

Whistleblowing Policy

1 Purpose

Mercury is fully committed to “doing the right thing” and conducting business with honesty, fairness and openness. Our people should feel confident and able to speak up if something is not right, and be protected from retaliation or disadvantage. This policy sets out the processes and principles Mercury has in place to encourage you to report suspected wrongdoing. It covers what wrongdoing is, how you should report suspected wrongdoing, how those concerns will be listened to and dealt with by Mercury, and what rights and protections Mercury will give you as a whistleblower.

This policy applies to you if you are an employee (past or present), director or officer, secondee, contractor or a volunteer of Mercury, including its subsidiaries and Mercury controlled Joint Ventures.

2 What is “wrongdoing” and what should you do about it?

Mercury wants to know about wrongdoing that may be happening in its business. Wrongdoing could include any act or omission or course of conduct by a person or people which you think is:

- > dangerous and / or a risk to the health or safety of you or Mercury’s customers, employees or contractors or to the public;
- > likely to cause significant damage to the environment;
- > fraudulent or against the law;
- > getting in the way of the prevention, investigation or detection of criminal offences by Mercury’s customers, employees, suppliers or competitors;
- > sexual harassment, bullying or discriminatory to you, any of your colleagues, or to Mercury’s customers or to the public; or
- > putting at risk the assets, brand or reputation of Mercury.

If you suspect that wrongdoing is occurring or has occurred, you are expected to report it to Mercury. Once you report the wrongdoing, the process Mercury will follow and your rights and protections as a whistleblower will be as set out in this policy.

If you volunteer additional information in support of a concern reported by someone else, you will also be entitled to the protections set out in this policy, provided that you volunteer that information to the General Counsel or otherwise in accordance with this policy.

3 Protection and support for whistleblowers

It is in Mercury’s best interests to be made aware of any actual or suspected wrongdoing by, or within, its business. If you raise a genuine concern about a wrongdoing, we are committed to supporting you and doing our best to make sure you do not experience any retaliation from Mercury.

Mercury will:

- > offer People Experience support to any person that reports an actual or suspected wrongdoing;
- > maintain confidential information that might identify you (see below);
- > strictly prohibit any behaviour that discourages someone from reporting a wrongdoing, or that could amount to retaliatory action or less favourable treatment from anyone at Mercury. Any person that engages in such behaviour may face disciplinary or other action; and
- > not take any civil, criminal or disciplinary proceedings against you for making the disclosure.

To qualify for these protections the report must be made in accordance with the procedures set out in this policy and in good faith. The protections in this policy will not apply if you report a wrongdoing knowing it to be false or in bad faith.

Protected Disclosures (Protection of Whistleblowers) Act 2022

You may also be protected under the Protected Disclosures (Protection of Whistleblowers) Act 2022 (**Act**) if the wrongdoing you are disclosing is serious. If your disclosure is a protected disclosure under the Act, you will have statutory immunity from any civil and criminal proceedings in relation to the disclosure.



If you are unsure about whether the information you want to disclose relates to serious wrongdoing or if have any questions about the Act, you can seek guidance from a member of the Legal Team.

4 Confidentiality

If you report an actual or suspected wrongdoing, Mercury will respect your confidentiality as much as we can. Mercury will also use its best endeavours not to disclose information that might identify you, unless you have consented to that disclosure.

However, in limited circumstances this may not be possible, for example:

- > where Mercury is legally required to disclose the information (for example, if required by a court order);
- > where it is necessary in order to properly and fairly investigate the reported wrongdoing.

In these cases, Mercury will inform you before releasing information that might identify you.

5 Reporting the suspected wrongdoing

Mercury has engaged Deloitte to provide an external and independent disclosure reporting platform, and associated services. If you want to report a suspected wrongdoing, you may do so in any of the following ways:

In Person	To Mercury's General Counsel. If Mercury's General Counsel is involved in the suspected wrongdoing or fails to take steps in a reasonable time to investigate the suspected wrongdoing, or if you do not feel comfortable reporting to Mercury's General Counsel for any other reason, then you can report to: > the Executive Leader of your business unit; > any member of the Executive Leadership Team (including the Chief Executive); or > any member of the Mercury Legal Team.
Online	www.mercurynz.deloitte.com.au
By Email	dwsnz@deloitte.digital
By Phone	0800 403 478 (available 24/7)
By Post	PO Box 912028 Victoria St West Auckland 1142 New Zealand
By Fax	+61 2 9255 8328

With the exception of disclosures made in-person, reports on all disclosures of suspected wrongdoing will be treated as follows:

- > sent to Mercury's General Counsel, unless you have indicated that Mercury's General Counsel is involved in the suspected wrongdoing, in which case the report will be sent to Mercury's Chief Executive;
- > sent to Mercury's Board Chair, where the suspected wrongdoing involves Mercury's Chief Executive and/or a member of Mercury's Executive Leadership Team.

In each case, the person receiving your report is called the *Protected Disclosure Officer*.

6 What the receiver of information will do

6.1 Overview

As soon as possible and within 20 working days after receiving a report of suspected wrongdoing, the person who received the report will:

Acknowledge receipt

- > Acknowledge to you the date the disclosure was received and, if the disclosure was made orally, summarise the receiver's understanding of the disclosure.

Initial Consideration

- > Consider the information you have provided and whether it warrants investigation.

Check

- > Check with you if the disclosure has been made elsewhere (and any outcome).



Deal

- > Deal with the matter by doing one or more of the following (and inform you, with reasons, of what the receiver is doing or has done):
- Investigating the disclosure;
 - Addressing any wrongdoing by acting or recommending action;
 - Referring the disclosure to an Appropriate Authority¹, such as the New Zealand Police (having first consulted with you and with the Appropriate Authority);
 - Deciding that no action is required.

If it is impractical for the receiver to deal with the matter within 20 working days, the receiver will provide you with appropriate, periodic updates until the matter has been dealt with.

6.2 Full Investigation

Where a full investigation is warranted, the investigator will establish a process for the investigation, to be carried out as quickly as reasonably possible. The General Counsel will be responsible for the full investigation. If there is a concern that the General Counsel is involved in the wrongdoing, then responsibility for the full investigation may be escalated to a member of the Executive Leadership Team or the Chief Executive or, if those persons may also be involved, then the Chair of the Board.

The process for investigating your concern may vary depending on the nature of the conduct reported.

All investigations will be conducted in a manner that is fair, objective and reasonable and affords natural justice to all people involved.

You will be interviewed as part of the full investigation. The person(s) involved in the wrongdoing will also be interviewed and given the opportunity to respond to the allegation. As above, we will respect your confidentiality as much as we can. During the investigation, we will require you to keep everything about the investigation, including your disclosure, confidential too.

If the outcome of the investigation shows that wrongdoing has occurred, then Mercury will take all reasonable, practicable steps to make sure it does not happen again. Outside authorities may be involved if we think it is necessary.

You will be kept informed of the progress of the investigation throughout, and at the conclusion of the investigation you will be told whether the wrongdoing was upheld or not. The investigator may also disclose details of the investigation to the Board.

7 Disclosure to an appropriate authority

If you believe on reasonable grounds that a serious wrongdoing has occurred, you may disclose the matter to an Appropriate Authority as listed in Schedule 2 of the Act.

If you are unsure about whether the information you want to disclose relates to serious wrongdoing or if have any questions about the Protected Disclosures (Protection of Whistleblowers) Act 2022, you can seek guidance from a member of the Legal Team.

8 Responsibility and review

Mercury's General Counsel is responsible for this policy. If you have any questions about it, then you should speak to that person or a member of the Legal Team.

The Board of Mercury has approved this policy. The People & Performance Committee will review this policy as and when required, but at a minimum, every three years and will recommend changes to the Board for approval.

¹ See section 25 and Schedule 2 for further information on appropriate authorities.

