

**SUBJECT: WHISTLEBLOWER POLICY**

Subject to biennial Board Review | Last reviewed: 30/01/2020 | Next Review January 2022

**Introduction**

Hive & Wellness Australia Pty Ltd, together with its related bodies corporate (collectively, **HiveWell**) is committed to achieving the highest standards of corporate compliance and ethical conduct in all of its business activities, including by creating and maintaining an open environment in which employees (whether they are full-time, part-time or casual), directors, contractors, suppliers, partners and consultants are able to raise concerns regarding actual or suspected unethical, unlawful or undesirable conduct.

The Board of Directors and Executive Management recognises that any genuine commitment to detecting and preventing illegal and other undesirable conduct must include a mechanism whereby employees and others can report their concerns freely and without fear of reprisal or intimidation. This Policy provides such a mechanism and encourages the reporting of such conduct.

**Scope**

This Policy applies to:

- a) all current and former employees (whether they are full-time, part-time or casual), officers, contractors, suppliers (including any employees of such contractors and suppliers), partners and consultants of all HiveWell operations, including subsidiaries and joint ventures, collectively referred to in this policy as “**Personnel**”; and
- b) any relative, dependant or spouse of any person listed in paragraph (a) above,

collectively referred to in this Policy as “**Eligible Whistleblowers**”.

Nothing in this Policy is intended to limit or restrict the rights of an Eligible Whistleblower under the *Corporations Act 2001* (Cth).

**The purpose of this Policy is to:**

- Promote an open and transparent culture within HiveWell.
- Encourage all Eligible Whistleblowers to report Disclosable Matters (refer definitions).
- Demonstrate HiveWell’s commitment to a fair workplace.
- Establish an effective process for reporting and investigating Disclosable Matters.
- Protect Eligible Whistleblowers who report Disclosable Matters.
- Assist in ensuring that Disclosable Matters are identified and dealt with appropriately.

- enable Eligible Whistleblowers to report concerns relating to product safety, integrity, quality and legality in a confidential and/or anonymous manner.

**Variations to this Policy**

Any variation to this Policy must be submitted to the Board of Directors for review and approval.

**Definitions**

**Detriment** includes:

- dismissal of an employee;
- a disadvantageous alteration of an employee’s position or duties;
- being subjected to any form of harassment, intimidation and/or persecution;
- discrimination between an employee and other employees of HiveWell;
- harm or injury to any person; or
- damage to any person’s financial position, reputation, business or any other damage.

**Disclosable Matters** means any information that the Eligible Whistleblower has reasonable grounds to suspect concerns Misconduct in relation to HiveWell or its related bodies corporate, including information that:

- breaches the Corporations Act;
- breaches other financial sector laws enforced by ASIC or APRA;
- breaches an offence against any other law of the commonwealth that is punishable by imprisonment for a period of 12 months; or
- represents a danger to the public or the financial system.

**Misconduct** includes an improper state of affairs or circumstances or any conduct or practice that involves fraud, negligence, default, breach of trust and breach of duty which:

- is dishonest, fraudulent, corrupt or unlawful;
- is misleading or deceptive, including conduct or representations which amount to improper or misleading accounting or financial reporting practices;
- is illegal, such as theft, drug sale or use, violence, intimidation, criminal damage to property or otherwise breaches any Australian legislation (Commonwealth or State) or any legislation applicable in countries where HiveWell does business;
- involves coercion, harassment, bullying, victimisation or discrimination by, or affecting, any Personnel;

- is unethical or otherwise breaches HiveWell’s policies or Code of Conduct;
- is a significant danger to the public, the environment or the financial system;
- is potentially damaging to HiveWell Personnel, such as unsafe work practices, health risks or substantial mismanagement or wasting of HiveWell’s resources;
- is an action taken against, or harm suffered by a person as a result of making a report under this Policy;
- causes financial loss to HiveWell, damages its reputation or is otherwise detrimental to its interests; or
- involves any other kind of serious impropriety.

**Personal Work-related Grievance**

means a grievance about a matter which relates to the Eligible Whistleblower’s employment or former employment with HiveWell which have, or tend to have, implications for the individual personally, but do not have any other significant implications for HiveWell (or another entity) and do not relate to any conduct, or alleged conduct, regarding a Disclosable Matter.

A Personal Work-related Grievance does not include where an Eligible Whistleblower is subjected to Detriment or threats of Detriment as a result of making a report under this Policy. Such incidents can and should be reported in accordance with this Policy.

**Whistleblower Protection Officer (WPO):**

A designated HiveWell representative tasked with the responsibility of accepting reports of Disclosable Matters and protecting and safeguarding the interests of Eligible Whistleblowers as set out in this Policy. The WPO will have access to independent financial, legal and operational advisers as required. The WPO is the Company Secretary:

Annette Zbasnik  
Ph: 07 3712 8282  
Email: a.zbasnik@hivewell.com

**Whistleblower Investigations Officer (WIO):**

A designated HiveWell representative tasked with the responsibility of conducting preliminary investigations into reports received by the WPO from an Eligible Whistleblower. The role of the WIO is to investigate the substance of the complaint to determine whether there is evidence in support of the matters raised or, alternatively, to refute the report made.

The WIO will be appointed by the WPO on a case by case basis, depending on the nature of the report. The WIO will be an independent party who is not associated with the area under investigation.

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The WIO may be a manager once removed from the Eligible Whistleblower as long as they are not implicated in the report. Other resources within the group, or externally if needed, can be engaged by the WIO, including HR.

**REPORTING AND INVESTIGATION MECHANISMS**

**What to Report**

HiveWell encourages Eligible Whistleblowers to report Disclosable Matters in accordance with this Policy.

Eligible Whistleblowers must not report Personal Work-related Grievances under this Policy. Personal Work-related Grievances should be reported in accordance with the Grievance & Dispute Settlement Procedure Policy (CG3.32).

**Reporting**

An Eligible Whistleblower may make a report in accordance with this Policy to any of the following recipients:

- the WPO;
- an officer or senior manager of HiveWell;
- an auditor or actuary of HiveWell; or
- in the case of a HiveWell employee, that employee’s direct Supervisor/Manager or Human Resource General Manager.

Reports may be made to the WPO in person, via telephone on 07 3712 8282 or via email at [a.zbasnik@hivewell.com](mailto:a.zbasnik@hivewell.com).

Alternatively, an Eligible Whistleblower can report the Misconduct by completing and submitting a Misconduct Report Form - CG1.HWA.006(a).

**An Eligible Whistleblower is entitled to remain anonymous. However, Eligible Whistleblowers are encouraged to identify themselves when making a report as this will enable the WPO and the WIO to follow up on the report and to provide feedback to the Eligible Whistleblower on the outcome of any investigations.**

**Investigation of Reports**

All reports will be treated seriously and the subject of a thorough investigation with the objective of locating evidence that either substantiates or refutes the claims/allegations made by the Eligible Whistleblower. However, if the WIO determines that the report does not relate to a Disclosable Matter or Misconduct because it is trivial, frivolous, vexatious, has been made in bad faith, is of insufficient nature to warrant investigation or for any another reason, the report will not be investigated.

Investigations are to be undertaken by the WIO in a timely manner with regard to procedural fairness, which involves objectivity and giving a fair hearing.

Any individual who is the subject of a report will be afforded due process and will be given ample opportunity to respond to any allegations made against him/her. The individual will, where appropriate, be given the opportunity to bring a support person along with him/her to any interviews or meetings held by the WIO in accordance with the procedure set out below.

Following a report of a Disclosable Matter, the following procedure is to be followed:

- The WPO forwards a completed Misconduct Report Form to the WIO.
- The WIO reviews the Misconduct Report Form and determines the appropriate manner of investigation, and then informs the WPO (who will inform the Eligible Whistleblower) of how the investigation will proceed.
- The WIO determines what resources are needed and secures access to those resources, including where necessary the assistance of other employees or external professional help (including lawyers, accountants, forensic analysts or operational experts).
- The WIO plans and conducts the investigation.
- The WIO considers process/control improvements (risk assessments, audits, etc.).
- The WIO prepares a report setting out the findings in relation to the reported Misconduct (**Investigation Report**) and forwards the Investigation Report to the WPO.
- The WPO advises and debriefs the Eligible Whistleblower on the outcome of the investigations.

**Reporting of Investigation Findings**

Upon receipt of the Investigation Report, the WPO will report the findings to the MD/CEO who will determine the appropriate response. This response will include addressing the reported Misconduct and taking remedial action required to prevent any future occurrences of the same Misconduct.

In the event of the MD/CEO or a member of the Board (excluding the Chairman) being the subject of an investigation or allegation, the Chairman of HiveWell will determine the response and corrective measures.

In the event of the Chairman of Hivewell being the subject of an investigation or allegation, another Director (selected by the WPO) will determine the response and corrective measures.

All reported incidents and investigation outcomes will be reported to the Board.

Where issues of discipline arise, the response will be in line with HiveWell’s Disciplinary Policy (CG3.15). Where allegations of Misconduct made against a person cannot be substantiated or where the allegations are dismissed, that person will be advised accordingly (but only if that person was aware of the allegations) and will be entitled to continue in their role as if the allegations had not been made.

**Summary:**

**What and How to Report**

An Eligible Whistleblower is encouraged to report ‘Disclosable Matters’ that the Eligible Whistleblower has reasonable grounds to suspect concerns ‘Misconduct’ in relation to HiveWell or its related bodies corporate). *[Refer definitions on page 1]*

This can be done:

- 1) by direct contact with the WPO in person, by phone (07 3712 8282) or email ([a.zbasnik@hivewell.com](mailto:a.zbasnik@hivewell.com)); or
- 2) by completing a Misconduct Report Form, and either:
  - a) placing this form
    - in a sealed envelope in the WPO’s Circulation Tray (Richlands Mezzanine Level); OR
    - in the locked Feedback Boxes in the Operations lunchrooms at all Sites.
  - b) emailing the form to [a.zbasnik@hivewell.com](mailto:a.zbasnik@hivewell.com)

**DEALINGS WITH WHISTLEBLOWERS**

**Confidentiality**

If requested, the identity of the Whistleblower will be kept strictly confidential by the WPO and WIO, unless:

- The Eligible Whistleblower consents to the disclosure; or
- The disclosure is required by law.

**Protection**

An Eligible Whistleblower who reports Disclosable Matters under this Policy will be entitled to protection from any actual or threatened Detriment.

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An Eligible Whistleblower who believes he or she, or his or her family, has been subjected to, or has been threatened with being subject to, Detriment by reason of their status as an Eligible Whistleblower, should immediately report the matter to the WPO. Where an incident of this nature occurs, HiveWell’s No Bullying Policy (CG3.24) will also apply.

Any Personnel found to have subjected, or threatened to have subjected, an Eligible Whistleblower to Detriment by reason of their status as an Eligible Whistleblower, will face disciplinary measures.

An Eligible Whistleblower who has been involved in the reported Misconduct may be provided with immunity or due consideration from HiveWell-initiated disciplinary proceedings, by agreement with HiveWell; however, HiveWell has no power to provide immunity from criminal prosecution.

**Feedback and Communication**

Where possible, and assuming the identity of the Eligible Whistleblower is known, the Eligible Whistleblower will be kept informed of the outcome of the investigation of his or her report, subject to privacy and confidentiality considerations. All Whistleblowers must maintain confidentiality of all such reports and not disclose details to any person.

On a broader basis, the existence and operation of this Policy should be promoted openly within HiveWell with formal communication occurring at least once a year. It should also be incorporated into induction activities for new employees upon joining.

The Policy will also be made available on HiveWell’s website at the following link: <https://hiveandwellness.com/en-au/corporate-policies>

Any systemic issues or trends identified during investigations of reported Misconduct should be corrected and, if appropriate, also communicated within HiveWell to increase awareness.

**Non-Disclosable Matters**

Where it is established by the WIO that a report is not a Disclosable Matter, including because the Eligible Whistleblower who made the report is not acting in good faith, or has wilfully made a false report of Misconduct (including where the allegation has been made maliciously, vexatiously or without any basis), then:

- if that person is an employee of HiveWell, he or she may be subjected to disciplinary proceedings which may lead to dismissal;
- if that person is not an employee of HiveWell, HiveWell may terminate its contractual relationship with the Whistleblower; and / or
- HiveWell may take civil action against that person for any loss HiveWell may suffer as a result of the report.

Whilst not intending to discourage Eligible Whistleblowers from reporting Disclosable Matters, Eligible Whistleblowers must ensure, as far as possible, that reports of Misconduct made by them are Disclosable Matters. In other words, Eligible Whistleblowers must have reasonable grounds to suspect that the information reported concerns Misconduct in relation to HiveWell or its related bodies corporate.

**Document Retention and Confidentiality**

All information, documents, records and reports relating to the investigation of a reported Misconduct will be confidentially stored and retained in an appropriate and secure manner.

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