



BINDAREE
FOOD GROUP

WHISTLEBLOWER POLICY

Whistleblower Policy

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1. Policy Objective

Bindaree Food Group (**Bindaree**) is committed to the protection of individuals who report instances or allegations of illegal or unethical behaviour occurring within Bindaree.

The purpose of this Whistleblower Policy (**Policy**) is to provide a mechanism which encourages concerns to be raised about illegal or unethical conduct or behaviour by Bindaree and its employees and others authorised to represent Bindaree .

This Policy is intended to encourage the reporting of wrongdoing which may be unlawful, unethical or inconsistent with any of Bindaree's values or policies or may otherwise expose any part of Bindaree to financial loss, prosecution by a regulatory body or other damage (including reputational loss or damage), and to deter such wrongdoing.

2. Who does this policy apply to?

2.1 Bindaree Food Group

This Policy applies to Yolarno Pty Ltd and all of its related bodies corporate, including those operating outside Australia. Yolarno is the parent company of the Bindaree Food Group.

2.2 Eligible Whistleblowers

For the purposes of this Policy, an **Eligible Whistleblower** includes anyone who is or has been:

- (a) an employee or officer (whether full time, part time, casual) of Bindaree ;
- (b) a supplier of goods or services to Bindaree , or an employee (whether paid or unpaid) of such supplier;
- (c) an associate of Bindaree , such as a person with whom Bindaree acts in concert;
- (d) a relative, dependent or spouse of an individual who otherwise constitutes an Eligible Whistleblower under this section; and
- (e) any other person who is an eligible whistleblower in accordance with applicable legislation, including the *Corporations Act 2001 (Cth)* (**Act**), from time to time.¹

2.3 Who qualifies for protection?

A person qualifies for protection under this Policy if they:

- (a) are an Eligible Whistleblower; **and**
- (b) have made a report of Disclosable Conduct directly to:
 - (i) an Eligible Recipient, Whistleblower Protection Officer or the Disclosures Inbox;
 - (ii) the Australian Securities and Investments Commission (**ASIC**), the Australian Prudential Regulation Authority (**APRA**) or another Commonwealth body prescribed by regulation;

¹ A person may also be an Eligible Whistleblower and eligible for protection under this policy in accordance with the provisions of the [Taxation Administration Act 1953 \(Cth\)](#).

- (iii) a legal practitioner for the purposes of obtaining legal advice or legal representation about the operation of the whistleblower protections in the Act; or
- (iv) a parliamentarian or journalist in accordance with the emergency and public interest disclosure provisions (set out at section 5.4 of this Policy).

3. Matters that should be reported

3.1 Disclosable Conduct

Disclosable Conduct means information that the Eligible Whistleblower has reasonable grounds to suspect concerns misconduct, or an improper state of affairs or circumstances in relation to Bindaree. This includes conduct which:

- (a) is fraud, negligence, default, a breach of trust or breach of duty;
- (b) represents a danger to the public or financial system;
- (c) constitutes an offence against, or contravention of, the Corporations Act 2001 (Cth) or an instrument made under the Corporations Act;
- (d) constitutes an offence against any other law of the Commonwealth, State or Territory;
- (e) is prescribed by regulation;
- (f) is dishonest or illegal;
- (g) is corrupt or constitutes financial malpractice;
- (h) is unethical or improper;
- (i) is materially or potentially damaging to Bindaree's financial performance or reputation;
- (j) impedes internal or external audit processes;
- (k) is causing an unsafe workplace or unsafe work practices;
- (l) constitutes a substantial mismanagement of Bindaree's resources;
- (m) is adverse to basic human rights;
- (n) is a breach of Bindaree's Code of Conduct or other governance policies;
- (o) represents a substantial risk to the environment;
- (p) constitutes concealment of wrongdoing; or
- (q) is detrimental conduct or threatens to engage in detrimental conduct against someone who has made a report under this Policy.

An Eligible Whistleblower can still qualify for protection under this Policy even if their report of Disclosable Conduct turns out to be incorrect.

3.2 Matters that are not covered by this Policy

A disclosure that is not about Disclosable Conduct will not qualify for protection under this Policy or the Act.

Disclosures that relate solely to personal work-related grievances, and that do not relate to detriment or threat of detriment to the discloser do not qualify for protection.

Personal work-related grievances concern a grievance about any matter in relation to the person's employment, or former employment which may have implications for the discloser personally, but which does not have significant implications for Bindaree (or another entity), or relates to any Disclosable Conduct.

Personal work-related grievances include:

- (a) interpersonal conflicts with other employees;
- (b) decisions relating to engagement, transfer or promotion of the Eligible Whistleblower;
- (c) decisions about the terms and conditions of employment of the Eligible Whistleblower; or
- (d) suspension, termination or disciplinary decisions in relation to the Eligible Whistleblower.

Employees or officers who believe that they have a personal work-related grievance should raise the matter in accordance with Bindaree's internal **Grievance Policy**.

A disclosure involving a personal work-related grievance can still qualify for protection if:

- (a) the disclosure also includes information about misconduct or an improper state of affairs described at section 3.1 of this Policy;
- (b) the Eligible Whistleblower suffers from or is threatened with detriment for making the report; or
- (c) the Eligible Whistleblower seeks legal advice or legal representation about the operation of the whistleblower protections under the Act (even if the legal practitioner concludes that the disclosure does not involve Disclosable Conduct).

4. Who can receive a report of Disclosable Conduct?

4.1 Whistleblower Protection Officer

Bindaree has designated the Company's General Counsel to receive Whistleblower complaints. This person is known as the Whistleblower Protection Officer.

An Eligible Whistleblower may report Disclosable Conduct to the Whistleblower Protection Officer.

The Whistleblower Protection Officer's role is to protect and safeguard the rights and interests of Eligible Whistleblowers and ensure the integrity of reporting mechanisms under this Policy.

An individual may contact the Whistleblower Protection Officer to seek accurate and confidential information and advice in relation to this Policy including information about how to make a report of Disclosable Conduct.

The contact details and instructions for making a report to the Whistleblower Protection Officer are set out at **Appendix A** of this Policy.

4.2 Eligible Recipients

In addition to the Whistleblower Protection Officer, the following people are **Eligible Recipients** under the Act who can receive disclosures of Disclosable Conduct that qualify for protection:

- (a) any officer or member of the senior executive of Bindaree (e.g. a director, company secretary or senior executive); and
- (b) any internal or external auditor or actuary of Bindaree .

Bindaree has also set up a dedicated email address to receive reports of Disclosable Conduct (**Disclosures Inbox**).

The contact details and instructions for making a report to an Eligible Recipient is set out at Appendix A of this Policy.

4.3 Regulatory bodies

Reports may also be made to ASIC, APRA or to a prescribed Commonwealth authority in accordance with the Act.

4.4 Journalists or parliamentarians

A public interest disclosure or an emergency disclosure can also be made to a journalist (as defined by the Act) or a Member of Parliament of the Commonwealth, the Parliament of a State or the Legislature of a Territory (**parliamentarian**) in certain circumstances, as described at section 5.4 below.

4.5 Legal practitioners

If any person is concerned as to whether any disclosure they may seek to make in respect of Disclosable Conduct is covered by this Policy, that person may seek legal advice. Disclosing the information to a lawyer for the purpose of obtaining that legal advice or legal representation will not change the application of this Policy or the protection provided to any Eligible Whistleblower under it (even in the event that the legal practitioner concludes that the disclosure does not relate to Disclosable Conduct).

5. How to report Disclosable Conduct

5.1 Matters to consider before reporting

An Eligible Whistleblower who makes a report under this Policy must do so in good faith and only if they have reasonable grounds to suspect that Disclosable Conduct has occurred.

All Eligible Whistleblowers will be protected from reprisal for making the disclosure, as outlined in section 6 of this Policy and the Act (even if those reports turn out to be incorrect). Further, all investigations into any reports made under this Policy (and in accordance with the Act) will be conducted in accordance with principles of fairness and natural justice.

A person who makes a false report knowingly, maliciously, with an ulterior motive, for personal gain or with reckless disregard as to the truth or falsity of the contents of the report will not be able to access the protections under this Policy. Bindaree reserves the right to take appropriate action against persons who make such reports, including any disciplinary action.

While Bindaree acknowledges that Eligible Whistleblowers may not have absolute proof or evidence of Disclosable Conduct, a report should, where possible, include the reasons for their concerns and make full disclosure of the relevant details of the conduct and supporting documentation.

5.2 Raising a concern internally

An Eligible Whistleblower should in the normal course, first report Disclosable Conduct directly to the Whistleblower Protection Officer, an Eligible Recipient or the Disclosures Inbox.

A disclosure made to any of these reporting channels may be made anonymously or on the basis that the Eligible Whistleblower's identity is only disclosed to the recipient and kept confidential from any other person at Bindaree.

5.3 Raising a concern externally

If an Eligible Whistleblower is not comfortable disclosing Disclosable Conduct internally, then the disclosure can be made to ASIC, APRA or any other authorised Commonwealth authority.

5.4 Emergency and/or public interest disclosure

In limited circumstances the law allows an Eligible Whistleblower to make an **emergency disclosure** to a parliamentarian or a journalist. This applies where:

- (a) the matter has previously been reported to ASIC, APRA or a prescribed Commonwealth body in accordance with the Act or regulation;
- (b) the Eligible Whistleblower has reasonable grounds to believe that the information concerns a substantial and imminent danger to the health or safety of one or more persons or to the natural environment;
- (c) the Eligible Whistleblower provides written notice to the person or body to whom the initial disclosure was made under this Policy, that includes sufficient information to identify the previous disclosure and states that the Eligible Whistleblower intends to make an emergency disclosure; and
- (d) the extent of the information disclosed in the emergency disclosure is no greater than is necessary to inform the journalist or parliamentarian of the substantial and imminent danger.

In addition to emergency disclosures, an Eligible Whistleblower may also make a **public interest disclosure** to a parliamentarian or a journalist where:

- (a) at least 90 days have passed since the matter was reported to ASIC, APRA or a prescribed Commonwealth body in accordance with the Act or regulation;
- (b) the Eligible Whistleblower does not have reasonable grounds to believe that action is being, or has been taken, in respect of that disclosure;
- (c) the Eligible Whistleblower has reasonable grounds to believe that making a further disclosure of the information is in the public interest;
- (d) the Eligible Whistleblower provides written notice to the person or body to whom the initial disclosure was made under this Policy, that includes sufficient information to identify the previous disclosure and states that the discloser intends to make a public interest disclosure; and
- (e) the extent of the information disclosed in the public interest disclosure is no greater than is necessary to inform the recipient of the Disclosable Conduct.

If an Eligible Whistleblower is unsure as to whether these provisions apply to any disclosure they have made (or intend to make), they are encouraged to raise the matter with either the General Counsel of Bindaree or to obtain their own legal advice.

Eligible Whistleblowers who make disclosures to parliamentarians or journalists that do not meet the conditions of an emergency or public interest disclosure do not qualify for the protections set out in this Policy in respect of those disclosures.

5.5 Anonymity

An Eligible Whistleblower may elect to make a report anonymously and still be protected under the Act. The Eligible Whistleblower can choose to remain anonymous while making a disclosure, over the course of the investigation and after the investigation is finalised. Bindaree will protect anonymity of Eligible Whistleblowers by:

- (a) allowing Eligible Whistleblowers to use anonymised email addresses; and
- (b) allowing Eligible Whistleblowers to adopt a pseudonym for the purpose of their disclosure (for example, where the Eligible Whistleblower's identity is known by the Eligible Recipient who received the report, but they do not wish to disclose their identity to others).

6. Protections and support for Whistleblowers

6.1 General

Bindaree is committed to the protection of any Eligible Whistleblower who makes a report in good faith under this Policy where they suspect that Disclosable Conduct may have occurred.

6.2 Confidentiality

When a person makes a disclosure they are assured that every effort will be made to keep their identity confidential.

It is illegal for a person to identify an Eligible Whistleblower, or to disclose information that is likely to lead to the identification of an Eligible Whistleblower (which they have obtained directly or indirectly because the Eligible Whistleblower made a disclosure that qualifies for protection), to any person who is not connected with the investigation into the Disclosable Conduct, except where:

- (a) the disclosure is made to ASIC, APRA or a member of the Australian Federal Police;
- (b) the disclosure is made to a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to the operation of the whistleblower provisions in the Act;
- (c) the Eligible Whistleblower who made the report consents in writing to the disclosure; or
- (d) the disclosure is required by law.

This rule does not apply where:

- (a) the disclosure does not include the Eligible Whistleblower's identity;
- (b) the disclosure is reasonably necessary for the purposes of investigating the issues raised by the Eligible Whistleblower; and
- (c) Bindaree has taken all reasonable steps to reduce the risk that the Eligible Whistleblower will be identified from the information.

To maintain confidentiality of an Eligible Whistleblower's identity, Bindaree will:

- (a) ensure personal information or reference to the Eligible Whistleblower's identity is redacted in all investigation and reporting documents;
- (b) refer to the Eligible Whistleblower in a gender-neutral context;
- (c) ensure that all paper and electronic documents and materials relevant to the report of Disclosable Conduct will be stored securely, with access limited to those directly involved in managing and investigating the disclosure.

6.3 Protection from detrimental acts or omissions

Eligible Whistleblowers are protected under the Act from detriment arising from making a report of Disclosable Conduct.

A person must not engage in, or threaten to engage in, conduct which causes detriment to any Eligible Whistleblower because that person proposes to, has or is suspected to have made, a report of Disclosable Conduct.

Where a disclosure of Disclosable Conduct is made, Bindaree will take all reasonable steps to ensure that the Eligible Whistleblower will not be personally disadvantaged or suffer any detriment including the following:

- (a) dismissal or alteration of their position or duties to their disadvantage;
- (b) injury to the person in their employment;
- (c) discrimination, harassment or intimidation;
- (d) harm or injury including psychological harm; or
- (e) damage to the person or their property, reputation, business or financial position.

Bindaree will protect Eligible Whistleblowers from detriment arising from making a report of Disclosable Conduct by:

- (a) conducting a risk assessment of the disclosure to manage the risk of detriment to the Eligible Whistleblower; and
- (b) where applicable, making such reasonable adjustments as required to allow the Eligible Whistleblower to perform their duties at work without being potentially exposed to detriment (eg by changing reporting lines).

If any Eligible Whistleblower considers that they have suffered any of the above disadvantages or detriment as a result of making a report of Disclosable Conduct under this Policy, they should contact the person to whom the report was made or a Whistleblower Protection Officer and provide all relevant details accordingly. Should an Eligible Whistleblower be found to have suffered detriment as a result of reporting Disclosable Conduct, Bindaree will treat it seriously in accordance with its disciplinary policy.

6.4 Compensation and other remedies

An Eligible Whistleblower can seek compensation and other remedies through the courts if:

- (a) they suffer loss, damage or injury because of making a disclosure of Disclosable Conduct; and
- (b) Bindaree failed to take reasonable precautions and exercise due diligence to prevent the detrimental conduct.

6.5 Civil, criminal and administrative liability protection

Any Eligible Whistleblower who makes a report of Disclosable Conduct in accordance with this Policy has protection under the Act from:

- (a) civil liability (eg legal action against the Eligible Whistleblower for breach of a contractual obligation or duty of confidentiality);
 - (b) criminal liability (eg attempted prosecution for releasing information); and
 - (c) administrative liability (eg disciplinary action for making the disclosure),
- in relation to the making of the disclosure.

These protections do not grant the Eligible Whistleblower immunity for any misconduct the Eligible Whistleblower has engaged in that may be revealed in their disclosure of Disclosable Conduct.

7. Investigating a report

7.1 Procedure

Investigations into disclosures of Disclosable Conduct will be conducted by a designated investigator (**Whistleblower Investigation Officer**). This will ordinarily be the Senior Executive member responsible for Human Resources. The Whistleblower Investigation Officer will:

- (a) document the report and determine whether it qualifies for protection under this Policy;
- (b) determine whether a formal, in-depth investigation is required;
- (c) if necessary, commence an investigation into the report, as soon as practicable after the matter has been reported;
- (d) review all supporting documentation and obtain further information as required, including by interviewing individuals named in the report or relevant witnesses;
- (e) consider any possible remedial action that may be required; and
- (f) immediately notify the General Counsel (where the Disclosable Conduct was not originally disclosed to the Whistleblower Protection Officer) (or the Bindaree Chief Executive or Chair of the Yolarno Pty Ltd Board, if the General Counsel is in any way referenced in, or implicated by, the Disclosable Conduct) if the report relates to a serious matter, or if it becomes apparent during the investigation that there are matters of serious concern.

The purpose of any investigation under this Policy is to carefully, thoroughly and fairly examine each concern raised and where possible locate evidence that either substantiates or refutes the claims made in the report.

All investigations will be conducted without bias and all parties will be given adequate notice of meetings to discuss the issues raised and have time to prepare. All parties will be given the opportunity to be heard and will have the right to representation and any employee mentioned in a report of Disclosable Conduct will be treated fairly at all times.

In the interests of objectivity and the perception of objectivity, the Whistleblower Investigation Officer may engage other investigators in relation to an investigation (including independent external investigators). Further, in order to ensure proper process and to prevent actual or

perceived unethical conduct, the offices of the Whistleblower Protection Officer and Whistleblower Investigation Officer will ordinarily not be held by the same person.

To avoid jeopardising an investigation, an Eligible Whistleblower who has made a report under this Policy is required to keep confidential the fact that a report has been made (subject to any legal requirements).

It is important to note that Bindaree may in certain circumstances not be able to undertake an investigation if it is unable to contact the Eligible Whistleblower (eg if the disclosure is made anonymously and the Eligible Whistleblower has refused to provide, or has not provided, a means of contacting them).

7.2 Progress and conclusion of investigations

Once an investigation is completed, the Whistleblower Investigation Officer will report the findings of the investigation to Bindaree's General Counsel who will report on all whistleblower incidents to the Yolarno Board. For the avoidance of doubt, if the General Counsel is in any way referenced in, or implicated by, the Disclosable Conduct, findings will be provided directly to the Chairperson of the Board.

If the General Counsel (or Chairperson of the Board, as appropriate) is satisfied that Disclosable Conduct has occurred, they will make a recommendation to the Chief Executive Officer as to the action which should be taken. The findings of the investigation will also be reported to the Audit and Risk Committee.

7.3 Keeping the Whistleblower informed

An Eligible Whistleblower who has made a disclosure of Disclosable Conduct will, where appropriate, be regularly updated within a reasonable period of making the report:

- (a) whether an investigation has been undertaken;
- (b) whether the investigation has been completed; and
- (c) what action is to be taken to address the Disclosable Conduct, subject to any applicable confidentiality, privacy and other relevant considerations.

For the avoidance of doubt, if an Eligible Whistleblower has disclosed on an anonymous basis, Bindaree may not be in a position to advise the Eligible Whistleblower of the outcome of any investigation. A failure to notify feedback as a result will not of itself give rise to the basis of a public interest disclosure and Bindaree will make every endeavour to contact Eligible Whistleblowers through anonymous channels where necessary.

8. Individuals mentioned in a disclosure

Bindaree will make every effort to ensure that natural justice and procedural fairness is afforded to a person mentioned in, or who is the subject of a report of Disclosable Conduct that qualifies for protection under the Act. Where an investigation does not result in a finding of Disclosable Conduct being made, the fact that the investigation has been carried out, the results of the investigation and the identity of the person who is the subject of the disclosure or mentioned in the disclosure, will remain confidential.

The person who is subject to any disclosure or who is mentioned in a disclosure has the right to:

- (a) be informed of any allegations made against them; and

- (b) be given the opportunity to answer any allegations made against them prior to any final decision being made.

9. Availability of the Policy

A copy of this Policy will be made available for internal staff via email distribution. Hard copies will also be available at each office location together with the Staff Handbook. The policy will also be made publically available for the reference of other stakeholders at Bindaree's website.

10. Support and Training

Bindaree will periodically provide training and support to employees about this Policy and new staff inductions will include education about this Policy.

Bindaree will also provide training and support to Whistleblower Protection Officers and other Eligible Recipients who may receive disclosures of Disclosable Conduct and how to respond to them in accordance with this Policy.

11. Related Policies and information

ASIC Information Sheet 238, "Whistleblower rights and protections", available at: <https://asic.gov.au/about-asic/asic-investigations-and-enforcement/whistleblowing/whistleblower-rights-and-protections/>

ASIC Information Sheet 239, "How ASIC handles whistleblower reports", available at: <https://asic.gov.au/about-asic/asic-investigations-and-enforcement/whistleblowing/how-asic-handles-whistleblower-reports/>

Appendix A: Key organisational contacts

Name	Role	Contact details
Andrew McDonald	Chief Executive Officer	andrew.mcdonald@bindareebeef.com.au
John Kotzur	Acting Chair of the Board	john.kotzur@mazars.com.au
Audrey Ferguson	General Counsel & Company Secretary	audrey.ferguson@bindareebeef.com.au Phone: (02) 9549 4528
Audrey Ferguson	Whistleblower Protection Officer	As above
Bindaree whistleblower report email address	Eligible Discloser Reporting channel –	DisclosableConduct@bindareebeef.com.au .
Senior Executive	Eligible Recipients	Andrew McDonald, Andrew Simmonds, Andrew Simpson, Nigel Blakemore, Todd Newton, Ross Bussian, David Richards
Todd Newton	Whistleblower Investigation Officer	todd.newton@bindareebeef.com.au