

Open the future



# Good Faith Reporting Policy Statement 'Whistleblower Code'

# Good Faith Reporting Policy Statement

## Introduction

Smurfit Kappa Group (The "Group") is committed to maintaining compliance with all applicable laws and regulations, accounting standards, accounting controls and audit practices. Any Group employee may submit a good faith complaint or concern regarding accounting or auditing matters including, but not limited to matters as to financial presentation and communications with internal and external auditors.

This policy is designed to ensure employees have the opportunity to report wrongdoing or potential wrongdoing and, provided they are acting in good faith, they have a right not to suffer any detriment by virtue of having made a report.

However, the code does not give any person reporting a wrongdoing protection from disciplinary action should they be a party to the wrongdoing or if they are deemed to have benefited from the wrongdoing either currently or at some point in the past.

## Scope

The policy applies equally to all employees of the Smurfit Kappa Group.

For the purposes of this policy employees means all persons employed by any member of the Group on foot of a contract of employment, whether permanent, part time or fixed term.

A Good Faith Report of Wrongdoing (a "Report") is a report, made in good faith, of information which, in the reasonable belief of the employee making the Report is true and tends to show that one or more of the following (an "Improper Action") has been committed, is being committed, or is likely to be committed:

- A criminal offence (such as fraud or theft);
- A breach of any legal obligations (such as failure to comply with competition legislation);
- Breaches of the Group Code of Conduct or any other Group code or policy;
- Breach of systems or codes of practice which may be applicable in particular business units;
- Any fraud or deliberate error in preparing, evaluating, reviewing or auditing any financial statement;
- Any fraud or deliberate error in recording or maintaining of financial records;
- Any deficiencies in or lack of compliance with internal accounting controls;
- Any misrepresentation or false statement regarding a matter contained in or affecting any financial record, financial report or audit report;
- Deliberate concealment relating to any of the above.

The Improper Action may have occurred in the past, be currently occurring or be likely to occur. Reports should be made as promptly as practicable. No employee will suffer any victimisation or detriment for making a Report provided the Report is made in good faith and where the employee concerned reasonably believes that the information disclosed and any allegation contained in the Report are substantially true.

Employee concerns will be treated seriously and each case will be considered on its own facts. To the fullest extent practicable, Reports and any subsequent investigation will be treated in confidence. However, in certain circumstances, employees should be aware that disclosure to third parties may be required by legislation, a governmental body or agency, a regulatory Code of Conduct or by a Court or Tribunal. In some cases, employees may be called upon by a Court or other Tribunal to give evidence regarding the subject matter of the Report. In such circumstances, reasonable support (which may include legal advice) will be provided to the employee.

If any Report is made in bad faith, for instance maliciously, in order to cause disruption within the Group, or contains information that the person making the report does not believe is substantially true, or if the disclosure is made for personal gain, such report may be treated as the basis for a disciplinary matter under the Group's Disciplinary Procedures.

## Procedures for good faith reporting

If an employee wishes to make a Report internally the following process should be followed:

A Report may be submitted in writing, using electronic or regular mail, by telephone or personal visit to the Group Compliance Manager or to the person's own manager. If a Report is submitted to the person's manager the Report must then be submitted to the Group Compliance Manager by such manager. All reported cases will be logged to ensure appropriate retention in accordance with the Group's records retention policy.

The Group Compliance Manager will discuss such Reports with the Audit Committee, Group General Counsel, the Vice President of Internal Audit or the Group Secretary or such other officers and employees of the Group and third parties as are deemed as appropriate and arrange for such investigation as may be necessary to be undertaken.

Group management shall be responsible for the handling of complaints and shall report to the Audit committee the actions taken or to be taken.

External investigation may be undertaken or external advisers consulted in circumstances where it is deemed appropriate. In some cases the receipt of the Report will trigger an obligation on the part of the Group to report the matter to external Regulatory Authorities.

In the event that the employee who has brought a complaint is not satisfied with the resolution of the complaint or concern, the Group Compliance Manager shall refer further handling of the complaint or concern to the Chair of the Company's Audit Committee and so advise the employee.

## For more information:

**Group Compliance Department**

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