

**NANDO’S NEW ZEALAND LIMITED & NNZ
RESTAURANTS LIMITED**

WHISTLEBLOWING POLICY



Policy Administration

Version	Description	Date	Approved By
Version 3	Whistleblowing Policy	15/01/2024	Nando’s Risk & Audit Committee & ANZ Subsidiary Board

Table of Contents

1.	Introduction.....	1
1.1.	Policy Purpose	1
1.2.	Policy Application.....	1
1.3.	Definitions	1
2.	Making Protected Disclosures.....	3
2.1.	Disclosing Internally to Nando's.....	3
2.2.	Disclosing Externally to Your Call	3
2.3.	Disclosing Externally to Appropriate Authorities.....	4
2.4.	Information in Protected Disclosures	4
2.5.	Anonymous Protected Disclosures	4
2.6.	Protection Entitlement.....	4
2.7.	Misleading Reports	5
3.	Protections Available	5
3.1.	Identity Protection (Confidentiality)	5
3.2.	Protection against Retaliation.....	5
3.3.	Protection against Victimisation	6
3.4.	Immunity for Protected Disclosures	6
3.5.	Act Compliance	6
4.	Investigating Protected Disclosures	6
4.1.	Nando's Handling a Protected Disclosure.....	6
4.2.	Your Call Handling a Protected Disclosure.....	7
4.3.	Fair Treatment.....	7
5.	Policy Availability.....	8
5.1.	Policy Access	8
5.2.	Policy Information	8
5.3.	Board Reports	8
5.4.	Policy Review.....	8

1. Introduction

1.1. Policy Purpose

Nando's New Zealand Limited and NNZ Restaurants Limited (**Nando's, we or our**) are committed to providing and upholding a culture of respect and ethical conduct in the way we operate, work and relate to each other. We do not tolerate corrupt, illegal or undesirable conduct and this policy is intended to:

- deter misconduct;
- encourage disclosures of misconduct if they occur;
- ensure individuals who disclose misconduct can do so safely, securely and with the confidence that they will be protected and supported;
- ensure disclosures are dealt with appropriately and in a timely manner; and
- provide transparency on the process for receiving, handling and investigating disclosures.

This policy is an important tool to help us identify misconduct that might not otherwise be uncovered without a safe and secure way for individuals to report such misconduct with the confidence that they will be protected. We strongly encourage anyone who is aware of possible misconduct to speak up and let us know through various available channels.

Nothing in this policy is intended to change or take away any other protections available at law.

1.2. Policy Application

This policy applies to anyone who qualifies as a discloser under the Act or this policy.

A person qualifies for protection under the Act if they qualify as a discloser and have made a protected disclosure regarding serious wrongdoing. Reports that do not meet the requirements of a protected disclosure do not qualify for protection under the Act but may be protected under other laws (e.g. the Employment Act).

While personal work-related grievances are not covered by this policy, please refer to our [Grievance Policy](#) for information on how to raise these issues and concerns internally so that we can still address them.

1.3. Definitions

Act means the *Protected Disclosures (Protection of Whistleblowers) Act 2022*.

appropriate authority has the meaning given in section 25 of the Act including the head of any public sector organisation, any officer of Parliament, those listed in the second column of Schedule 2 of the Act, the membership body of a particular profession, trade, or calling with the power to discipline its members, but excludes Ministers or members of Parliament.

discloser has the meaning given in section 8 of the Act including an individual who is (or was formerly) an employee, homemaker pursuant to the Employment Act, a secondee, a contractor, a board member or a volunteer.

EAP means Employee Assistance Program.

Employment Act means the *Employment Relations Act 2000*.

environment has the meaning given in section 2 of the *Environment Act 1986*.

internal procedure means any procedures adopted by, and published within, Nando's about how we receive and deal with information about serious wrongdoing, including this Policy.

officer of Parliament means an Ombudsman, the Parliamentary Commissioner for the Environment, or the Controller and Auditor-General.

Ombudsman means an Ombudsman holding office under the *Ombudsman Act 1975*.

Organisation means a body of persons (including a body with 1 employer and 1 or more employees), whether corporate or unincorporate or in the public or private sector.

personal work-related grievance means personal work-related matters that relate to the discloser's current or former employment with Nando's which generally has implications for them personally and does not relate to any conduct about a protected disclosable, including:

- an interpersonal conflict between the discloser and another employee;
- a decision that does not involve a breach of workplace laws;
- a decision relating to the engagement, transfer or promotion of the discloser;
- a decision relating to the terms and conditions of engagement of the discloser; or
- a decision to investigate, suspend or terminate the engagement of the discloser, or otherwise to discipline the discloser.

protected disclosure has the meaning given in section 9 of the Act, including when the discloser:

- believes on reasonable grounds that there is, or has been, serious wrongdoing in or by Nando's;
- discloses the information in accordance with the Act; and
- does not disclose in bad faith.

receiver means the receiver of a protected disclosure who is either Nando's, particularly those individuals listed in Annexure A of this policy, or an appropriate authority.

retaliate has the meaning given in section 21 of the Act, including doing any of the following:

- dismissing an employee;
- refusing or omitting to offer or afford to the employee the same terms of employment, conditions of work, fringe benefits, or opportunities for training, promotion, and transfer as are made available to other employees of the same or substantially similar qualifications, experience, or skills employed in the same or substantially similar circumstances;
- subjecting the employee to any detriment or disadvantage (including any detrimental or disadvantageous effect on the employee's employment, job performance, or job satisfaction) in circumstances where other employees employed by the employer in work of that description are not or would not be subjected to such detriment or disadvantage; or
- retiring or resigning the employee, or requiring or causing the employee to retire or resign.

serious wrongdoing has the meaning given in section 9 of the Act, including any act, omission, or course of conduct in (or by) Nando's that is 1 or more of the following:

- an offence;
- a serious risk to public health, public safety, the health or safety of any individual or the environment;
- a serious risk to the maintenance of law, including the prevention, investigation, and detection of offences or the right to a fair trial; or

- an unlawful, a corrupt, or an irregular use of public funds or public resources.

2. Making Protected Disclosures

2.1. Disclosing Internally to Nando's

We support openness and teamwork, and this policy is not intended to replace the ability to resolve issues quickly and internally if appropriate. We encourage you to report concerns to your manager to resolve informally and internally if suitable. But, if your report relates to serious wrongdoing, you should instead report this to a receiver.

2.2. Disclosing Externally to Your Call

If you don't feel safe, comfortable or able to report serious wrongdoing internally within Nando's, you can make a report to Your Call, an independent eligible whistleblower hotline service provider who communicates only with those people authorised within our business.

Your Call operates under a service agreement with us and acts as the intermediary, providing a way for disclosers to remain anonymous. Reports received by Your Call are sent to us in line with this policy. Your Call can help us get more information if needed and allows a discloser to receive updates from us during any investigation through an online anonymous message board which allows a discloser to:

- communicate with Your Call and/or Nando's without revealing their identity if they wish;
- securely upload any relevant documentation and/or material that they wish to provide;
- receive updates; and
- request support or report victimisation.

Your Call allows protected disclosures to be made anonymously and confidentially. Whilst it helps if disclosers give their identity to support our ability to complete a thorough investigation, disclosers of serious wrongdoing are not required to identify themselves and will not be named in any report unless they have consented to their identity being disclosed.

Your Call reporting options include:

- Website: <https://www.yourcall.com.au/report> (available 24/7) using our unique identifier code "NANDOS"; or
- Telephone: 0800 123 508 (available Australian time between 9:00am and 12:00am on recognised Australian national business days).

If a protected disclosure received by Your Call relates to an individual receiver, Your Call will exclude that individual receiver from all communications when providing the report to us. The receivers who are not named in the report will then receive and determine how the matter will be addressed or investigated as required. If a protected disclosure received by Your Call relates to all listed receivers, Your Call will escalate it to our global General Counsel in South Africa.

If you are deaf, or have a hearing or speech impairment, you can contact Your Call online or through the National Relay Service. Choose a contact method at www.relayservice.gov.au and request Your Call's hotline 0800 123 508.

2.3. Disclosing Externally to Appropriate Authorities

A discloser can make a protected disclosure to an appropriate authority at any time, particularly if a discloser is not confident about making the disclosure within Nando's. Appropriate authorities, as receivers of protected disclosures, are expected by the Act to handle a protected disclosure in accordance with the requirements of the Act.

2.4. Information in Protected Disclosures

We do not expect a report to include absolute proof of serious wrongdoing, but where possible it should include the following information to help us decide how to address it:

- the name, job title and workplace address of any person subject of the protected disclosure;
- details of the serious wrongdoing, including dates, times and places;
- names of anyone who may substantiate the protected disclosure (e.g. witnesses); and
- any other evidence that supports the protected disclosure (e.g. emails, documents or CCTV).

2.5. Anonymous Protected Disclosures

You can make a protected disclosure about serious wrongdoing to a receiver anonymously and still receive the protections offered under the Act.

You can choose to remain anonymous while making a protected disclosure about serious wrongdoing, during the investigation and after it is finalised. You can refuse to answer questions you feel could reveal your identity, including follow-up conversations, but we do suggest you maintain two-way communication so we can ask follow-up questions or provide feedback.

You may adopt a pseudonym for making a protected disclosure of wrongdoing, which may be appropriate in circumstances where the discloser's identity is known to the subject of the report, but the discloser prefers not to disclose their identity.

2.6. Protection Entitlement

A discloser is entitled to protection under the Act for a protected disclosure made to Nando's or an appropriate authority if it is made in accordance with any internal procedures or to the head or deputy head of Nando's as defined in the Act.

A discloser is entitled to protection under the Act even if they:

- are mistaken and there is no serious wrongdoing; or
- do not refer to the name of the Act when making the protected disclosure; or
- technically fail to comply with sections of the Act, if they have substantially complied; or
- also make the protected disclosure to another person, as long as they do so on a confidential basis and for the purposes of seeking advice about whether or how to make a protected disclosure in accordance with the Act.

Another discloser who discloses information in support of, or relating to, a protected disclosure is also entitled to protection under the Act if they do not disclose in bad faith and discloses to Nando's or an appropriate authority in accordance with the requirements of the Act.

2.7. Misleading Reports

Anyone who makes a report intentionally knowing it to be false or misleading may be subject to disciplinary action under Nando's Disciplinary Policy, which will depend on the severity, nature, and circumstance of the intentionally misleading or false report.

3. Protections Available

3.1. Identity Protection (Confidentiality)

Under the Act, every receiver of a protected disclosure must use their best endeavours to keep confidential any information that might identify the discloser.

However, a receiver does not need to keep your identity confidential if:

- you consent to the release of identifying information;
- there are reasonable grounds to believe the release of identifying information is essential:
 - for the effective investigation of the protected disclosure;
 - to prevent a serious risk to public health, public safety, the health or safety of any individual or the environment;
 - to comply with the principles of natural justice; or
 - to an investigation by a law enforcement or regulatory agency for the purpose of law enforcement.

Before releasing identifying information however, the receiver will consult you about the release, or if practical consult you about the release, depending on the Act requirements.

If a receiver releases identifying information for a reason described in this policy or the Act, the receiver will inform you.

A breach of the confidentiality provisions in this policy or the Act will be regarded as a disciplinary matter and will be dealt with in line with our Disciplinary Policy.

We can disclose information in a protected disclosure without the discloser's consent if:

- the information does not include the discloser's identity;
- we have taken all reasonable steps to reduce the risk that the discloser would be identified from the information; and
- it is reasonably necessary for investigating the issues raised in the protected disclosure.

If a discloser has a complaint about a breach of confidentiality, they can lodge it with a receiver in the same way as a disclosure about serious misconduct.

3.2. Protection against Retaliation

We will do everything reasonably possible to support and protect a discloser from retaliation.

Nando's receiver will review protected disclosures made to identify if there is a possibility of retaliation occurring and, if so, take appropriate steps to prevent such conduct. The discloser is encouraged to support a receiver with this review by providing any information they believe may be necessary to assist with the assessment.

If a discloser feels they have already suffered retaliation, or is about to suffer retaliation, we can support with options or appropriate support tools. We encourage disclosers to discuss these options with a Nando's receiver to ensure the appropriate steps and outcomes are taken to support the discloser.

Assistance is available to current employees mentioned or involved in a protected disclosure through our external EAP provider, People Sense on 1300 307 912. Such assistance may include ways the discloser could minimise and/or manage stress, time or performance impacts during the investigation or reporting process, or other challenges that may arise in the situation.

If a discloser believes they have suffered retaliation, they may seek independent legal advice and/or contact a receiver. We will thoroughly investigate reports of retaliation associated with this in line with our Disciplinary Policy as a disciplinary matter.

3.3. Protection against Victimisation

A person must not treat, or threaten to treat, another person less favourably in the same or substantially similar circumstances because:

- a. a person or their relative:
 - i. intends to make, or has made, a protected disclosure under the Act; or
 - ii. has encouraged another person to make a protected disclosure; or
 - iii. has given information in support of, or relating to, a protected disclosure; or
- b. there is a belief or suspicion that the person or their relative intends to do, or has done, anything described in paragraph (a) above.

The above does not apply if the person knowingly made a false allegation or otherwise acted in bad faith.

3.4. Immunity for Protected Disclosures

Neither a discloser who makes a protected disclosure nor a receiver who refers a protected disclosure under section 16 of the Act is liable to any civil, criminal, or disciplinary proceedings because of making or referring the disclosure. This immunity applies pursuant to section 23 of the Act and despite any prohibition of, or restriction on, the disclosure of information under any legislation, rule of law, agreement, contract, internal procedure, oath, or practice.

3.5. Act Compliance

The Act applies despite any agreement, contract or internal procedure, including this policy.

4. Investigating Protected Disclosures

4.1. Nando's Handling a Protected Disclosure

Within 20 working days of receiving a protected disclosure, we will:

- a. acknowledge to the discloser the date the protected disclosure was received and, if it was made orally, summarise our understanding of the protected disclosure; and
- b. consider the protected disclosure and whether it warrants investigation; and
- c. check with the discloser whether the protected disclosure has been made elsewhere, and if so any outcome; and
- d. deal with the matter by doing 1 or more of the following:
 - i. investigating the protected disclosure;
 - ii. addressing any serious wrongdoing by acting or recommending action;
 - iii. referring the protected disclosure under section 16 of the Act; and
 - iv. deciding that no action is required under section 15 of the Act.

However, if it is impractical to complete these actions within 20 working days, we will complete the actions in subsections (a) to (c) within 20 working days and then:

- a. inform the discloser how long we expect to take to deal with the matter; and
- b. appropriately update the discloser about progress; and
- c. deal with the matter by doing 1 or more of the following:
 - i. investigating the protected disclosure;
 - ii. addressing any serious wrongdoing by acting or recommending action;
 - iii. referring the protected disclosure under section 16 of the Act; and
 - iv. deciding that no action is required under section 15 of the Act.
- d. inform the discloser, with reasons, about what we have done, or are doing, to deal with the matter in accordance with the above subsection.

4.2. Your Call Handling a Protected Disclosure

Your Call is the external party that acts as an intermediary between us and a discloser. Once Your Call receives a disclosure it will:

- make a record of the information a discloser provides;
- ensure the disclosers identity is kept confidential from us if the discloser requests it;
- allow the discloser to access the Your Call message board to communicate with us, including asking questions and posting information for our attention, while remaining anonymous throughout the communications if desired; and
- refer the report, including the information and documents provided by the discloser, to our receivers within 1 working day.

Your Call is not the decision maker of a protected disclosure and all decisions relating to dealing with a report, including investigation and resolution, are entirely our responsibility.

4.3. Fair Treatment

In addition to protecting disclosers under this policy, we will also ensure the fair treatment of individuals mentioned in protected disclosures, including the subject of a report, by:

- handling protected disclosures confidentially, when it is practical and appropriate;

- assessing each protected disclosure which may be the subject of an investigation;
- ensuring the object of an investigation is to determine whether there is enough evidence to substantiate or refute the matters reported in a protected disclosure;
- ensuring any investigations undertaken follow an objective, fair and independent process;
- advising any individual involved a protected disclosure of its subject matter and ensuring the principles of natural justice and procedural fairness are followed prior to any actions being taken; and
- allowing individual employees who are subject of a disclosure access to our EAP.

5. Policy Availability

5.1. Policy Access

This policy is available to our employees and officers online through Workday (together with an online training and education module and external resources to assist access Your Call) and in hardcopy in restaurants and offices.

5.2. Policy Information

If you need information about making a protected disclosure, or the support and protection available, you may discuss this in confidence with a Nando's People Partner or Regional General Manager. Please remember that even if you do not formally make a protected disclosure, we may still be compelled to act on the information you provide if it reasonably suggests misconduct has occurred, particularly in accordance with the Employment Act.

5.3. Board Reports

Our Chief Executive Officer will prepare a report to be compiled to our ANZ Subsidiary Board annually on the effectiveness of this policy, which will include, subject to privacy and confidentiality considerations:

- a brief description of the protected disclosures received;
- the action taken in response to protected disclosures received;
- the outcome of protected disclosures received; and
- the timeframe taken to resolve and finalise protected disclosures received.

5.4. Policy Review

Our Legal Department will monitor and review this policy annually to ensure it meets, and continues to meet, its objectives.

Any amendments to this policy will be posted online on Workday and/or updated in hard-copy available in the restaurants and offices.

ANNEXURE A – NANDO’S RECEIVERS

Name	Position	Location	Phone	Email
Courtenay Zajicek	Chief Counsel ANZ	VIC	0466 595 250	courtenay.zajicek@nandos.com.au
Deborah Seeber	Chief People Officer ANZ	VIC	0477 254 651	deborah.seeber@nandos.com.au
Simon Adams	Chief Financial Officer ANZ	VIC	0486 000 462	simon.adams@nandos.com.au
Kerry Spiteri	Paralegal	VIC	0409 211 777	kerry.spiteri@nandos.com.au
Luisa Marciano	Head of People ANZ	VIC	0466 859 822	luisa.marciano@nandos.com.au
Claire Jones	People & Culture Support Services Manager	NSW	0429 408 594	claire.jones@nandos.com.au
Ana Tramount	People & Culture Partner ANZ	VIC	0418 505 751	ana.tramount@nandos.com.au
Elise Malcolm	People Partner – VIC	VIC	0437 858 849	elise.malcolm@nandos.com.au
Talia Crisante	People Partner – NSW/ACT/SA/NT	NSW	0427 891 328	Talia.crisante@nandos.com.au
Ariana Tomaszuk	People Partner – NZ	NZ	+64 27 227 1791	ariana.tomaszuk@nandos.co.nz
Clair Jensen	People Partner – QLD	QLD	0459 518 679	clair.jensen@nandos.com.au
TBC	People Partner – WA	WA	TBC	TBC
Paul Zadolinnyj	Regional General Manager – VIC/TAS	VIC	0427 203 259	paul.zadolinnyj@nandos.com.au
Alex Khoury	Regional General Manager – NSW/SA/NT/ACT	NSW	0466 792 155	Alex.khoury@nandos.com.au
Matthew Berridge	Regional General Manager – NZ	NZ	0481 436 771	matthew.berridge@nandos.com.au
Nathan Wyndham	Regional General Manager – QLD	QLD	0419 618 006	nathan.wyndham@nandos.com.au
Jody Roscoe	Regional General Manager – WA	WA	0428 965 744	jody.roscoe@nandos.com.au
Rachel McInnes	Corporate Risk Manager	VIC	0419 288 222	rachel.mcinnis@nandos.com.au
Karen Sampson	Safety, Health & Wellbeing Manager ANZ	QLD	0428 847 521	Karen.sampson@nandos.com.au