



HEALTH
PLANT
PROTEIN

Group Whistleblower Policy

Health and Plant Protein Group Limited

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1. Purpose

Health and Plant Protein Group Limited (“**Health and Plant Protein Group**”, “HPP” or “the **Company**”) recognises the importance and encourages the reporting of potential misconduct or a potential improper state of affairs relating to the Company, and any related company. Amongst other things, reporting draws attention to issues and allows them to be addressed before they create a significant risk to the Company. It also supports the Company’s long-term sustainability and reputation.

Creating a supportive environment where people feel safe to speak up underpins Health and Plant Protein Group’s culture. When people do not speak up, this undermines the culture and exposes Health and Plant Protein Group to risks. The company encourages speaking up about concerns of any wrongdoing and there are various measures in place to ensure no one is discouraged from speaking up or disadvantaged or victimised for doing so.

This policy covers the processes for dealing with disclosures made by employees and stakeholders of suspected improper conduct within Health and Plant Protein Group in a confidential and secure manner and is intended to apply to whistle-blowers in all countries the Company operates.

Health and Plant Protein Group is committed to the highest standards of conduct and ethical behaviour in all our business activities, and to promoting and supporting a culture of honest and ethical behaviour, corporate compliance and strong corporate governance.

This Policy highlights:

- the protections available to whistleblowers;
- the process for making a protected disclosure of organisational misconduct;
- the persons to whom protected disclosures may be made;
- how the Company will support whistleblowers and protect them from detriment;
- how the Company will investigate protected disclosures; and
- how the Company will ensure fair treatment of employees who are mentioned in protected disclosures or to whom such disclosures relate.

This policy is available on the website of Health and Plant Protein Group www.hppgroup.com.



2. Definitions

Words with italicised text are defined in this policy:

Detrimental conduct includes any of the following actions, or threats to engage in the following actions:

- dismissal of an employee;
- injury of an employee in his or her employment;
- alteration of an employee's position or duties to his or her disadvantage;
- discrimination between an employee and other employees of the same employer;
- harassment or intimidation of a person;
- harm or injury to a person, including psychological harm;
- damage to a person's property;
- damage to a person's reputation;
- damage to a person's business or financial position; or
- any other damage to a person.

Detrimental conduct does not include legitimate management action where there are good and sufficient grounds that would justify the action against any other person in the same circumstances, as long as the fact that a person has made a protected disclosure is not a substantial or operative reason for taking action.

Disclosable matters mean a disclosure of information:

- if the discloser has reasonable grounds to suspect that the Company or a related body corporate of the Company, has been involved in misconduct or an improper state of affairs; or
- if the discloser has reasonable grounds to suspect that the Company (or one of its officers or employees) or a related body corporate of the Company (or one of its officers or employees) has engaged in conduct that constitutes an offence against, or a contravention of, a provision of any of the following:
 - the Corporations Act 2001;
 - the Australian Securities and Investments Commission Act 2001;
 - the Banking Act 1959;
 - the Financial Sector (Collection of Data) Act 2001;
 - the Insurance Act 1973;
 - the Life Insurance Act 1995;
 - the National Consumer Credit Protection Act 2009;
 - the Superannuation Industry (Supervision) Act 1993;
- an instrument made under any of the above Acts; or
- any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more; or

- conduct that represents a danger to the public or the financial system; or
- other conduct prescribed by regulations.

Generally, a personal work-related grievance is not a disclosable matter. Examples of disclosable matters are provided in clause 5 below.

Eligible whistleblower/Discloser refers to an individual that is a current or former:

- employee or officer of HPP;
- contractor, supplier or their employees who deal with HPP (whether paid or unpaid);
- a director or secretary of a related body corporate of HPP;
- spouses, relatives or dependants of any of the above individuals.

Eligible recipient means a senior manager, or any other person specified within the Reporting Procedure of this Policy (see section 6).

Personal work-related grievance means information disclosed by a current or former employee that:

- relates to the personal circumstances of their employment (or former employment); and
- does not have significant implications for the organisation beyond that employee; and
- does not relate to any conduct, or alleged conduct, about a disclosable matter.

Further, a personal work-related grievance does not include a disclosure relating to the contravention or alleged contravention of protections under the Corporations Act 2001 relating to victimization of that person because they have made a protected disclosure.

A personal work-related grievance may include:

- an interpersonal conflict between the discloser and another employee;
- a concern about the behaviour of an employee;
- a decision relating to the employee's engagement, transfer or promotion;
- a decision relating to the terms and conditions of employment;
- matters arising to an employee's performance or discipline – related decisions; or
- a decision relating to the termination of employment.

Protected disclosure means a disclosure of information about a disclosable matter which is disclosed by an eligible whistleblower to an eligible recipient, or to certain other people as set out in section 6. A protected disclosure may be made anonymously.

Whistleblower Contact Officer means the Chief Financial Officer / Company Secretary.

3. What types of disclosures are protected?

Certain types of disclosures are protected under the Corporations Act 2001 – these are defined under this policy as 'protected disclosures'.

For a disclosure to be a protected disclosure:

- the person making the disclosure must be an eligible whistleblower;
- the person to whom the disclosure is made must be an eligible recipient, or certain other people as set out in section 6; and
- the information must be about a disclosable matter.

A person who makes a protected disclosure is a *whistleblower*.

A whistleblower is protected from civil and criminal liability for making the disclosure. The person is also protected from detriment (also known as 'victimisation') as a result of making the disclosure as set out in clause 8.2 below.

4. What to Report

Any concerns of wrongdoing should be reported. This means any misconduct or improper state of affairs or circumstances in relation to Health and Plant Protein Group. *Eligible whistleblowers* can raise concerns if they have reasonable grounds to suspect that the organisation, its officers or employees or a related body corporate of the organisation (or its officers or employees) are involved in a disclosable matter. Examples of disclosable matters may include:

- breach of laws or regulations;
- criminal activity including theft;
- serious breach of Health and Plant Protein Group's Code of Conduct or Policies;
- offering or accepting a bribe;
- dishonest or unethical behaviour;
- conflicts of interest;
- anti-competitive behaviour;
- financial fraud or mismanagement including in relation to Health and Plant Protein Group's tax affairs;
- falsifying financial or corporate reporting;
- insider trading;
- unauthorised use of Health and Plant Protein Group's confidential information;
- improper use of Personal Information as described in any health and Plant Protein Group Limited Privacy Statement;

- improper use of Health and Plant Protein Group Limited's physical or intellectual property;
- conduct endangering health and safety or causing damage to the environment, and
- deliberate concealment of any of the above.

Personal work-related grievances are generally not within the scope of this Policy and will be addressed through the applicable grievance resolution process. Personal work-related grievances relate to an employee's current or former employment and tend to have implications for them personally.

Please find examples under "Definitions" above.

A personal work-related grievance may still qualify for protection under this Policy if:

- it includes information about misconduct, or information about misconduct includes or is accompanied by a personal work-related grievance (mixed report);
- the Company entity has breached employment or other laws punishable by imprisonment for a period of 12 months or more, engaged in conduct that represents a danger to the public, or the disclosure relates to information that suggests misconduct beyond the discloser's personal circumstances;
- the discloser suffers from or is threatened with detriment for making a disclosure; or
- the discloser seeks legal advice or legal representation about the operation of the whistleblower protections under the Corporations Act.



5. Speaking Up

HPP encourages all *Eligible Whistleblowers* to speak up and disclose any suspected or actual wrongdoing about Disclosable Matters covered by this Policy.

Eligible Whistleblowers do not need to identify themselves and can speak up confidentially if they like. If an Eligible Whistleblower does provide their name, we will not share your identity with anyone else, without permission to do so. Or the law allows or requires it (e.g in dealings with a regulator).

Anyone with information about improper conduct or potential improper conduct is encouraged to raise a concern.

How do you Speak Up?

Your Call –

Eligible Whistleblowers are encouraged to speak up by contacting HPP's external and independent whistleblower service provider named: Your Call Whistleblowing Solutions ("Your Call") to receive and manage your report and concerns confidentially.

This option allows you to:

- Remain completely anonymous; or
- Identify yourself to Your call only; or
- Identify yourself to both Your call and an appropriate person of HPP.

The your call reporting options include:



Website (24/7)

www.yourcall.com.au/report

Log in using the unique identifier code **HPP1**

You can upload supporting documentation and support securely



Telephone (9am to midnight (AEST) Business days)

Australia 1300 790 228

Outside of Australia +61 3 9895 0012
(call charges will apply)

How to use Your Call if the whistleblower has a speech or hearing impairment

If the whistleblower has a hearing or speech impairment, they can contact Your Call online. If they would like to contact Your Call by phone, they can do so through the National Relay Service by choosing the preferred contact method at www.relayservice.gov.au and requesting Your Call's hotline 1300 790 228.

Your call remains the intermediary at all times, receiving and forwarding communication between all parties. HPP officers will have access to your reports (but not your personal details if you remain anonymous or only identify yourself to Your Call).

Your Call can circumvent any of the Officers upon your request.

6. How the Company will respond to a potentially protected disclosure

6.1 Assessment of the Reportable Conduct

HPP's external and independent whistleblower service, Your Call, will conduct a preliminary assessment, to determine whether the disclosure requires further investigation and whether this policy applies.

If the stakeholder has identified himself or herself to Your Call and given them permission to disclose their identity to the Whistleblower Contact Officer, then the Whistleblower Contact Officer may contact the stakeholder to obtain further information. If the disclosure concerns the Whistleblower Contact Officer, then the Chair of the Board will carry out this assessment.

The preliminary assessment of a disclosure will vary depending on the nature of the disclosure (including the amount of information and cooperation provided).

6.2 Investigation

An investigation will only take place if there is objective evidence to support the allegations, or, a reasonable suspicion that such evidence may be obtained through further investigation.

The investigator appointed by HPP will determine whether the reported conduct has occurred. The formality of the investigation depends upon the reported conduct. A formal investigation might involve third parties such as lawyers, accountants, consultants or specialist forensic investigators.

HPP is committed to ensuring that any of its employees that are the subject of an investigation are treated fairly and that disclosures remain confidential where practical and appropriate.

The investigator will endeavour to complete the investigation within 3 months of the initial disclosure, but this will depend on the circumstances and nature of the disclosure. The method for documenting and recording the findings of an investigation will depend on the nature of the reported conduct.

If the reported conduct is proven, the investigator will report the outcome of the investigation to the appropriate decision-maker for further action. If the reported conduct is not proven, but there is evidence of other inappropriate conduct, the matter may be referred for other action. If the reported conduct is not proven, and there is insufficient evidence of other inappropriate conduct, no further action will be taken.

Where appropriate, the stakeholder will be advised of the outcome of the investigation, provided that the stakeholder has provided relevant contact details.

7. Protection of Whistleblowers

7.1 Confidentiality of a whistleblower's identity

The eligible recipient receiving the whistleblowing disclosure will take reasonable precautions to ensure that the whistleblower's identity or information that is likely to lead to the identification of the whistleblower is kept confidential, unless the whistleblower consents to the disclosure of their identity or such information, or the disclosure is otherwise authorised by law.

Where it is necessary to divulge information about the disclosable matter for the purpose of investigating the potential misconduct or improper state of affairs Health and Plant Protein Group and the investigator must take all reasonable steps to reduce the risk that the whistleblower may be identified.

When reporting wrongdoing, the reporter's identity and any information that Health and Plant Protein Group Limited has as a result of the report that is likely to lead to identification, will only be disclosed if:

- the person reporting gives consent for Health and Plant Protein Group Limited to disclose that information;
- Health and Plant Protein Group Limited considers such disclosure should be made to:
 - Australian Securities & Investments Commission (ASIC), the Australian Federal Police or (for tax-related reports) the Commissioner of Taxation;
 - a Commonwealth authority or a State or Territory authority for the purpose of assisting the authority perform its functions or duties;
 - a lawyer for legal advice or representation in relation to whistleblower laws; or
 - in the case of information likely to identify the person reporting, it is reasonably necessary to disclose the information for the purposes of an investigation, and all reasonable steps are taken to prevent someone from discovering the reporter's identity.

7.2 Detrimental Conduct Prohibited

Health and Plant Protein Group Limited strictly prohibits all forms of *Detrimental Conduct* against whistleblowers. *Detrimental Conduct* means any actual or threatened conduct that could cause a detriment to the whistleblower as a result of the whistleblower making a disclosure, including:

- termination of employment;
- harassment, bullying or intimidation;
- personal or financial disadvantage;

- unlawful discrimination;
- harm or injury, including psychological harm;
- damage to reputation; or
- any other conduct that constitutes retaliation.

Health and Plant Protein Group Limited will take all reasonable steps to protect the whistleblower from *Detrimental Conduct* and will take action it considers appropriate where such conduct is identified.

Health and Plant Protein Group Limited also strictly prohibits all forms of *Detrimental Conduct* against people who are involved in an investigation of a disclosure in response to their involvement in that investigation.

7.3 Support for Whistleblowers

A whistleblower will be supported through the whistleblowing process.

The eligible recipient that received the disclosure will have the primary responsibility to support the whistleblower unless the whistleblower agrees to their identity or information likely to identify them being disclosed to another person for the purpose of receiving support.

Examples of the support which may be provided to a whistleblower include:

- Discussing the whistleblower's expectations of the process and the potential outcomes of the process
- Providing information about the protections provided to whistleblowers
- Helping identify any external support services that may be available (for example counselling or legal assistance)
- Discussing what Health and Plant Protein Group intends to do with the disclosed information, and potential timeframes for action
- Confirming the responsibility of the whistleblower and of others for maintaining confidentiality of the investigation process
- Where appropriate, notifying the whistleblower of the actions being taken to address the matters disclosed (which may include no action) and the reason for any actions
- Providing a first point of contact for any concerns that the whistleblower may have about being subjected to potential or actual detriment

A person must not be subjected to any detriment for assisting or supporting a whistleblower.

Health and Plant Protein Group recognises the need to treat all employees of the Company fairly and consistently, including those who are the subject of a whistleblowing disclosure and any witnesses.

Where it is practical and appropriate to do so, the Company, including the eligible recipient

receiving the whistleblowing disclosure must keep confidential the identity, or information likely to lead to the identification, of the employees who are mentioned in the whistleblower disclosure.

Where it is determined that the whistleblowing disclosure or any evidence provided by any person during the investigation constitutes a false or misleading allegation(s) or information, the employee may be subject to disciplinary action which may include termination of employment.

8. Specific Protections and Remedies

The Australian law provides protections if a "protected disclosure" is made, including that:

- the discloser is not subject to any civil, criminal or administrative liability for making the disclosure (other than for making a false disclosure);
- no contractual or other remedy may be enforced or exercised against the discloser the basis of the disclosure; and
- in some limited circumstances (e.g. if the disclosure has been made to a regulator such as ASIC), the information provided may not be admissible in evidence against a discloser in criminal proceedings or in proceedings for the imposition of a penalty, other than proceedings in respect of the falsity of the information.

Except as provided in paragraph (c) above, the protections under Australian law do not grant immunity for any misconduct a discloser has engaged in that is revealed in their disclosure.

Compensation and other remedies may also be available through the courts for loss, damage or injury suffered because of a disclosure or if Health and Plant Protein Group Limited failed to take reasonable precautions and exercise due diligence to prevent detrimental conduct.

9. Reporting to the Board

The Board of Directors may be provided with details of whistleblower disclosures and any findings made to ensure appropriate oversight of reports and investigation of matters reported under this policy.

If a whistleblower does not provide consent for their identity to be disclosed, those persons within the Company who are handling the disclosure may disclose information to the Board that is reasonably necessary for the purposes of investigating the report, provided that all reasonable steps are taken to reduce the risk that the Whistleblower will be identified as a result of doing so.

The Board will monitor the whistleblower management

system to ensure that the broader trends, themes and/or emerging risks highlighted by the disclosures made under this policy are addressed and mitigated as part of the Company's risk management and corporate governance.

10. Review, Access, Training and Further Information in relation to this policy

This policy can be located on the HPP's website to ensure it is accessible for all *eligible whistleblowers* www.hppgroup.com/investor-centre/corporate-governance/ as well as saved internally, so it is accessible to all staff.

This policy may be reviewed and amended from time to time.

The company will be responsible for conducting upfront and ongoing education and training on the whistleblower policy, processes and procedures to all officers and employees.

Further information in relation to this policy, or how to make a disclosure, you can contact the Whistleblower Contact Officer.

11. Relationship to Other Policies

This policy should be read in conjunction with the following Company policies:

- Code of Conduct
- Grievance and Complaints Policy

Please note, this policy does not form part of any terms of employment and the Company may change, apply or withdraw this policy at its discretion.

Approved by the Board of Health and Plant Protein Group Limited

Review date: 30 June 2023



Internally at HPP

Whistleblowers are encouraged to report actual or suspected disclosable matters to HPP's Whistleblower Contact Officer.

Name	Role	Email
Deane Conway	Company Secretary	dconway@hppgroup.com

External Disclosure

In accordance with the Corporations Act, a whistleblowing report may also be made externally to one of the following:

- A legal practitioner for the purposes of obtaining legal advice or legal representation about the operation of the whistleblower provisions in the Corporations Act;
- ASIC, APRA or a Commonwealth authority prescribed under the Corporations Act;
- An actuary, auditor or member of an audit team conducting an audit of Health and Plant Protein Group.
- A report under the Taxation Administration Act may also be made externally to the Commissioner for Taxation or a registered tax agent or BAS agent who provides tax agent services to Health and Plant Protein Group.

Public Interest Disclosures

A disclosure made under the pretext of being in the public interest is protected under this Policy. You may make a disclosure in the public interest to a member of parliament or a journalist if:

- you have previously made that disclosure to ASIC, APRA or another Commonwealth body prescribed by regulation; and
- at least 90 days have passed since the disclosure was made you do not have reasonable grounds to believe that action is being, or has been, taken to address the misconduct to which the previous disclosure related; and
- you have reasonable grounds to believe that making a further disclosure of the misconduct would be in the public interest; and
- after the end of the 90-day period you notify the body to whom you made the disclosure (ASIC, APRA or other Commonwealth body) in writing with sufficient information to identify the previous disclosure, and state that you intend to make a public interest disclosure to a member of parliament or a journalist; and

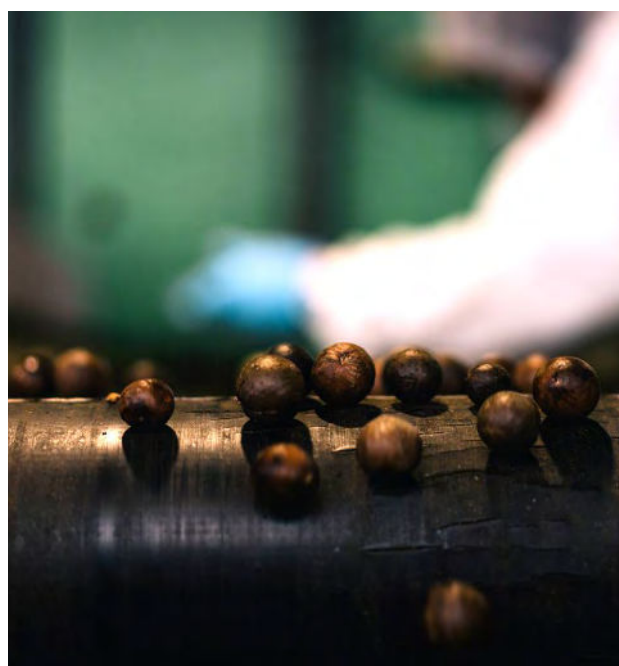
- the extent of the information disclosed in the public interest disclosure is no greater than is necessary to inform the recipient of the misconduct or the improper state of affairs or circumstances.

Emergency Disclosures


You may make an emergency disclosure to a member of parliament or a journalist if:

- you previously made that disclosure to ASIC, APRA or another Commonwealth body prescribed by regulation;
- you have 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;
- you notify the body to whom you made the disclosure (ASIC, APRA or other Commonwealth body) in writing with sufficient information to identify the previous disclosure, and state that you intend to make an emergency disclosure to a member of parliament or a journalist;
- the extent of the information disclosed in the emergency disclosure is no greater than is necessary to inform the recipient of the substantial and imminent danger.

It is important to understand that a report may only be made to a journalist or a parliamentarian in the circumstances described above. You should seek independent legal advice before making a public interest disclosure or an emergency disclosure to a member of parliament or a journalist.



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