

**Purpose and scope:**

ORIX is committed to fostering a culture of good corporate governance and ethical behaviour.

This policy sets out ORIX's approach to managing disclosures by whistleblowers who are protected under the *Protected Disclosures (Protection of Whistleblowers) Act 2022* (the **Act**). It is a key part of ORIX's risk management and corporate governance framework and supports the ORIX Corporation's Global Code of Conduct and Ethics.

This policy aims to:

- encourage a culture of compliance with our legal and ethical obligations;
- deter serious wrongdoing but, if serious wrongdoing does occur, encourage the disclosure of that serious wrongdoing;
- ensure that individuals who disclose suspected serious wrongdoing can do so safely, securely and with confidence that they will be protected from detrimental treatment and/or victimisation; and
- ensure that there is a transparency around how ORIX receives, handles and investigates disclosures of suspected serious wrongdoing.

**Application:**

This policy applies to everyone who performs work for or with ORIX in New Zealand (see paragraph 2 for further information).

In this policy **ORIX** means ORIX New Zealand Limited and any related body corporate.

**Commencement:** 1 July 2022

**Document History:** Version 4

**ORIX reserves the right to take appropriate disciplinary action up to and including termination for employee noncompliance with, or abuse of, this policy.**

**This policy does not form part of any contract or agreement with any person and may be amended or removed by ORIX at any time.**

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## 1 OVERVIEW – WHAT IS THIS POLICY ABOUT?

This policy aims to provide guidance and assistance to staff members who may wish to disclose information that relates to serious wrongdoing in the workplace.

It is critically important that team members who become aware of possible serious wrongdoing are able to disclose their suspicions to an appropriate person, with the knowledge that their disclosures will be investigated appropriately, and that they will not suffer negative consequences as a result of making a disclosure.

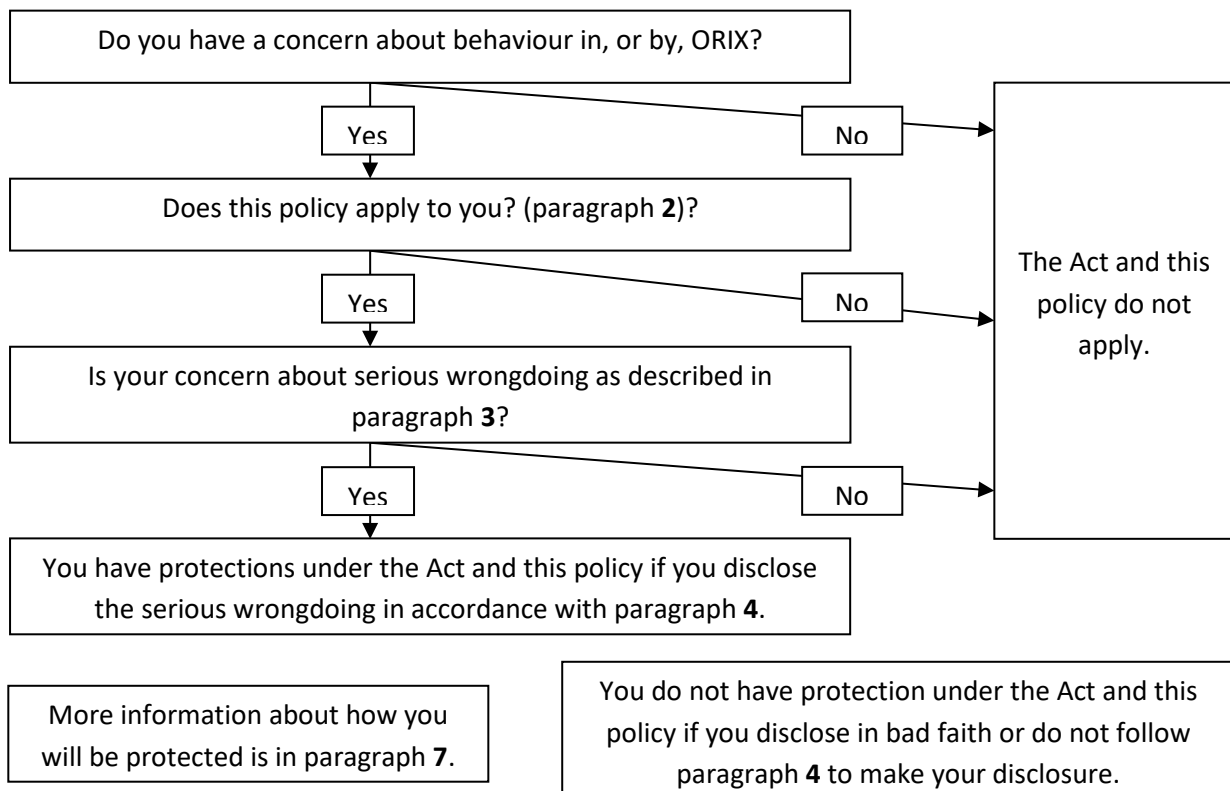
Therefore, this policy outlines the principles and procedures that are to be followed:

- (a) by team members in disclosing information about serious wrongdoing; and
- (b) by ORIX in receiving and dealing with such a disclosure.

It also explains the legal protection that is given to team members who disclose information about serious wrongdoing in accordance with this policy. Such team members will be protected from being subjected to any disadvantage because they have disclosed information about serious wrongdoing.

This policy does not apply to personal grievances about matters that are not serious wrongdoing (see definition below).

The following flowchart will help team members to navigate this policy:



## **2 WHO DOES THIS POLICY APPLY TO?**

The Act and this policy applies to any individual who is (or was formerly):

- (a) an employee of ORIX;
- (b) a secondee to ORIX;
- (c) engaged or contracted under a contract for services to do work for ORIX;
- (d) concerned in the management of ORIX including, for example, its board members; and
- (e) a volunteer or other individual working for ORIX without expectation of being paid,

all of whom are referred to as **team members** in this policy.

## **3 WHAT IS SERIOUS WRONGDOING?**

**Serious wrongdoing** means any act, course of conduct or omission that is one or more of the following:

- (a) an offence (e.g. a crime);
- (b) a serious risk to:
  - (i) public health; or
  - (ii) public safety; or
  - (iii) the health and safety of any individual; or
  - (iv) the environment; or
- (c) a serious risk to the maintenance of the law including the prevention, investigation and detection of offences or the right to a fair trial.

Not all team member concerns will relate to serious wrongdoing, which is limited to the matters set out above. The process set out in this policy, and the protections described, only apply to disclosures of information about *serious wrongdoing*. For example, a team member might have a concern about bullying by a colleague. That sort of employment concern should be raised under the Employment Relations Act.

## **4 HOW DOES A TEAM MEMBER MAKE A DISCLOSURE ABOUT SERIOUS WRONGDOING?**

If any team member:

- (a) believes on reasonable grounds that there is, or has been, serious wrongdoing in, or by, ORIX; and
- (b) discloses information about that serious wrongdoing in accordance with this policy; and
- (c) does not disclose the information in bad faith,

this policy will apply and the team member will be protected in respect of their disclosure as described in paragraph 7 of this policy.



### How to make a disclosure

A team member wanting to make a disclosure can do so by telephone, in writing, or at a meeting to any of the following people:

Name	Title	Contact details:
Peter Di Girolamo	Group Risk & Compliance Manager	E: Compliance@orix.com.au
Naoyuki Yuasa	Executive Director	1 Eden Park Drive Macquarie Park NSW E: naoyuki.yuasa@orix.com.au M: +61 456 948 685
Jenny Heard	General Manager Legal – ANZ	32 Manukau Road Newmarket Auckland 1023 E: jenny.heard@orix.co.nz M: +64 27 551 5736
Victoria Mayson	Senior Legal Counsel – NZ	32 Manukau Road Newmarket Auckland 1023 E: victoria.mayson@orix.co.nz M: +64 27 264 3721
Jill Edwards	General Manager – People & Culture	1 Eden Park Drive Macquarie Park NSW E: jill.edwards@orix.com.au M: +61 417 391 392
Jen Southan	People & Culture Business Partner	32 Manukau Road Newmarket Auckland 1023 E: jen.southan@orix.co.nz M: +64 27 22 44 583
Raymond Beddie	General Manager Finance ANZ	1 Eden Park Drive Macquarie Park NSW E: raymond.beddie@orix.com.au M: +61 414 742 034
Martin Lowe	Financial Controller	32 Manukau Road Newmarket Auckland 1023 E: martin.lowe@orix.co.nz M: +64 27 222 1189
Eugene Heng	Group Internal Audit Manager	1 Eden Park Drive Macquarie Park NSW E: eugene.heng@orix.com.au M: +61 412 811 500

ORIX has also engaged with an external whistleblower service, which is also able to receive disclosures of suspected wrongdoing from team members:

External whistleblower service:	STOPline	0800 626 100 E: orix@stopline.com.au WEB: <a href="http://orix.stoplinereport.com/">http://orix.stoplinereport.com/</a>
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A disclosure may also be made to an appropriate authority at any time. Which authority will be appropriate will depend upon the nature of the protected disclosure but could include, for example:

- (a) the head of a relevant public sector organisation;
- (b) the membership body of a particular profession, trade or calling with the power to discipline its members;
- (c) the Commerce Commission;
- (d) the Reserve Bank of New Zealand;
- (e) the Human Rights Commission;
- (f) Oranga Tamariki;
- (g) the Commissioner of Police; or
- (h) the Financial Markets Authority.

Further examples of possible appropriate authorities are set out in Schedule 2 of the Act.

While ORIX recognizes team members' right to make a disclosure to an appropriate authority at any time, it is ORIX's preference that any suspected serious wrongdoing is disclosed to ORIX in the first instance as ORIX would like to identify and address any serious wrongdoing as quickly as possible.

## **5 WILL A DISCLOSURE BE CONFIDENTIAL?**

ORIX will use its best endeavours to keep confidential any information that may identify the team member who made the disclosure.

ORIX does not need to keep the team member's identity confidential if:

- (a) the team member consents to being identified; or
- (b) there are reasonable grounds to believe that the release of the identifying information is essential:
  - (i) for the effective investigation of the disclosure; or
  - (ii) to comply with the principles of natural justice,in which case ORIX will consult the team member before disclosing the identifying information; or
- (c) there are reasonable grounds to believe that the release of the identifying information is essential:
  - (i) to prevent a serious risk to public health, public safety, the health and safety of any individual, or the environment; or
  - (ii) to an investigation by a law enforcement or regulatory agency for the purpose of law enforcement,

in which case ORIX will consult the team member before disclosing the identifying information, if practicable.



## **6 WHAT HAPPENS NEXT?**

Within 20 working days of receiving a disclosure under this policy from a team member, ORIX will acknowledge receipt of the disclosure to the team member. If the disclosure was made orally, ORIX will summarise the disclosure and provide that summary to the team member. ORIX will also check whether the team member has disclosed the matter to anyone else (e.g. an appropriate authority) and the outcome of that disclosure, if any.

ORIX will then consider the information provided about the suspected serious wrongdoing and decide whether any further investigation is required. ORIX will keep the team member informed about how long it expects it will take to deal with the matter and will keep the team member reasonably updated as to progress.

ORIX will progress the matter by doing one or more of the following:

- (a) carry out any further investigation into the concerns raised that it considers necessary;
- (b) if it considers that there has been serious wrongdoing, address that wrongdoing by taking appropriate action;
- (c) refer the disclosure to an appropriate authority (if appropriate); and/or
- (d) decide that no action is required. Some of the reasons that ORIX might decide that no action is required include:
  - (i) if the disclosure has not been made by a team member, there has not been serious wrongdoing or the disclosure has been made in bad faith; or
  - (ii) the length of time between the alleged serious wrongdoing and the disclosure makes an investigation impracticable or undesirable; or
  - (iii) the matter is better addressed by other means.

ORIX will then inform the team member about what it has done, or is going to do, to deal with the matter and will provide its reasons.

If the team member believes on reasonable grounds that ORIX has not acted as it should in dealing with the disclosure, the team member may make a disclosure to a Minister. Team members may also make a disclosure to an appropriate authority at any time. The team member will be entitled to the same protections set out in paragraph 7.

Nothing in this policy limits the ability of ORIX to refer a protected disclosure to an appropriate authority in accordance with the Act.



## **7 HOW WILL A TEAM MEMBER BE PROTECTED FROM BEING DISADVANTAGED BECAUSE THEY MADE A DISCLOSURE?**

Anyone who discloses information in accordance with this policy will be protected in the following ways:

- (a) ORIX (or any other person to whom the information is disclosed in accordance with this policy) must use its best endeavours to keep the team member's identity confidential (except as described in paragraph 5).
- (b) The team member will be protected from retaliation (and threats of retaliation) for disclosing (or intending to disclose) the information. Prohibited retaliation includes dismissal, subjecting the team member to any detriment or disadvantage, or refusing or not offering the same terms of employment, benefits, work conditions or opportunities for training, promotion or transfer as are made available to comparable employees.
- (c) The team member (and their relatives and associates) will not be treated less favourably because they:
  - (i) have disclosed information about serious wrongdoing, or
  - (ii) intend to make a disclosure that would be protected under this policy and the Act; or
  - (iii) have encouraged another person to make a protected disclosure; or
  - (iv) have given information in support of or relating to someone else's protected disclosure.
- (d) A team member who makes a protected disclosure in accordance with the Act will not be liable to any civil, criminal or disciplinary proceeding because they have made (or a referring to) a protected disclosure.

A team member is entitled to protection even if:

- (a) they are mistaken and there is no serious wrongdoing; or
- (b) there is a minor procedural flaw in the way in which the team member has disclosed the suspected serious wrongdoing; or
- (c) the team member does not specifically refer to the Act or this policy when they disclose the information; or
- (d) if the team member also discloses the information about the suspected serious wrongdoing to someone else so long as they do so on a confidential basis and for the purpose of seeking advice about whether or how to make a disclosure under the Act or this policy.

A team member will not be entitled to protection if they do not believe on reasonable grounds that there is or has been serious wrongdoing in, or by, ORIX (or they otherwise act in bad faith) or if they disclose the information other than in accordance with this policy, which would include, for example, if they disclosed the information to the media or on social media.



Any person who discloses information in support of, or relating to, a disclosure made under this policy to ORIX or an appropriate authority will also have the same protections set out above provided that they do not act in bad faith.

**EAP**

Team members are also reminded that the Employee Assistance Program (**EAP**) is available at all times. EAP Services is free and confidential and is available to all ORIX workers and their immediate family members. EAP Services provides brief, solution focused support, to help team members deal with any difficulties they may be experiencing, both personal or work related, and to minimise the impact of those issues on team members' lives.

EAP Services can be accessed by phoning 0800 327 669. Calls will be answered by a trained psychologist or other EAP specialist who will assist in arranging a relevant appointment. EAP sessions can be by telephone, face to face, video or web e-counselling and options will be discussed with in the phone call.

EAP Services also has an online Members Portal. Information on how to access these portals is available from the intranet.

