendix 2 are deleted.

Addendum: India

**Whistleblower Policy:
India Addendum**

Dated: 2 June 2020

The nib Global Whistleblower Policy is amended as follows for India for compliance with the relevant Indian laws and best practice:

2 Purpose

The following paragraph is included at the end of Clause 2 as follows:

“The Policy is established in accordance with Section 177(9) of the Companies Act, 2013 read with Rule 7 of Companies (Meetings of Board and its Powers) Rules, 2014.”

3 Who does this Policy apply to?

The second paragraph in clause 3 is replaced as follows:

“A Discloser is any of the above individuals who makes a report in accordance with this Policy. Reports can be made by Disclosers against any other employee, officer, director, contractor, supplier, associate or consultant of an nib Group company.”

The last paragraph in clause 3 is replaced as follows:

A Discloser may also be eligible for protection as a whistleblower under the Companies Act, 2013.”

4 Matters that should be reported

The second paragraph and subsequent bullet points under clause 4 are replaced as follows:

“Reportable matters include, but are not limited to, any conduct that involves:

- an offence against, or in contravention of any Indian law or any criminal offence;
- a danger to the public or the financial system (even if it does not involve a contravention of a particular law);
- dishonest behaviour;
- malpractice and/ or fraudulent activity or otherwise encouraging malpractices and/ or any fraudulent activity in any office or branch;

- unlawful, corrupt or irregular use of company funds or practices;
- illegal activities (including theft, dealing in or use of illicit drugs, violence or threatened violence and criminal damage against property) or pilferage of proprietary or confidential information or nib's customers;
- misuse or breach of nib's intellectual property rights;
- unethical behavior, including anything that would breach the nib Code of Conduct;
- improper or misleading accounting or financial reporting practices or breach of fiduciary responsibility;
- abuse of power or authority for any unauthorized or ulterior purpose or violation of corporate governance or behaviour that is oppressive, discriminatory or grossly negligent;
- an unsafe work-practice;
- any behaviour that poses a serious risk to the health and safety of any person at the workplace;
- a serious risk to public health, public safety or the environment or damage to others or general public;
- causing or threatening to cause Detriment to a Discloser who has made a report under this Policy, or who is believed or suspected to have made or be planning to make a report under this Policy; or
- A breach of a policy on conflict of interest, insider trading policy, related party transactions, code of conduct, anti-bribery and anti-corruption policy or any other policies of the nib Group;
- Any act of abuse, bias, corruption, discrimination, duress, embezzlement, exploitation, favour, imprudence, workplace harassment (including physical or psychological harassment or bullying), neglect, unethical, waste, wrongdoing;
- any other conduct which may cause loss to nib or be otherwise detrimental to the interests of nib."

4.1 Personal Work-Related Grievances

The last paragraph of clause 4.1 is replaced as follows:

"Reports that are not about a Reportable Matter will not qualify for

protection under the *Companies Act, 2013*, although these reports may be protected under other applicable legislation.”

4.3 False Reports

Clause 4.3 is replaced as follows:

“A report may have serious consequences, including potential damage to the career prospects and reputation of people who are the subject of allegations of wrongdoing. Therefore, it is very important that those who make a report under this Policy do so in good faith, with reasonable grounds for believing that the information is correct or likely to be correct.

The reporting of false information is taken very seriously by nib. Individuals who deliberately or knowingly report false information will not be able to access the protections available under this Policy for Disclosers, or any legal protections, and individuals who are employees, officers or contractors of an nib Group company or in any way engaged with an nib Group company may be subject to disciplinary action or termination of engagement, especially in case of repeated frivolous complaints by any particular Discloser.”

6.1 Internal Reporting

Clause 6.1 is replaced as follows:

“Employees should first report any matters of concern to their direct line manager or People and Culture advisor. This is an opportunity to clarify the incident, ask questions and determine whether the matter comes under this Policy. At all times, these discussions will remain confidential.

Where neither of the above are appropriate, or where the person making a report does not feel comfortable making an internal report, or where an employee has made an internal report but no action has been taken within a reasonable time, the report can be made using nib Group’s external independent whistleblower service, Fair Call.”

6.2 External Hotline Service

The first paragraph and subsequent bullet points under clause 6.2 are replaced as follows:

“A Discloser may make a report to nib’s external independent whistleblowing service using any of the following methods:

- email to faircall@kpmg.com.au
- calling the hotline number 0800 000 402 232 within India

- calling the hotline number outside of India (refer to Appendix 1)
- visiting online <https://www.kpmgfaircall.kpmg.com.au/NIB>
- by post to “The Fair Call Manager, PO Box H67 Australia Square, Sydney NSW 1213
- by fax to +61 2 9335 7466”

Reports made under this Policy should describe the grounds for the report and provide as much detail as possible of all relevant facts and supporting documentation (if any).

KPMG will treat all Disclosures in accordance with the attached policy: <http://www.kpmg.com/AU/faircallprivacy>”

6.4 Reporting to Eligible Recipients

Clause 6.4 is replaced as follows:

“If a Discloser is unable to use any of the above reporting channels, a disclosure can be made to an “eligible recipient” within the company. Eligible recipients in relation to a nib Group company are:

- designated officers;
- Directors;
- senior managers;
- Chairman of the Audit Committee;
- auditor or member of an internal or external audit team conducting an audit; and
- actuaries.

The Discloser must first inform the eligible recipient that they wish to make a report under this Policy, so that the eligible recipient can make appropriate arrangements in relation to confidentiality.

An eligible recipient may direct the Discloser to make the report to the external whistleblowing service, or to the WPO, if they consider it appropriate in the circumstances.”

Other External Reporting Channels

This section of clause 6.4 is replaced as follows:

“nib encourages employees and other Disclosers to make a report to nib in the first instance, so that it can identify and address wrongdoing as early as possible. However, nothing in this Policy shall take away the right and/ or obligation of all Disclosers to report externally any matter described under this Policy or any other crime under Indian law, to either the registrar of companies, local law enforcement agencies or the jurisdictional police.”

7.3 Anonymous Reporting

The following paragraphs are added to Clause 7 as follows:

“All anonymous complaints will be considered for appropriate investigation based on the following factors:

- The seriousness of the concern raised;
- The credibility of the concern;
- The likelihood of confirming that the allegation is raised through reliable sources; and
- The ability of the WPO and WIO to investigate into anonymous complaints.

Information about a Discloser’s identity and information that is likely to lead to the identification of the Discloser may be disclosed in the following circumstances:

- If authorities take further legal action on the reported matter, and it becomes necessary for a Discloser to identify himself/ herself;
- If required to do so under applicable law or any enforceable Government request or order;
- Where the information is disclosed to a legal practitioner for the purpose of obtaining legal advice in relation to the operation of applicable whistleblowing protection laws; or
- Where the Discloser consents.”

8 Resources

Clause 8 is replaced as follows:

“The Board of nib holdings limited, through the Risk & Reputation Committee, governs and is responsible for the ultimate decision-making power regarding reports and investigations under this Policy.

8.1 Whistleblower Protection Officer (“WPO”)

The second paragraph of clause 8.1 is replaced as follows:

“The WPO reports directly to the Managing Director/Chief Executive Officer (“**MD/CEO**”) and the Risk & Reputation Committee, in relation to the Policy. The WPO also has access to independent advisers as and when required. The current WPO is the Group Chief Risk Officer.”

9 Reports concerning the WPO, WIO or any other Member of the Audit Committee

Clause 9 is replaced as follows:

“If either of the WPO, WIO or any member of the Audit Committee, have a conflict of interest in a given case, such person shall recuse themselves and the other remaining personnel and/or members shall deal with the matter at hand.

If a report involves the WPO, the WIO and all members of the Audit Committee (or the designated director functioning as Audit Committee, as the case may be), the matter will be directed to the Chair of the nib holdings limited Board for investigation and further action.”

10.1 Assessment of Report

The second paragraph of clause 10.1 is replaced as follows:

“If the WPO is implicated in the report, the WPO must not have any involvement in the initial assessment and the matter may be referred directly to the WIO. If both the WPO and the WIO are implicated, the matter may be referred directly to the Chairman of the Board of Directors.”

10.2 Investigation

The following paragraphs are added to clause 10.2:

“Where a Discloser has filed a report under this Policy directly with the Audit Committee, the Audit Committee shall have the power to investigate the Reportable Matter, either in conjunction with the WIO or independently.

Where a Discloser wishes to remain anonymous, the Discloser’s identity will not be disclosed to the investigator or to any other person. However, this may not apply in a case where an external authority is involved in the investigation. Information that is likely to lead to the identification of the Discloser can be disclosed without the Discloser’s consent, provided that:

- It is disclosed for the purpose of reasonably investigating the matter;
- It is disclosed under applicable law; and
- All reasonable steps are taken to reduce the risk that the Discloser will be identified.

The WIO shall not:

- take any statement from a respondent or a witness under duress or coercion; and
- voice- or video-record the investigation without the prior written consent of the person being interviewed and provided that the applicable law permits.

The WIO shall maintain appropriate records of the investigation proceedings at all times. The WIO shall consult with legal practitioners, in the event the Reportable Matter is required to be reported to the law enforcement agencies.”

11 Fair Treatment of Persons Implicated or Mentioned in a Report

The first paragraph in clause 11 is replaced as follows:

“No action will be taken against employees or officers or any persons who are implicated in a report under this Policy until an investigation has determined whether any allegations against them are substantiated. However, an employee or officer or person who is implicated may be temporarily not be permitted to manage the work of the Discloser, or may be temporarily transferred to another office, department or workplace, whilst an investigation is in process, if appropriate in the circumstances. Any such alteration in the reporting structure or temporary transfer may only continue for the duration of the investigation. If the investigation determines that the allegations are not substantiated, the concerned person must be immediately reinstated to full duties and terms of engagement, as prevalent before the investigation.”

16 Review of the Policy

The first paragraph of clause 16 is replaced as follows:

“The WPO will report to the Board of nib on a regular basis regarding the effectiveness of this Policy, and nib’s whistleblowing processes. All such reports shall be de-identified and shall ensure confidentiality of Disclosers. If a report under this Policy relates to serious misconduct or involves a serious risk to nib, the WPO may immediately notify the Board.”

Appendix 2

Appendix 2 and any references to Appendix 2 are deleted.