



Whistleblower Policy

1. INTRODUCTION & PURPOSE

Bidfood Australia Limited (**the Company**) strives to operate with a culture of ethical and appropriate corporate behaviour in all business activities. This includes ensuring that the officers and employees of the Company act with integrity, honesty and in accordance with good governance principles.

This purpose is supported by:

- ensuring that the Company has sound procedures to allow all workers and their families to identify and report concerns about suspected misconduct or an improper state of affairs pertaining to the Company (**Reportable Conduct**), without fear of detrimental action; and
- ensuring all employees and officers of the Company are aware of the protections available under this policy and applicable Whistleblower legislation.

In this policy:

Auditor or any member of the audit team refers to any registered company auditor who participates in the conduct of the audit conducted for the purposes as described in the *Corporations Act 2001* and includes a review of a financial report for a financial year or a half-year or Internal Auditor dealing with financial matters.

Officer refers to an officer of the Company within the meaning of the *Corporations Act 2001*

Reportable Conduct refers to the types of matters outlined at section 4 below, which are protected by Whistleblower Laws (defined below) and the terms of this policy.

Senior Manager is a person who makes, or participates in making, decisions that affect the whole, or a substantial part, of the business of the Company; or has the capacity to significantly affect the Company's financial standing. This will also include Regional Area Managers.

Eligible Whistleblower refers to an individual eligible to make a Reportable Conduct report as identified in section 3 below.

Whistleblower Laws refers to the protections contained in Part 9.4AAA of the *Corporations Act 2001*.

2. COMMENCEMENT AND SCOPE

This policy will replace all other policies and procedures dealing with Eligible Whistleblowers (defined below) and Whistleblower Laws.

3. WHO DOES THIS POLICY APPLY TO?

This Policy applies to an individual who is or has been:

- a) An employee of the Company;
- b) An Officer of the Company;
- c) A Supplier of goods or services to the Company and their employees;
- d) An associate of the Company;
- e) A relative or dependant of any of the above of the Company (**Eligible Whistleblower**).

4. WHAT IS REPORTABLE CONDUCT?

For the purpose of this Policy, Reportable Conduct that must be reported to the Company, includes but is not limited to, actions that are:

- a) Dishonest, including the wilful or serious breach of internal policies and or procedures;
- b) Illegal, such as theft;
- c) Fraud, money laundering or misappropriation of funds;
- d) Offering or accepting a bribe;
- e) Failure to comply with, or breach of, legal or regulatory requirements;
- f) A significant or serious threat to health or safety;
- g) Endangering the public or the financial system;
- h) Engaging in or threatening to engage in detrimental action against a person who has made a disclosure or is believed or suspected to have made or be planning to make a disclosure;
- i) An offence against, or a contravention of, a provision of the *Corporations Act 2001* and
- j) An offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more.

To be eligible for protection under this policy and the Whistleblower Laws, an Eligible Whistleblower must have reasonable grounds to suspect Reportable Conduct has occurred. This means the Eligible Whistleblower must have some basis for making a report, but they do not need to prove the Reportable Conduct occurred.

This Policy does not apply to personal work-related grievances, which include bullying and harassment, unless they relate to a report of Reportable Conduct. Examples of personal work-related grievances include:

- a) An interpersonal conflict between you and another employee;
- b) A decision relating to your employment or a transfer or promotion;
- c) A decision relating to the terms and conditions of your employment including your remuneration;
- d) A complaint of bullying, harassment, discrimination or other unfair treatment; and
- e) A decision to suspend or terminate your employment or disciplinary action taken against you.

5. WHO CAN REPORTABLE CONDUCT BE DISCLOSED TO?

The Company has several preferred confidential reporting channels which are:

- a) Deloitte hotline
Phone: 1800 633 293
Email: bidcorp@tip-offs.com
Website: <https://www.tip-offs.com/MakeReport.aspx>;
- b) Nominated members of the Executive Team as listed at section 11;
- c) An Officer or Senior Manager;
- d) A member of the Whistleblower Committee (as listed at section 11);
- e) An Internal Auditor or external auditor or any member of the audit team engaged by the Company; or
- f) An actuary engaged by the Company.

Eligible Whistleblower reports should include, to the extent possible, specific information such as dates, places, persons, witnesses, and amounts in order to assist the Company in considering next steps.

The Reportable Conduct report, once received by an Eligible Recipient, will be provided to the Whistleblower Committee.

All Eligible Whistleblower reports will be promptly directed for review and action as follows:

Reporting relating to:	Directed to:
Chairman of the Board	Chairman of the Audit Committee
Chairman of the Audit Committee	Chairman of the Board
Directors of the Company	Chairman of the Audit Committee
Executive leaders	Chairman of the Audit Committee
Internal Audit team members	A director of the Company or Chairman of the Audit Committee
All others	Whistleblower Committee

Nothing in this policy should be taken as restricting Eligible Whistleblowers from making a report to a regulator (such as the Australian Securities and Investments Commission), or any other person in accordance with any relevant law or regulation. The Company encourages Eligible Whistleblowers to report to Eligible Recipients within the Company first.

6. ANONYMITY AND CONFIDENTIALITY

There is no requirement for an Eligible Whistleblower to identify themselves to be protected by this policy and the Whistleblower Laws. The Company however encourages Eligible Whistleblowers to disclose their identity so that the Company can better monitor the Eligible Whistleblower's welfare and protect them against detrimental action. It will also help the Company to obtain further information from the Eligible Whistleblower, should this be required.

The identity of an Eligible Whistleblower and information that is likely to lead to the identification of an Eligible Whistleblower will remain confidential at all times.

An Eligible Whistleblower's identity will not be disclosed to anyone else unless:

- a) The Company is legally obliged to do so;
- b) The disclosure is required if and when the Company is required or decide to report the matter to a regulator or law enforcement body;
- c) The Eligible Whistleblower provides their consent.

7. PROTECTION AND SUPPORT

All reports made under this policy are treated seriously. Anyone reporting Reportable Conduct should feel confident that they can do so without fear of detrimental action.

The Company will protect Eligible Whistleblowers from detrimental action in relation to a report of Reportable Conduct, whether substantiated or not substantiated by any subsequent investigation. Detrimental action includes:

- a) Dismissal of an employee;
- b) Injury of an employee in his or her employment;
- c) Alteration of an employee's position or duties to his or her disadvantage;
- d) Discrimination between an employee and other employees of the same employer;
- e) Harassment or intimidation of a person;
- f) Harm or injury to a person, including psychological harm;
- g) Damage to a person's property;
- h) Damage to a person's reputation;
- i) Damage to a person's business or financial position;
- j) Any other damage to a person.

A Whistleblower Protection Officer (**WPO**) may also be assigned to monitor the welfare of an Eligible Whistleblower, receive reports of actual or threatened detrimental action and provide feedback on the progress and results of the investigation.

Any person who causes or threatens to cause detrimental conduct against an Eligible Whistleblower who makes a report under this policy is potentially liable for serious civil and criminal penalties. In addition, Officers and employees who breach this policy may be subject to disciplinary proceedings including termination.

The Company's Employee Assistance Program (**Access EAP**) is available to all current Officers and employees (1800 81 87 28).

8. INVESTIGATING REPORTABLE CONDUCT

Eligible Recipients will refer reports of Reportable Conduct to the Whistleblower Committee to determine the scope of any investigation. The Whistleblower Committee will investigate the relevant matters in a manner compliant with the confidentiality obligations outlined in section 6 of this policy.

The Whistleblower Committee may appoint an appropriately qualified and impartial person or entity to investigate the report.

Whilst every investigation process will differ according to the relevant circumstances, the Whistleblower Committee will ordinarily ensure that appropriate enquiries are made to determine whether:

- a) The allegations are substantiated or not substantiated; and

- b) Whether responsive actions need to be taken in order to address the Reportable Conduct.

Any investigation will be conducted in an objective and fair manner, and otherwise as is reasonable and appropriate, having regard to the nature of the Reportable Conduct and the circumstances. An investigation may be undertaken using internal or external resources. Any person named in a report will be afforded procedural fairness in relation to any investigation undertaken.

Feedback, where possible, will be provided to the Eligible Whistleblower before, during and after any investigation performed.

9. ACCESS TO THIS POLICY

This policy will be made available by the following means:

- a) The Company intranet;
- b) Disclosed to employees on commencement of employment: and
- c) The Company’s external website.

10. VARIATIONS

This policy may be varied, amended, or replaced from time to time and at any time at the absolute discretion of the Company.

11. ROLES AND RESPONSIBILITIES

Role	Responsibility
Employee, Officer, supplier, contractor	<ul style="list-style-type: none"> • Report any concerns to an Eligible Recipient. • Maintain the confidentiality and anonymity of Eligible Whistleblowers. • Complete training on this policy as and when required.
Investigator	<ul style="list-style-type: none"> • Investigate Eligible Whistleblower reports within the framework endorsed by this policy.
Whistleblower Committee	<ul style="list-style-type: none"> • To review, scope and triage Eligible Whistleblower reports and determine appropriate actions. • Oversee management of Eligible Whistleblower investigations and reporting. • Assess the risk of detrimental conduct to the Eligible Whistleblower. • Ensure compliance with regulatory notification obligations where required.

Role	Responsibility
Whistleblower Protection Officer	<ul style="list-style-type: none"> • Monitor the welfare of Eligible Whistleblowers. • Receive reports of alleged or threatened detrimental action to an Eligible Whistleblower.

Position	Name
Executive Team	<ul style="list-style-type: none"> • Rachel Ruggiero, Chief Executive • Barry Plit, Chief Financial Officer • Grant Fairlie, General Manager Procurement and Marketing
Whistleblower Committee	<ul style="list-style-type: none"> • Paul Crupi, Compliance and Risk Manager • Jason Kramer, HR Advisor RTW • Elizabeth Rojas, HR Advisor • Nathan Dobson, General Manager Information Technology

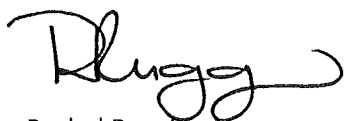
KEY CONTACTS

If you have any questions about this policy, please contact the appropriate person.

Jason Kramer – HR Advisor RTW

Elizabeth Rojas – HR Advisor

Paul Crupi – Compliance and Risk Manager



Rachel Ruggiero
CEO Bidfood Australia Limited

Dated: 19/12/19