

**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. It is a key part of ORIX's risk management and corporate governance framework and supports ORIX Corporation's Global Code of Conduct and Ethics.

This policy aims to:

- ensure that individuals who disclose wrongdoing can do so safely, securely and with confidence that they will be protected; and
- ensure that there is a transparent process around receiving, handling and investigating disclosures; and
- encourage a culture of compliance with our legal and ethical obligations.

**Application:**

This policy applies to everyone who performs work for or with ORIX, including:

- all ORIX employees (whether ongoing, temporary, full time, part time or casual) and including apprentices and trainees where employed by ORIX;
- directors and officers of ORIX;
- relatives, dependents and spouses of current employees and officers of ORIX;
- any person who works for ORIX under a contract, including a consultant, contractor, subcontractor, employee of a contractor or subcontractor or employee of a labour hire company who has been assigned to work at ORIX;
- former employees or officers of ORIX; and
- any organisation (and its employees) that has a relationship or is associated with ORIX as a customer, supplier, adviser, agent or otherwise.

In this policy "ORIX" means one or both of ORIX Australia Corporation Limited and ORIX New Zealand Limited.

**Commencement:** 31 December 2019

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

**Overview**

It is critically important that people who become aware of possible illegal or unethical conduct are able to disclose their suspicions to an appropriate person with the knowledge that their disclosures will be investigated properly and that they will not suffer negative consequences as a result of making a disclosure. It is equally important that potential wrong doers know that others are encouraged to report their wrongdoing.

The Australian *Corporations Act 2001* requires that companies such as ORIX Australia Corporation Limited (and its related entities) have appropriate whistleblower policies and systems in place for receiving, investigating and acting on certain disclosures made by an "eligible whistleblower" to a relevant person. The *Taxation Administration Act 1953* also contains whistleblower protections. This policy covers the types of disclosures protected by these Acts.

For "personal work-related grievances", see the Grievance & Complaints Policy.



## 1 PROTECTIONS FOR WHISTLEBLOWERS

For the purposes of this policy a whistle blower is a person who has reasonable grounds to suspect there has been misconduct or an improper state of affairs or circumstances in relation to ORIX (including ORIX Corporation) and discloses that suspicion using one of the methods described in section 3. Disclosures can be made anonymously; where a whistleblower chooses to identify themselves, ORIX is committed to protecting their privacy.

## 2 WHAT SHOULD BE REPORTED UNDER THIS POLICY?

Any matter that a person reasonably believes breaches ORIX's policies, or the law should be reported in accordance with this policy.

Examples of misconduct or an improper state of affairs (**Disclosable Conduct**) can include:

- breaches of laws or regulations;
- unlawful, corrupt or irregular activities or practices or use of ORIX funds or property;
- illegal activities (including theft, drug sales/use, violence or threatened violence and criminal conduct);
- breaches of ORIX policies and procedures (including Global policies such as the Code of Conduct and Ethics);
- conduct that causes a substantial risk to public health, public safety or the environment;
- dishonest or unethical behavior;
- financial fraud or mismanagement;
- other conduct likely to damage ORIX's financial position or reputation;
- conduct that endangers the public or financial system;
- behavior that is oppressive, discriminatory or grossly negligent;
- conduct or proposed conduct suspected to be in breach of the *Competition and Consumer Act 2010*, *Corporations Act 2001* or the *Australian Securities and Investments Commission Act 2001* or their NZ equivalents;
- concealing misconduct or an improper state of affairs.

**Disclosable Conduct** must be distinguished from personal work-related grievances. A personal work-related grievance is a grievance about any matter in relation to the discloser's current or past employment that impacts the discloser personally but does not have significant implications for ORIX more broadly. Conflicts between employees, decisions regarding transfers and promotions and disciplinary actions will generally be personal work-related grievances. If you are not sure if an issue falls within this policy, please contact Legal, Risk and Compliance.

ORIX is committed to the protection of whistleblowers who report Disclosable Conduct in accordance with this policy. Other than as required by law and set out in this policy, ORIX will not disclose the identity of whistleblowers without the whistleblower's consent to that disclosure. Australian law prohibits the disclosure of a whistleblower's identity other than as required to investigate the allegation or with the free consent of the whistleblower. All protected disclosure reports from whistleblowers will be kept confidential, except as required by law or where disclosure is necessary to regulatory authorities, law enforcement agencies or professional advisors.

The Australian *Corporations Act 2001* also provides specific protections for whistleblowers relating to:

- identity protection (confidentiality);
- protection from detrimental acts or omissions;
- compensation and remedies; and
- civil, criminal and administrative liability protection.

See section 9 for links to guidance material from the Australian Securities and Investments Commission (ASIC) and more information about these protections.

Specific protections are also provided under Australian tax laws (section 9 also has a link to information provided by the Australian Taxation Office).

### 3 WHO DO I DISCLOSE TO?

For personal grievances see the *Grievance & Complaints Policy*.

You can make a whistleblower disclosure to any of the following (by phone, email, mail or in person):

Name	Title	Contact details:
Elizabeth Kangro	General Manager – Legal, Risk & Compliance	1 Eden Park Drive Macquarie Park NSW E: elizabeth.kangro@orix.com.au M: +61 406 382 360
Naoyuki Yuasa	Executive Director	1 Eden Park Drive Macquarie Park NSW E: naoyuki.yuasa@orix.com.au M: +61 456 948 685
Jenny Heard	Senior Lawyer – Legal, Risk & Compliance	32 Manukau Road Newmarket Auckland 1023 E: jenny.heard@orix.co.nz M: +64 27 551 5736
Jill Edwards	General Manager – People & Culture	1 Eden Park Drive Macquarie Park NSW E: jill.edwards@orix.com.au M: +61 417 391 392
Antoinette Lawlor	Manager - People & Culture	32 Manukau Road Newmarket Auckland 1023 E: antoinette.lawlor@orix.co.nz M: +64 27 459 1164
Raymond Beddie	Group Financial Controller	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

OR

External whistleblower service:	STOPline	AUS: 1300 304 550 NZ: 0800 626 100 E: <a href="mailto:orix@stopline.com.au">orix@stopline.com.au</a> WEB: <a href="http://orix.stoplinereport.com/">http://orix.stoplinereport.com/</a>
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### 4 WHAT WILL ORIX DO TO SUPPORT ME?

ORIX is committed to doing what it reasonably can to protect whistleblowers making a protected disclosure report in accordance with this policy from reprisal or victimisation.

Depending on the nature of the allegation and the people involved, in order to protect a whistleblower ORIX may:

- monitor or manage the behaviour of employees;
- relocate employees;
- offer the whistleblower a leave of absence or flexible work during the investigation;

- rectify any detriment that the whistleblower may have suffered.

All employees, including whistleblowers, can access ORIX's employee assistance program (see section 9 or the intranet for contact details).

ORIX will look for ways to support all whistleblowers but will not be able to provide non-employees with the same type and level of support it provides to employees. ORIX will take all reasonably practicable steps to protect non-employee whistleblowers.

A whistleblower who believes they, or any other person, have been subject to victimisation or harassment as a result of having made a disclosure under this policy, should immediately report the matter to the General Manager – People & Culture or the General Manager – Legal, Risk & Compliance. Where such an incident occurs, the *Workplace Behaviour Policy* will apply.

## 5 HOW DOES ORIX INVESTIGATE DISCLOSURES?

An investigation will be undertaken by an independent investigator. Depending on the nature of the allegation, the investigator may be someone internal to ORIX or ORIX Corporation or an external party such as an external lawyer or accountant or other as appropriate.

The investigator will usually follow the procedure set out in the *Investigation Policy* which provides for fact finding undertaken in a timely, confidential, fair and objective manner resulting in a report to the appropriate decision maker. The decision maker will then consider the report and decide what, if any, action is required.

Either the recipient of the disclosure or another appropriate person will keep the whistleblower informed of the progress of the investigation and outcome. The detail provided to the whistleblower will reflect the nature of the allegations and the rights of others involved and therefore may be limited.

## 6 HOW WILL ORIX MAKE SURE I'M NOT VICTIMISED?

A whistleblower making a protected disclosure report will be protected from reprisal or victimisation in response to making a complaint under this policy.

ORIX will not tolerate victimisation of whistleblowers or others who raise complaints; the *Workplace Behaviour Policy* relevantly provides:

Victimisation involves punishing or retaliating against someone because they have made a complaint or are involved in a complaint process.

No one is to retaliate or treat detrimentally anyone who raises genuine complaints of unacceptable behaviour under this policy or another policy.

ORIX does not retaliate or treat detrimentally employees who raise genuine complaints of unacceptable behaviour.

Victimisation of a whistleblower by another employee (however senior) will be investigated as a breach of the *Workplace Behaviour Policy* and may result in disciplinary action up to and including termination.

## 7 FALSE REPORTS

Whistleblowing is about reporting incidences of real or perceived improper conduct and is not about settling a grievance. A report may damage the reputation or career prospects of people who are the subject of the allegations. Therefore, it is important that those who report Disclosable Conduct do so with reasonable grounds for believing the information is correct or likely to be correct. ORIX takes all reports seriously but will look unfavourably on any false reports or claims. Disciplinary action may be taken against any employee who knowingly makes a false report.

## 8 HOW WILL ORIX MAKE THIS POLICY AVAILABLE?

This policy will be made available to employees on the intranet and as part of new employee induction and refresher training for existing employees.

It will be made available to suppliers on the supplier portal.

A copy of this policy will be provided to STOPline.

The policy will be made available publicly on the ORIX website in conjunction with information about reporting complaints more generally.

## 9 HOW WILL ORIX MONITOR THIS POLICY?

The Whistleblower Procedure and Guide for Recipients of Whistleblower Disclosures set out the processes that will apply when a disclosure is made.

In all instances, the recipient of the disclosure will report the disclosure to the General Manager – Legal, Risk & Compliance and/or the Executive Director. The Group Legal, Risk & Compliance Department will maintain a register of disclosures, the outcome of investigations and any required remediation. This register is strictly confidential and the information in it will not be disclosed to anyone outside of the Legal, Risk & Compliance Department without the express approval of the General Manager – Legal, Risk & Compliance.

The Group Legal, Risk & Compliance Department will provide high level, anonymised reports to both ORIX Corporation's Global General Counsel Office and the Governance, Compliance and Audit Committee of ORIX Australia Corporation.

This policy will be reviewed and updated by the Group Legal, Risk & Compliance Department as required and at a minimum at least once in every 2 calendar years.

At all times in recording and reporting on disclosures under this policy ORIX will do everything reasonably practicable to protect the whistleblower and their identity.

## 10 OTHER RESOURCES

### ***Employee Assistance Program***

ORIX offers an Employee Assistance Program (EAP) provided through Optum in Australia and EAP Services in NZ. The EAP is free and **confidential** and is available to all ORIX workers and their immediate family. EAP provides brief, solution focused support, to help you deal with any difficulties you may be experiencing, both personal or work related, and to minimise their impact on your life.

If you need to use this service, the number to call is 1300 361 008 (Australia) or 0800 327 669 (NZ) - your call will be answered by a trained psychologist or other EAP specialist who will assist you in arranging an appointment. EAP sessions can be by telephone, face to face, video or web e-counselling and options will be discussed with you at the time of your phone call.

Both Optum (Australia) and EAP Services (NZ) have an online Members Portal. Information on how to access these portals is available from the intranet and is also included in the Whistleblower Procedure.

### ***ASIC whistleblower resources***

ASIC has information regarding whistleblowing available from its website at:

<https://asic.gov.au/about-asic/asic-investigations-and-enforcement/whistleblowing/>

In relation to rights and protections for whistleblowers, see Information Sheet 238 Whistleblower rights and protections: <https://asic.gov.au/about-asic/asic-investigations-and-enforcement/whistleblowing/whistleblower-rights-and-protections/>

For information for recipients of disclosures, see Obligations on company officers (under review by ASIC as at 20 November 2019): <https://asic.gov.au/for-business/running-a-company/company-officeholder-duties/whistleblowers-company-officeholder-obligations/>

### ***ATO whistleblower resources***

The Australian Taxation Office (ATO) introduced new arrangements to protect whistleblowers in July 2019, information is available from: <https://www.ato.gov.au/general/gen/whistleblowers/>.

## 11 RELATED POLICIES & PROCEDURES:

### ORIX Group:

- Code of Conduct and Ethics
- Anti-Corruption Policy
- Anti-Money Laundering Policy
- Conflicts of Interest Policy

### ORIX Australia Corporation Limited and ORIX New Zealand Limited:

- Whistleblower Procedure
- Checklist for Recipients of Whistleblower Disclosures
- Supplier Code of Conduct
- Workplace Behaviour Policy
- Grievance & Complaints Policy
- Investigation Policy
- Performance Management & Disciplinary Policy
- Complaints Handling Policy
- Privacy Policy

### Document control

Date		Change	Owned by	Approved by
19 Dec 2019	3.2	Some content moved to procedure; minor edits	Legal, Risk & Compliance	GM Legal, Risk & Compliance Global General Counsel Office
5 Dec 2019	3.1	NZ EAP information added	Legal, Risk & Compliance	GM Legal, Risk & Compliance
29 Nov 2019	3.0	Policy rewritten	Legal, Risk & Compliance	GM Legal, Risk & Compliance Global General Counsel Office
27 Sept 2018	2.0	Policy updated	Compliance	Office of Global Compliance
1 Aug 2015	1.0	Policy created	Compliance	Compliance Manager