
GEO40 WHISTLEBLOWER POLICY

PURPOSE

- To ensure that the team at Geo40 Ltd understand their ability to speak up without fear in raising concerns about conduct within the company, and the process and protections that apply in those circumstances.
- To outline the manner in which Geo40 Ltd will deal with any concerns about serious wrongdoing raised through this policy.

SCOPE

- This policy applies to all current and former employees of Geo40 Ltd who wish to make a protected disclosure of information (protected disclosure) under the Protected Disclosures Act 2000.
- This policy also applies to all consultants, contractors, sub-contractors and associates of Geo40 Ltd.

OVERVIEW

- Geo40 Ltd is committed to conducting its business honestly, with integrity and in accordance with its values and standards of behaviour as detailed in our Code of Conduct.
- We are committed to ensuring all employees act at all times in compliance with all laws, and our own policies.
- Geo40 Ltd wishes to encourage and support the reporting of serious wrongdoing and to ensure whistle-blowers do not face any detriment as a result of raising a concern.

WHO IS A WHISTLEBLOWER?

- A whistle-blower can include (without limitation) current and past:
 - Employees of Geo40 Ltd;
 - Directors of Geo40 Ltd;
 - Officers of Geo40 Ltd;
 - Individuals (and employees of a company) who supply services or goods to Geo40 Ltd;
 - Trustees of Geo40 Ltd; and
 - Associates of Geo40 Ltd.
- Customers are not covered by this policy.

WHAT IS A MATTER OF SERIOUS WRONGDOING?

The Protected Disclosures (Protection of Whistle-blowers) Act 2022 encourages employees (which is defined in the Act to include independent contractors) to report serious wrongdoing in their workplace by providing protection for employees who want to make such disclosures.

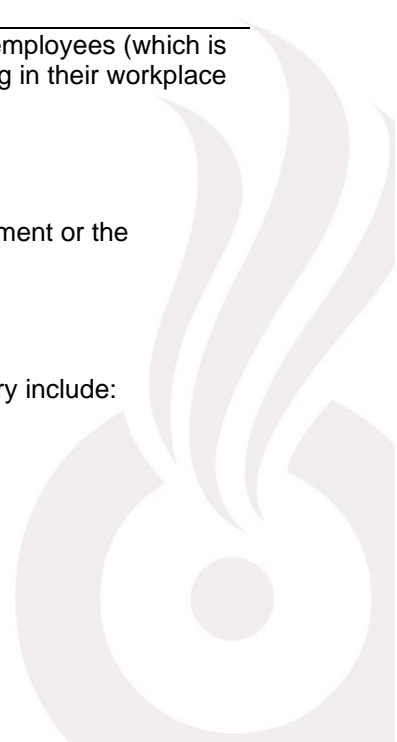
Serious Wrongdoing:

Serious wrongdoing includes:

- Unlawful, corrupt or irregular use of public money or resources.
- Conduct that poses a serious risk to public health, safety, the environment or the maintenance of the law.
- Any criminal offence.
- Gross negligence or mismanagement by public officials.

The types of matters that a whistle-blower may have concerns about in our industry include:

- Misconduct or an improper state of affairs in relation to Geo40 Ltd;
- Offences against, or a contravention of, any of the following:
 - Companies Act 1993
 - Employment Relations Act 2000



- Fair Trading Act 1986
- Consumer Guarantees Act 1993
- Contract and Commercial Law Act 2017
- Crimes Act 1961
- Anti-Money Laundering and Countering Financing of Terrorism Act 2009
- Bribery, corruption, financial fraud or insider trading;
- A failure to comply with regulatory requirements;
- Money laundering or misappropriation of funds;
- Criminal or illegal behaviour such as theft.
- Negligence or Breach of trust;
- Serious breaches of the Geo40 code of conduct;
- The above does not constitute an exhaustive list and we encourage you to raise your concerns if you are not sure, but have reasonable grounds to suspect that any personnel of Geo40 Ltd has engaged in conduct that is of concern to you.
- You will not be penalised if a concern raised by you ultimately turns out to be incorrect, if your disclosure was made with a genuine belief regarding a matter of serious wrongdoing. However, you must not make a report that you know is not true or is misleading.
- Where it is found that a whistle-blower has knowingly made a false report, this will be considered a serious matter and may result in disciplinary action, up to and including termination of employment.

HOW CAN I MAKE A PROTECTED DISCLOSURE AND WHAT PROCESS WILL BE FOLLOWED?

- The speak up process is for the reporting of serious wrongdoing. It does not replace discussing or reporting of issues, concerns or complaints either formally or informally through the normal management reporting and escalation process.
 - Serious wrongdoing should be reported to Leanne Dunn, Office Administrator. This can be done
 - In person
 - By phone to 027 397 3973
 - By email to leanned@geo40.com
 - By email to admin@geo40.com – this is a confidential email account which is not seen by any others in the Geo40 Ltd team
- To assist Geo40 Ltd to investigate the matters of concern you should provide as much information as possible. Please also notify us of any steps you have previously taken to report the matter.
- If you reasonably believe the person you're supposed to make disclosures to is involved in the serious wrongdoing, or is associated with someone who is, you can instead make protected disclosures to Julie Crengle, Company Lawyer at julie@crfirm.co.nz.
- Protected disclosures can be made to an appropriate external authority (please see section below on reporting externally) if the employee reasonably believes:
 - The chairperson of the organisation is involved in the serious wrongdoing
 - It is justified because of urgent or exceptional circumstances
 - You've made the disclosure in accordance with this policy, but there has been no action or recommended action within 20 working days.
- Geo40 Ltd is committed to a thorough investigation. The investigation process will be flexible, dependent on the nature of the disclosure being investigated, but will observe due process and will follow the principles of natural justice.

- The Geo40 Ltd Board will receive summary information in relation to concerns raised under this policy on a quarterly basis. Where any material incidents have been raised additional information may be provided to the Board.

ARE DISCLOSURES ANONYMOUS?

- If you make a protected disclosure, information which identifies you will be kept confidential, unless one of the exceptions in the Protected Disclosures Act 2000 applies.
- The exceptions are if you consent to the disclosure, or if disclosure is essential:
 - to the effective investigation of the allegations
 - to prevent serious risk to public health or safety, or the environment
 - to comply with the principles of natural justice.

WHAT PROTECTION EXISTS FOR WHISTLE-BLOWERS?

- Geo40 Ltd is committed to protecting whistle-blowers from any detriment arising as a result of them raising a concern of serious wrongdoing. This is essential in creating an environment where whistle-blowers feel safe coming forward.
- Any person who engages in detrimental conduct against a person because they have raised or intend to raise a concern regarding a matter of serious wrongdoing may be subject to disciplinary action, up to and including termination of employment.
- You should tell the Operations Manager or the Financial Controller if you or someone else is being, or has been subject to, detrimental conduct.
- No civil, criminal, or disciplinary proceedings can be taken against you for making a protected disclosure or for referring one to an appropriate authority.

REPORTING EXTERNALLY

- Nothing in this policy is intended to restrict a whistle-blower from raising a concern with an external body such as a government agency, the Ombudsman, regulator or law enforcement.

Appropriate Authorities

- The Ombudsman
- The Commissioner of Police
- The Controller and Auditor-General
- The Director of the Serious Fraud Office
- The Inspector-General of Intelligence and Security
- The Parliamentary Commissioner for the Environment
- The Independent Police Conduct Authority
- The Financial Markets Authority
- The Commerce Commission
- The Solicitor-General
- The State Services Commissioner
- The Health and Disability Commissioner
- The head of every public sector agency
- The heads of certain private sector professional bodies with the power to discipline their members

CONSEQUENCES

- A breach of this policy may be regarded as misconduct, which may lead to disciplinary action, up to and including termination
- An individual may also be exposed to criminal or civil liability for a breach of relevant legislation.

AMENDMENTS

- Geo40 Limited reserves the right to amend this policy at any time, including as a result of any legal or regulatory changes.

This Policy will be reviewed annually by the Geo40 Board of Directors.

- Original adoption: 5 December 2018
- Last review: September 2022
- Last amendment: September 2022

