

WHISTLEBLOWING (WRONGDOING) DISCLOSURE POLICY

Date of issue – 31 December 2019

INTRODUCTION

Fletcher Building is committed to promoting a culture of compliance, honesty and ethical behaviour.

We want the people who work for us, and those we do business with, to be comfortable approaching the organisation with any concerns about conduct which appears illegal, unethical or improper.

This Whistle Blowing (Wrongdoing) Disclosure Policy is designed to provide information about the process to follow, and reassurance about the protection from reprisal or disadvantage available for those who make disclosures.

NEED TO KNOW

- Fletcher Building and its subsidiaries are committed to providing an environment in which people can report unethical, unlawful or otherwise improper conduct without fear of intimidation or reprisal.
- Employees and others subject to this policy are expected to report concerns about unethical, unlawful or otherwise improper conduct.
- Anyone subject to this policy reporting concerns will be protected from reprisal or repercussions from the Group provided the disclosures are based on reasonable grounds and without malicious intent and reported through the channels outlined in this policy.
- Fletcher Building will not tolerate behaviour that discourages someone from reporting concerns or is seen as retaliation for reporting concerns.
- Any concerns raised will be investigated in an appropriate and thorough manner.
- Any persons made aware of a disclosure must take all reasonable steps to maintain confidentiality of the information and anonymity of a person they know or suspect to have made a disclosure.
- Fletcher Building will adhere to New Zealand and Australian legislation which also provides protection against civil or criminal proceedings for an employee making a Protected Disclosure if certain conditions are met. (see [Appendix B](#) and [Appendix C](#) for more information)
- It is expected non-wholly owned subsidiaries and applicable joint venture/alliances will adapt their rules and guidelines as much as possible to be consistent with this policy

This policy applies to: all those who work for, or have dealings with Fletcher Building and its business units including employees, former employees, directors, officers, contractors, employees of contractors, suppliers and their employees, family members of any of the above, and customers.

EXPLANATORY AND GUIDANCE NOTES

Examples of when disclosure is expected

You have a responsibility to report concerns if you suspect or become aware of misconduct in the following areas:

- Suspected fraudulent or other illegal activity –examples include: theft; misappropriation; insider trading; market manipulation; and corrupt practices including giving or receiving bribes or other improper benefits.
- Unethical behaviour –e.g. conflicts of interest; illegal, deceptive or anti-competitive practices; bullying, harassment and non-adherence to internal compliance policies; and non-compliance with legislation.
- Conduct involving substantial risk to health and safety of employees or the public – e.g. practices that endanger the safety of employees/the public, unsafe or unhealthy working practices, non-compliance with required practices.
- Financial Reporting - e.g. falsification or destruction of business or financial records; misrepresentation or suppression of financial information; non-adherence to internal financial reporting policy/controls.
- Retaliation against a reporting individual – e.g. statements, conduct or actions involving terminating, disciplining, suspending, harassing or discriminating against an individual reporting a concern on reasonable grounds in accordance with this policy.

All matters reported will be taken seriously but it is important to note that this policy should not be used for common day-to-day issues; e.g. to support a personal employment dispute, to settle a score or make false accusations.

Reporting a concern

In the first instance employees are encouraged to report any concerns to your direct manager or supervisor.

Where this is not appropriate; e.g. staff don't feel comfortable doing that, or wish to remain anonymous then concerns may also be reported:

- (a) directly to an employee's Business Unit People and Performance Manager; or,
- (b) directly to the GM Group Assurance (Emma Burke; +64 21 242 7982, emma.burke@fbu.com); or,
- (c) through the FBuCall hotline (refer to details in [Appendix A](#)).

[FBuCall](#) is a free phone and online service to provide anonymity. It is managed externally and independently of Fletcher Building.

You may be asked for, but do not need to provide any personal details to FBuCall unless you wish to.

If you are making a disclosure anonymously in writing, you should provide as much information as possible so as not to compromise the ability to investigate the report.

Confidentiality and anonymity

All disclosures in line with this policy will be treated confidentially and shared only to the extent necessary to allow an investigation or to determine what action is appropriate.

Your identity can be kept confidential. While there are some circumstances where it may need to be disclosed to authorities, we would discuss this with you before that occurred.

If you decide to provide information completely anonymously then keep in mind that it could limit our ability to fully investigate and address the issue or behaviour you raise. It may also mean you wouldn't be able to assist with any questions or receive feedback or updates on the matters reported.

Limitations on protections

Protections under this policy may not apply if you make an allegation known to you to be false, or otherwise act in bad faith. They will not apply if you provide information only after being required to do so by law, or after being approached during the course of a separate investigation of the matter.

Protections are also not guaranteed under this policy if the alleged wrongdoing is reported to a recipient who is not authorised to receive that disclosure, such as the media or members of the public.

Reporting retaliatory action

Someone who has made a general wrongdoing disclosure should let a senior manager within their business unit know immediately if they believe they are subject to detrimental treatment as a result.

Detrimental treatment includes dismissal, demotion, discrimination, harassment, disciplinary action, bias, threats, intimidation or other unfavourable treatment connected with making a report.

You can also report treatment of this kind to whoever you first contacted to raise the concern, or directly through FBUCall.

Investigation of disclosures

All disclosures made to individual managers; the People and Performance Managers in business units, the GM Group Assurance or through FBUCall will be investigated with the objective of finding evidence that either substantiates or refutes the matters raised.

- a) Upon receipt of a concern, an evaluation of the severity will be made to determine whether an internal or external investigation is required.
- b) For a report to be investigated, it must contain sufficient information to form a reasonable basis for investigation.
- c) Not all complaints require a full investigation and a preliminary investigation will allow for basic inquiries and may determine that the issue or incident is low risk or unsubstantiated. This initial assessment is performed by the GM Group Assurance.
- d) Depending on the nature of concerns reported these may also be raised to Executive Management and the Board.

The GM Group Assurance may review completed investigations to verify that; the investigation has been appropriately performed; allegations have been investigated as far as reasonably possible; and any conclusions are justified based on evidence obtained. The GM Group Assurance may also request any investigations to be re-opened.

The Group is committed to implementing the findings and recommendations of any investigation with a view to rectifying any wrongdoing as far as is practicable in the circumstances.

There is more information on investigation protocols and process in [Appendix D](#)

Support available

Ongoing support will be made available to those disclosing alleged wrongdoing, and also any person (s) subject to an allegation. Anyone accused of wrongdoing will have the right to answer the allegation.

Support will be provided by the Fletcher Building Employee Relations Manager (ERM) and will be separate to the disclosure process or those involved investigating any concern.

Reporting back

If you made an allegation other than anonymously, you will have the right to be kept informed of progress subject to considerations of privacy or confidentiality. Unless it is inappropriate for us to do so you'll be informed of the outcome of an investigation, on a confidential basis.

If you have any concerns over the progress or the outcome of an investigation there are avenues for you to raise those. You should first make contact through FBU Call or you can raise this as an issue with appropriate authorities (see [Appendix B and Appendix C](#)).

Questions on this policy? Discuss with your direct manager, or your business unit People and Performance Manager.

Printing this policy? All our official policies are updated electronically and available on Matrix so before distributing please check out the latest version [here](#).

Related policies: *Travel and Entertainment, Fraud, Anti Bribery and Corruption and Bribery*

Updates to this policy document			
Version	Action	Author	Date
1			30 April 2019
2	Update for Aust. legislation		31 Dec 2019
Next review due: April 2020			

APPENDIX A - FBuCALL DETAILS

Concerns can be reported to FBuCall either through an online form or by using the hotline. There is full information on our website <https://fletcherbuilding.com/fbucall/>

Details for calls or online reporting differ by country.

Call details by country

Country	FBuCall number
New Zealand	0800 576 400
Australia	1800 870 585
American Samoa	0061 2 9445 9993
Fiji	00800 2190
PNG	1802025
Samoa	0061 2 9455 9993
Solomon Islands	0061 2 9455 9993
Tonga	0061 2 9455 9993
Vanuatu	0061 2 9455 9993

For Australia, New Zealand, the Pacific Islands and any other location the online form link is [here](#).

You can copy the link below and type it into a browser:

<https://www.kpmgfaircall.kpmg.com.au/fbucall>

FBuCall is monitored 24 hours a day by KPMG.

For those who have access to Fletcher Building's Intranet Matrix there is more information about FBuCall [here](#).

APPENDIX B - PROTECTED DISCLOSURES ACT (NZ only)

Guidance for employees

New Zealand employees who are aware of a serious wrongdoing have a specific set of legal protections under the Protected Disclosures Act. The act applies to employees, former employees, contract workers, home workers, people seconded to the organisation and/or volunteers.

Subject to specific criteria and provided the procedures in this policy are followed it allows a person who reports a wrongdoing to be protected from civil or criminal proceedings and disciplinary action.

This applies where:

- The information is about serious misconduct or serious wrongdoing in or by your workplace
- You reasonably believe the information is true or likely to be true
- You want the serious wrongdoing investigated
- You want the disclosure to be protected

There is more detailed information on the [Office of the Ombudsman website](#).

Disclosing to an external authority

Generally speaking, protected disclosures must be made first in line with the internal reporting process but they can be made to an appropriate external authority if you reasonably believe

- It is justified because of urgent or exceptional circumstances
- You've made a disclosure in accordance with your organisation's internal procedures, but there's been no action or recommended action within 20 working days.
- The head of the organisation is involved in the serious wrongdoing

Appropriate authorities include the Ombudsman, Commissioner of Police, the Controller and Auditor-General, the Parliamentary Commissioner for the Environment, the Solicitor-General, the Health and Disability Commissioner and the head of every public sector agency.

APPENDIX C - ADDITIONAL POLICY PROVISIONS FOR AUSTRALIA ONLY

Guidance for employees

In addition to all other provisions of this policy, the following provisions apply to the Australian Division only.

Making a disclosure

It is Fletcher Buildings's preference that disclosures about improper conduct are made through the Company's designated whistleblowing channels. However you may also make an internal disclosure to:

- (a) an officer or senior manager of Fletcher Building Limited or a related body corporate;
- (b) an auditor or a member of an audit team conducting an audit of Fletcher Building Limited or a related body corporate; or
- (c) an actuary of Fletcher Building Limited or a related body corporate.

You may also be able to report your concern to an external regulatory body. Please read the section of this policy titled "Can I report my concern externally?" if you are considering this.

You may wish to seek independent legal advice (at your own cost) for the purpose of obtaining legal advice or information in relation to making a disclosure.

Can I report my concern externally?

In addition to being reportable under this policy, disclosures about protected matters (as defined in the Whistleblower Protection Laws) can be reported directly to an external regulatory body including:

- (a) the Australian Securities and Investments Commission (**ASIC**);
- (b) Australian Prudential Regulatory Authority (**APRA**); and
- (c) the Commissioner of Taxation (for a protected disclosure under the Taxation Administration Act).

The Corporations Act enables you to make a public interest disclosure or an emergency disclosure about a protected matter to a journalist or a member of parliament in certain limited circumstances.

We recommend you seek independent legal advice (at your own cost) before reporting any concern to an external body, a journalist or a member of parliament.

Nothing in this Policy is intended to prevent any person from reporting possible breaches of laws to relevant government agencies or authorities. Staff may also be legally required to report certain matters to government agencies or authorities.

How does Fletcher Building ensure fair treatment of employees mentioned in a disclosure?

We will ensure that any investigation process is confidential and procedurally fair, and that where possible, investigation reports maintain the privacy of employees who are mentioned in a disclosure.

Victimisation is prohibited

Fletcher Building is committed to protecting persons from being victimised in the workplace as a result of an actual or potential disclosure. These protections are essential to creating an environment where our employees, officers and others who work with us are comfortable reporting any improper conduct. However for practical reasons, we may not be able to extend the full range of protections to

persons who are not our officers or employees.

If you consider that you have been victimised as a result of making a disclosure, or in the belief that you have made a disclosure, you should immediately report this to your relevant People and Performance manager (details are available through Matrix). You can also report victimising conduct under this policy.

If you are found to have engaged in victimisation,

- (b) if you are one of our employees - you will be subject to disciplinary action which may include a formal written warning, or termination of your employment with us;
- (c) if you are not one of our employees – we may terminate your engagement or appointment or take other appropriate corrective action.

Support available

If you are a Fletcher Building employee or officer, you are entitled to support through our Employee Access Program. We may explore options such as taking leave, relocation to another area of business or a secondment arrangement while the disclosure is being investigated.

If you are one of our employees, you will not be subject to disciplinary action for making a disclosure on reasonable grounds. You may however still be subject to disciplinary action for misconduct that is revealed as a result of your disclosure. We may take the disclosure into account when determining the nature of any disciplinary action.

If you think that the person you made the disclosure to has not dealt with the concern sufficiently or at all, you may raise the concern with the Chief People Officer (details available on Matrix) if you have not already done so, or report this concern under this policy.

Protections under Australia's Corporations Act

In Australia, the various pieces of legislation that protect whistleblowers from negative treatment include the *Corporations Act 2001 (Cth)* and *Taxation Administration Act 1953 (Cth)* (**Whistleblower Protection Laws**).

In adhering to Australian legislation, we outline below information about the protections available to whistleblowers, including the protections under the Whistleblower Protection Laws.

This Policy is to be read subject to those statutory protections and is not intended to create contractually enforceable rights in respect of those statutory protections.

For Australian businesses, the Corporations Act 2001 gives special protection to whistle-blowers where the following conditions are satisfied:

- The whistle-blower is an officer or employee of the Group, or a person or company who has a contract for the supply of goods and services with the Group (a 'contractor') or an employee of such a contractor or a relative of one of these; and
- the report is made to:
 - the Group's auditor, or a member of the Group's audit team;
 - a director, secretary or senior manager of the Group;
 - a person authorised by the Group to receive whistle-blower disclosures, or
 - to an external body (Note – if you are considering reporting to an external body please read the section of this policy titled "Can I report my concern externally?"); and

- the whistle-blower has reasonable grounds to suspect that the report relates to a disclosable matter being information concerning misconduct, or an improper state of affairs or circumstances or conduct that is an offence against or a contravention of prescribed legislation (including the Corporations Act)

Disclosures that are not about ‘disclosable matters’ do not qualify for protection under the Corporations Act.

The following protections are given by the Corporations Act in respect of disclosures where the above conditions are met:

- the whistle-blower cannot be subject to legal liability for making the report;
- the whistle-blower is entitled to protection from detrimental acts including dismissal, alteration of position or duties to his or her disadvantage, discrimination, harassment or intimidation, harm or injury, including psychological harm, damage to property, damage to reputation and damage to business or financial position;
- anyone who victimises or threatens the whistle-blower is guilty of an offence and may be liable for damages; and
- the person receiving the report commits an offence if they disclose the substance of the report or the whistle-blower’s identity, without the whistle-blower’s consent, to anyone except ASIC, the Australian Federal Police or the Australian Prudential Regulatory Authority

Examples of conduct which may amount to a breach of the Corporations Act include:

- breach of the continuous disclosure rules;
- failure to keep accurate financial records;
- falsification of accounts;
- failure of a director or other officer of the Group to act with the care and diligence that a reasonable person would exercise, or to act in good faith in the best interests of the corporation;
- failure of a director to give notice of any material personal interest in a matter relating to the affairs of the Group;
- insider trading;
- insolvent trading.

Protections available to disclosers at law

If your disclosure is a protected disclosure as defined under the Whistleblower Protection Laws, these laws provide that:

- you cannot be subject to any civil, criminal or administrative liability, for making a protected disclosure;
- no contractual or other remedy may be enforced and no contractual or other right may be exercised against you on the basis of the protected disclosure;
- you may be subject to civil, criminal or administrative liability for conduct that is revealed by the protected disclosure;
- if the protected disclosure is to ASIC, APRA or the Commissioner of Taxation, or is a public interest disclosure or emergency disclosure as permitted under the Corporations Act, the information is not admissible in evidence against you in criminal proceedings, or in proceedings for the imposition of a penalty, except for proceedings in respect of providing false information.

If you have been victimised for making a protected disclosure under the Whistleblower Protection Laws or in the belief that you have, or may make such a disclosure, there are possible remedies available

under the Whistleblower Protection Laws which include reinstatement, compensation, an order prohibiting the victimisation, or an apology. The victimiser can be ordered to pay substantial monetary fines or imprisoned. Protections for Fletcher Building Limited employees also exist under the Fair Work Act. These are enforceable as a matter of statute and do not form part of this Policy.

Public Interest Disclosure Act 2013 (Cth) (PID act)

The PID Act deals with disclosures by a “public official”. A “public official” includes an officer or employee of a contracted service provider who is party to a Commonwealth contract. A Commonwealth contract is a contract with the Commonwealth or any statutory agency as defined in the *Public Service Act 1999 (Cth)*.

Fletcher Building Limited is a contracted service provider for the purposes of the PID Act. The PID Act offers protection from reprisal action. The protection applies to public officials who disclose suspected illegal conduct, corruption, maladministration, abuses of public trust, deception relating to scientific research, wastage of public money, unreasonable danger to health or safety, danger to the environment or abuse of position or conduct which may be grounds for disciplinary action.

In the case of officers or employees of a contracted service provider to the Commonwealth, the disclosure must relate to the Commonwealth contract.

If you wish to make a disclosure in relation to a contract between Fletcher Building Limited and the Commonwealth or an agency you may do so under this policy. Alternatively, you may make the disclosure to the Commonwealth agency that is party to the contract, the Commonwealth Ombudsman or the Inspector-General of Intelligence and Security.

APPENDIX D - INVESTIGATION PROCESS

Deciding the best approach

A preliminary investigation of any disclosure may include a review of the company's policies for handling different types of allegations (harassment, discrimination, privacy, theft, etc.).

This is to ensure the complaint is handled and investigated in the most appropriate manner and that any legal obligations are upheld throughout the investigation process. Where a full investigation is required, an investigator will be assigned.

Investigator selection

Depending on the nature of the incident or concern the investigator may be internal to Fletcher Building, or an external consultant. In all circumstances, the person selected to investigate will do so independently, will be objective and not be in a position of direct authority over any of the people involved in the complaint.

All concerns received by the GM Group Assurance or through FBuCall will be managed by the GM Group Assurance and her/his respective delegates.

Each Quarter the GM Group Assurance will report all concerns raised directly with him/her and FBuCall instances to Fletcher Building's Audit and Risk Committee ("ARC").

Review of outcomes

The GM Group Assurance may also review any completed investigations to verify that the investigation has been appropriately performed; allegations have been investigated as far as reasonably possible; and any conclusions are justified based on evidence obtained.

The GM Group Assurance may also request any investigations to be re-opened.

Timeliness

Where a disclosure is made under the provisions of the Protected Disclosure Act in New Zealand a decision on whether a full investigation is warranted will be made, and notified to the discloser within 20 working days. Other investigations and the timing of all outcomes will vary depending on the disclosures made.