Kilcoy Pastoral Company Limited

WHISTLEBLOWER POLICY

KILCOY
Global Foods

Released Version Date: **13/12/2019**

Policy Purpose and Application

The purpose of this policy is to ensure Kilcoy Pastoral Company Limited's compliance with the obligations relating to the protection of whistleblowers as required by the *Corporations Act 2001* (Cth) (**the Act**) and to encourage the reporting of Corporate Misconduct (see paragraph 3.1). This policy provides a process for the reporting of Corporate Misconduct that ensures the safety and anonymity of the person making the disclosure.

This policy provides an overview of the whistleblower framework under the Act and information about:

- How to report misconduct;
- The protections available to whistleblowers;
- The investigation process;
- How KPC will support a whistleblower and protect them from harm;
- How KPC will ensure fair treatment of employees who are mentioned in any report of misconduct; and
- How this policy is made available to officers and employees of KPC.

Contents

1. Definitions

APRA	Australian Prudential Regulation Authority
ASIC	Australian Securities and Investments Commission
Corporate Misconduct	Refer to paragraph 3.1 below.
Disclosure Coordinators	Includes any persons duly appointed as a Disclosure Coordinator from time to time by either the KPC Board or KPC's Chief Executive Officer. At the date of this Policy the Disclosure Coordinators include: (a) Richard Cox, Company Secretary; and (b) Mark Papallo, Legal and Compliance Manager.
Eligible Discloser	is an individual who is, or has been, any of the following: (a) An employee; (b) An officer (i.e. generally this includes the directors, the secretary and executive managers); or (c) A Supplier, contractor, service provider or consultant whether paid or unpaid (including their employees) (d) A relative or dependant of an individual referred to in (a) to (c) or of their spouse; of, or working with a company within the KGF Group.
Eligible Recipient	• A director, company secretary, company officer, senior manager, auditor or actuary of a company within the KGF Group; • A person authorised by KPC to receive whistleblower disclosures (i.e. **Stopline** referred to in paragraph 4.1 below); • The ASIC or APRA; or • A lawyer for the purposes of seeking legal advice about a disclosure or proposed disclosure of information regarding Corporate Misconduct.
KPC	Kilcoy Pastoral Company Limited
KGF Group	Kilcoy Global Foods Ltd and all its subsidiary companies.

Whistleblower	An Eligible Discloser who reports Corporate Misconduct in accordance with this Policy or who intends to make a report but is the subject of victimisation.
Whistleblower Report	A report of Corporate Misconduct by a Whistleblower.

2. The Whistleblower framework 'in a nutshell'

2.1 Disclosures of information that qualify for protection

A disclosure of information qualifies for protection if it is made:

(a) By an Eligible Discloser;
(b) Who has **reasonable grounds** (see paragraph 3.2) to suspect Corporate Misconduct;
(c) About a company within the KGF Group;
(d) To an Eligible Recipient.

2.2 Protection

The protections available to a Whistleblower include:

(a) Anonymity;
(b) The Whistleblower cannot be made subject to any civil, criminal or administrative liability for making the disclosure;
(c) The disclosure cannot be used as a basis of a contractual or other remedy including termination of a contract to which the Whistleblower is a party; and
(d) Protection against victimisation.

The details relating to this framework which are most relevant to employees and officers of KPC are explained in further detail below and focus primarily on internal disclosures of Corporate Misconduct. The Australian whistleblower laws also protect some types of disclosure made to external parties such as to ASIC, APRA and the Australian Commissioner of Taxation.

For more information about Australian whistleblower laws see the information available on the ASIC website (https://asic.gov.au).

3. Corporate Misconduct

KPC relies on receiving disclosures of Corporate Misconduct to help it maintain and grow a culture of honest and ethical behaviour.

However, it is important to understand what is and what isn't Corporate Misconduct and what is meant by the term 'reasonable grounds' in the definition.

3.1 What is Corporate Misconduct?

Corporate Misconduct is information concerning misconduct or an improper state of affairs or circumstances about:

(a) A company within the KGF Group; or
(b) an officer or employee of such a company.

Corporate Misconduct is not further defined in the Act but, as a guide, it can include conduct that involves:

- illegal activity,
- fraud,
- corruption,
- dishonest behaviour,
- conduct that poses a serious risk to food safety, people safety and/or safety of the environment, and
- any other conduct that may cause a material loss to or be otherwise detrimental to the interests of KPC or any other company within the KGF Group.

3.2 What does reasonable grounds mean?

In order for the information to qualify for the whistleblower protections **there must exist reasonable grounds** to suspect the Corporate Misconduct.

'Reasonable grounds' means that a reasonable person in the position of the Whistleblower would also suspect the information amounts to Corporate Misconduct.

3.3 A personal work-related grievance is <u>not</u> Corporate Misconduct?

Corporate Misconduct <u>does not</u> include misconduct solely about an employee's personal work-related grievances. Personal work-related grievances include grievances about:

- interpersonal conflict between two or more employees;
- a decision relating to the engagement, transfer, or promotion of an employee;
- a decision relating to the terms and conditions of employment; or
- a decision to suspend or terminate employment or otherwise discipline an employee.

However, if a work grievance is not solely related to an employee personally but has significant implications for a company within the KGF Group (e.g. it is an example of systemic misconduct) then it may still qualify as Corporate Misconduct.

Workplace Grievances should be raised through the HR004 Grievance Policy.

4. Reporting Corporate Misconduct

4.1 How to report Corporate Misconduct?

4.1.1 Whistleblower Reports can be made over the phone or in writing to an Eligible Recipient (including **Stopline** – see below).

4.1.2 A Whistleblower Report may be made anonymously. However, this is discouraged because it may impede KPC's ability to thoroughly investigate and deal with the matter.

Submitting a report to **Stopline** is the preferred method of reporting Corporate Misconduct. Reports to Stopline can be submitted as follows:

- By telephone: 1300 30 45 50
- By email: kgf@stopline.com.au
- Online: https://kgf.stoplinereport.com
- By free App: Search for Stopline in the iTunes App Store or Google Play
- By post: Kilcoy Global Foods
c/- Stopline
Locked Bag 8, Hawthorn VIC 2133

The Australian Whistleblower law afford a Whistleblower various protections and legal remedies. If a Whistleblower is unsure whether they will qualify for such protections and remedies, they should seek independent legal advice before making a Whistleblower Report.

4.2 Confidentiality of a Whistleblower's identity: *A Whistleblower Protection*

Conduct amounting to a breach of this Whistleblower Protection is a serious matter and a breach of this policy. There are also significant criminal and civil penalties that may apply.

4.2.1 An Eligible Recipient in receipt of a Whistleblower Report or to whom the details in the report are disclosed (directly or indirectly), must ensure that the identity of the Whistleblower is kept **strictly confidential** at all times.

4.2.2 This obligation of confidentiality extends to maintaining confidentiality of any information that is likely to lead to the identity of a Whistleblower becoming known.

The only exceptions to this obligation of confidentiality are:

(a) If the Whistleblower consents to the disclosure of their identity; or
(b) If the Whistleblower Report is provided to:
  i. ASIC;
  ii. APRA;
  iii. The Australian Federal Police; or
(c) The Whistleblower Report is provided to a lawyer for the purposes of obtaining legal advice or legal representation in relation to the operation of the Australian whistleblower laws.

4.3 Victimisation: *A Whistleblower Protection*

Conduct amounting to a breach of this Whistleblower Protection is a serious matter and a breach of this policy. There are also significant criminal and civil penalties that may apply.

Victimisation occurs if a Whistleblower has had someone cause or threatened to cause them harm or damage such as:

(a) termination of their employment;
(b) injury of them in their employment;
(c) change of their employed position or duties to their disadvantage;
(d) discrimination between them and other employees of the same employer;
(e) harassment or intimidation;
(f) harm or injury to them, including psychological harm;
(g) damage to their property;
(h) damage to their reputation;
(i) damage to their business or financial position;
(j) any other damage to a Whistleblower.

5. Investigation of a Whistleblower Report

5.1 Investigation of a Whistleblower Report

When a disclosure is made which may fall under this policy, the following steps must be followed except where, in the opinion of the Disclosure Coordinators, it would be inappropriate or unreasonable in the circumstances to do so:

5.1.1 An Eligible Recipient who receives a Whistleblower Report should immediately notify a Disclosure Coordinator and provide them with a copy/details of the report **but**

removing any information which identifies or may identify the Whistleblower prior to doing so (unless the Whistleblower has provided their consent to that disclosure).

To the extent practicable the Disclosure Coordinators are required:

(a) To keep each other fully informed about any Whistleblower Reports and all the steps taken by each other in compliance with this Policy; and

(b) To consult with each other on all material decisions relating to the matter.

The Disclosure Coordinators shall take all reasonable steps to safeguard the interests of a Whistleblower and oversee the investigation process to ensure its integrity. The Disclosure Coordinators may:

(a) Seek independent legal advice; and/or

(b) Engage the services of **Stopline**;

at any stage of the investigation process should they consider it necessary or prudent to do so.

5.1.2 As soon as practicable, the Disclosure Coordinator(s) must determine whether the disclosure falls within the scope of this policy and, if so, appoint an investigator with no personal interest in the matter to conduct an investigation into the matters disclosed, if they determine it to be necessary or appropriate. If a Whistleblower Report implicates an employee or officer of another company within the KGF Group (i.e. other than KPC) then the Disclosure Coordinator(s) must appoint an investigator who is independent of the KGF Group.

5.1.3 The investigator must conduct any investigation in an objective and fair manner, ensuring that any employee or officer who has been adversely mentioned in a Whistleblower Report has been fully informed of the allegations against them (subject always to the Whistleblower's right to anonymity) and has been given an opportunity to respond to those allegations and provide additional information in response to the allegations prior to any adverse findings being made.

5.1.4 The outcome of the investigation must be reported to the Board and may be reported to the Whistleblower and any persons affected as the Disclosure Coordinator(s) considers appropriate.

5.1.5 Subject to the exceptions allowed under paragraph 4.2.2 of this policy or otherwise by law, the identity of a Whistleblower (or information that is likely to lead to their identity becoming known) must be kept confidential at all times during and after the investigation (including in any reporting to the Board or to any persons affected). All persons responsible for or involved in an investigation must take all reasonable steps to reduce the risk that a Whistleblower will be identified.

5.1.6 A Whistleblower may raise any concerns or complaints regarding this policy or their treatment with a Disclosure Coordinator.

5.1.7 Subject to the confidentiality obligations in paragraph 4.2, a Disclosure Coordinator must provide the Board a report on all material whistleblower matters.

5.2 Reports concerning the Disclosure Coordinators

If a Whistleblower Report involves a one or both of the Disclosure Coordinators, the Chief Executive Officer of KPC shall appoint a substitute Disclosure Coordinator being either an independent external consultant/professional or an executive/senior level manager of KPC who is willing and capable to act as a Discloser Coordinator with a reasonable level of independence and professionalism.

6. Support for Whistleblowers and implicated persons

A Whistleblower will not be subject to any civil, criminal or disciplinary action for making a report or for participating in any investigation.

All reasonable steps will be taken to ensure that a Whistleblower will not be subject to any form of victimisation, discrimination, harassment, demotion, dismissal or prejudice, because they have made a Whistleblower Report.

To support Whitsleblowers and employees or officers implicated in a Whistleblower Report, KPC will, if requested and to the extent reasonably practicable:

(a) Appoint an independent support person from the human resources team to deal with any ongoing concerns they may have; or
(b) Connect the Whistleblower with third party support providers or any employee assistance program.

However, use of these support services by a Whistleblower may require the Whistleblower to consent to disclosure of their identity or information that is likely to lead to the discovery of their identity.

No action will be taken against employees or officers of KPC who are implicated in a report under this Policy until an investigation has determined whether any allegations against them are substantiated. However, an employee or officer who is implicated may be temporarily stood down on full pay whilst an investigation is in process, or may be temporarily transferred to another office, department or workplace, if appropriate in the circumstances. Any such stand-down or temporary transfer may only continue for the duration of the investigation. If the investigation determines that the allegations are not substantiated, the employee or officer must be immediately reinstated to full duties.

7. How this policy is made available to employees and officers

This policy will be added to the next issue of the Employee Handbook.

Until that occurs, a copy of this policy will be made available to all employees and officers of KPC through its standard policy release procedures.

8. Consequences of Breach of this Policy

Any employee found to be in breach of this policy may be subject to disciplinary action, up to and including termination of employment.

Authorised By: DR Goode

Date: 13 December 2019

D R Goode

Chief Executive Officer

This document is controlled

Version:	1.0	**Created Date:**	12/12//2019
Created By:	M Papallo	**Modified Date:**	
Modified By:		**Status:**	Approved
Tag:		**Approved By:**	D R Goode