



Whistleblower Policy

DOCUMENT CONTROL

POLICY NAME: Whistleblower Policy

DOCUMENT OWNER: Nine General Counsel

EFFECTIVE DATE 1 July 2019

FOR
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RELATED POLICIES &
DOCUMENTS

- Code of Conduct
- Performance and Misconduct Guidelines

Nine Entertainment Co Holdings Ltd and its controlled entities (**Nine**) are committed to high standards of conduct and to good corporate governance.

Nine encourages the reporting to Nine of conduct which reasonably appears to you to be illegal or unethical, so that Nine can ensure high standards of conduct, as described in Nine's Code of Conduct, are maintained.

You may feel apprehensive about raising your concerns due to fears of adverse repercussions or because your manager is the subject of your concerns. This Whistleblower Policy sets out how you can report conduct and confirms Nine's commitment to protecting your identity and protecting you from suffering any adverse repercussions where you have made a report on conduct under this Policy.

1. Commencement of Policy

This Policy will commence on 1 July 2019.

2. Protection of whistleblowers

- (a) If you are an employee of Nine, a supplier of goods and services to Nine, an employee of such a supplier, or a relative or dependent of an employee or supplier of Nine, you may report improper conduct under this Policy.
- (b) Where you make a report under this Policy, your identity and information which is likely to lead to your identification will remain confidential, unless such information is needed to be disclosed to a regulator, a member of the Australian Federal Police, a legal practitioner or otherwise with your consent.
- (c) If you make a report under this Policy, you will be protected from actual or threatened detrimental treatment as a result of making such a report.
- (d) Detrimental treatment includes (but is not limited to): dismissal; demotion; change of duties; discrimination; harassment; intimidation; disciplinary action; damage to property, reputation, business or financial position; physical or psychological harm; or threats to do any of these things.

3. How you can make a report

- (a) You can make a report under this Policy about conduct if you have reasonable grounds to suspect:
 - (i) a breach of any law;
 - (ii) an improper state of affairs (including tax affairs);
 - (iii) conduct which is in breach of any of Nine's policies;
 - (iv) criminal, dishonest, corrupt or fraudulent activity (including bribery and illegal kick-backs);
 - (v) improper conduct relating to Nine's accounts or Nine's audit processes (including altering company records);
 - (vi) conduct which is unsafe or which otherwise endangers the health and safety of others;
 - (vii) conduct which may seriously damage Nine's reputation or financial position;
 - (viii) harassment, discrimination, victimisation or bullying;

- (ix) any other conduct which may amount to serious impropriety; or
 - (x) any concealment of any of the above matters.
- (b) The policy does not apply to issues relating to any component of your remuneration, feedback, performance reviews and appraisals given to you about your work, disagreements about internal transfers or changes of role or reporting lines, complaints about work allocation, working hours or leave, or other matters which primarily relate to your own employment. Any concerns about those matters should be raised with your immediate manager, supervisor or team leader or with your People & Culture business partner.
- (c) A report under this policy can be made to:
- (i) Your immediate manager, supervisor or team leader if you are an employee of Nine; or
 - (ii) Nine's General Counsel; or
 - (iii) Nine's Director- People & Culture; or
 - (iv) Stopline, a company external to Nine which has been appointed to receive reports under this policy, if you do not feel comfortable making a report directly to one of the people named above.
- (d) You may make a report anonymously if you wish. If you do so, Nine may not be able to investigate the matter properly or to communicate with you about it.
- (e) You may make a report by email, telephone call, online or by mail to any of the named people. Contact details for Stopline can be found on the site <https://nine.stoplinereport.com/>
- (f) When you make a report, you should provide as much information as possible including a complete description of the conduct, who is involved and when it happened. The information you provide must be factually accurate and should rely on your firsthand knowledge to the extent possible.
- (g) Nothing in this policy prevents you from making disclosures to any relevant regulator, the Tax Commissioner (in respect of tax matters), Nine's auditor or other permitted recipients, where you are permitted by law to do so.
- (h) If you do not have reasonable grounds to suspect improper conduct (eg if you are making a report to be malicious to someone), you will not have the protections set out in this Policy and you could be subject to disciplinary action.

4. How will Nine support whistleblowers?

- (a) Nine's Director - People & Culture, directly and through other members of the People & Culture Team, is responsible for:
- (i) supporting whistleblowers;
 - (ii) monitoring the welfare of whistleblowers; and
 - (iii) ensuring that whistleblowers are protected from detrimental conduct as a result of making a report under this Policy.

- (b) Any person making a report under this Policy may also utilise the Employee Assistance Program for counselling and support. Details can be found on Nine's intranet.

5. How will Nine investigate disclosures?

- (a) When a report is made under this Policy, the person who receives it must promptly notify Nine's General Counsel (without providing the identity of the whistleblower, unless the whistleblower has consented).
- (b) Nine's General Counsel will then promptly investigate, or appoint a member of Nine's senior leadership team or an independent and suitably qualified person to investigate, the matters contained in the disclosure made under this Policy. The investigator will report on the outcome of such investigation to Nine's General Counsel and to the CEO.
- (c) Where the investigation relates to the General Counsel or the CEO, the report will be investigated by the Chairman of Nine or his/her delegate.
- (d) The investigation process will vary depending on the nature of the conduct being reported and will be conducted confidentially and in a fair and objective manner.
- (e) You will be kept informed of developments (including any action taken) where practicable, on completion of any investigation conducted following a report made under this Policy.

6. How Nine will ensure fair treatment?

- (a) If you have made a report under this Policy, Nine will not reveal your identity as a whistleblower without first obtaining your consent, unless disclosure is required or permitted by law.
- (b) If you have been named in a report made under this Policy, Nine will investigate the report promptly and on a confidential basis, so that your interests are protected to the extent possible, unless there is a finding of improper conduct. If Nine is considering any disciplinary action, you will be given an opportunity to respond to allegations in accordance with Nine's Performance and Misconduct Guidelines.
- (c) Files and records relating to an investigation will be kept secure to prevent access by people who are not involved in the investigation (except senior managers or directors who need to take appropriate action).
- (d) Employees of Nine must not engage in any detrimental conduct (as described in section 2) or conduct that could be perceived to be detrimental against a person who makes a disclosure. Any employee who engages in such action may be subject to disciplinary action.
- (e) If you feel that you are being victimised as a result of making a disclosure under this Report, you should raise this issue with the General Counsel, the Director - People & Culture, or Stopline.

7. Availability of this Policy

This Policy will be made available on Nine's intranet.

8. Variations

Nine may vary, replace or terminate this Policy from time to time. This Policy will be reviewed every 2 years or more frequently if legislative requirements change.