

# StockCo Australia and New Zealand

## Whistleblower Policy

For Internal Use only

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Effective Date:	8 August 2019
Approved by:	The Boards of: StockCo AgriCapital Pty Limited ACN 604 825 747 StockCo Holdings Pty Limited ACN 604 825 836 StockCo Holdings 2 Pty Limited ACN 615 971 938
Owner:	Legal Counsel / Compliance Manager
Applicability:	Australia and New Zealand
Latest Version Date:	8 August 2019, version 1

## Application and Scope

StockCo Australia and New Zealand consists of the entities listed at Schedule 1 of this Policy (**StockCo**).

This Whistleblower Policy (**Policy**) details a framework for receiving, investigating and addressing allegations of Reportable Conduct (as defined below) where that Reportable Conduct concerns the activities of StockCo or current and former directors, officers, agents, employees and contractors of StockCo (**StockCo Personnel**).

If this Policy differs from applicable law, StockCo will apply whichever is more stringent.

## Purpose

As a market leader in livestock finance in Australia and New Zealand, StockCo is committed to fostering a culture of ethical behaviour and good corporate governance. StockCo will not tolerate any corrupt, illegal or other undesirable conduct by StockCo Personnel nor will it condone victimisation of an individual who intends to report or has reported such conduct.

A Whistleblower is any (current and former):

- (a) officer of StockCo (i.e., a director or company secretary);
- (b) employee of StockCo;
- (c) contractor of StockCo;
- (d) individual who is an associate of StockCo; or
- (e) any spouse, relative or dependant of the persons referred to in (a) to (d).

The objectives of this Policy are to:

- provide any person (i.e. a Whistleblower) who is making an allegation of Reportable Conduct with a framework within which to make a Protected Disclosure (as defined below);

- ensure that any Protected Disclosures are dealt with appropriately;
- protect Whistleblowers from victimisation and detrimental conduct;
- enable StockCo to deal with a Protected Disclosure in a way that protects the identity of the Whistleblower;
- support Whistleblower's throughout the reporting process; and
- ensure that natural justice and procedural fairness are given to anyone who is the subject to an allegation of Reportable Conduct.

## Who does this Policy apply to?

This Policy applies to:

- StockCo;
- StockCo Personnel;
- individuals who are an 'associate' of StockCo (as defined in Corporations Act);
- a relative of any StockCo Personnel (for example, a spouse, child or dependant); and
- any contractor of StockCo.

## What is a Protected Disclosure?

A **Protected Disclosure** is a report of Reportable Conduct made by a Whistleblower in accordance with this Policy.

To be protected under this Policy, a Whistleblower must:

- be acting honestly with genuine or reasonable grounds to suspect that the information concerns Reportable Conduct in relation to StockCo or StockCo Personnel;
- make the disclosure in accordance with this Policy; and
- not themselves have engaged in Reportable Conduct.

## What is Reportable Conduct?

This Policy supports the disclosure of Reportable Conduct by a Whistleblower in relation to the conduct of StockCo or StockCo Personnel. **Reportable Conduct** includes, but is not limited to:

- dishonest, corrupt or illegal activities;
- theft, fraud, money laundering or misappropriation of moneys;
- a serious breach of StockCo's policies and procedures;
- offering or accepting a bribe;
- use of StockCo funds or StockCo resources in a manner that falls within the scope of Reportable Conduct;
- sabotage, violence, prohibited drug and alcohol possession, sale or use;
- any conduct that may cause serious risks to the health and safety of StockCo Personnel;
- serious unethical conduct;
- bullying, discrimination, harassment or abuse;
- victimising someone for reporting Reportable Conduct;
- recrimination against someone because they participated in an investigation or review;
- any conduct that constitutes an offence against, or a contravention of a provision of the laws outlined in section 1317AA(5)(c) of the Treasury Laws Amendment (Enhancing Whistleblower Protections) Act 2019 (**Whistleblower Act**);
- any conduct that constitutes an offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more;
- any conduct that represents a danger to the public or the financial system; or

- any conduct which attempts to cover up any of the above-mentioned conduct.

This Policy extends to Reportable Conduct that occurs before or after the commencement of this Policy. The conduct is not limited to the above examples.

## What protections are given to Whistleblowers?

If a Whistleblower makes a Protected Disclosure in accordance with this Policy, then that person is entitled to the following protections:

### *Confidentiality*

There is no requirement for the Whistleblower to provide their name when making a disclosure to qualify for protection. This means that the Whistleblower can be anonymous and that their identity must be kept anonymous unless the Whistleblower otherwise consents. StockCo will ensure the anonymity of the Whistleblower where the Whistleblower has not consented to disclosure of their name.

### *Protection from Detriment*

It is illegal for someone to cause or threaten detriment to a Whistleblower if the person suspects or believes that the Whistleblower has made or could make a Protected Disclosure. StockCo will not tolerate or accept any conduct by StockCo Personnel that causes detriment to a Whistleblower. Conduct which constitutes detriment against a Whistleblower include:

- dismissal from employment;
- injury of a Whistleblower in his/her employment;
- alteration of a Whistleblower's position to his/her disadvantage;
- discrimination between a Whistleblower and other employee of StockCo;
- harassment or intimidation;

- harm/injury to a Whistleblower, including psychological harm;
- damage to a Whistleblower's property;
- damage to a Whistleblower's reputation;
- damage to a Whistleblower's business or financial position; or
- other damage to a Whistleblower.

For the avoidance of doubt, detrimental conduct may be directed either to the Whistleblower, or their relatives.

#### *Compensation*

A Whistleblower may be entitled to compensation through the Courts if he or she decides to initiate legal proceedings to claim for loss, damage or injury as a result of making a Protected Disclosure. It is the responsibility of a Whistleblower to initiate any legal proceedings, not StockCo.

Generally, where a Whistleblower brings court proceedings alleging he or she suffered loss, damage or injury, costs generally will not be ordered against the Whistleblower unless a Court finds that the action was vexatious or the Whistleblower did not act reasonably in bringing the action.

#### *Protection against legal action*

The Whistleblower Act gives protection to a Whistleblower against **certain** legal actions as a result of a Whistleblower making a Protected Disclosure. The protections do not give a Whistleblower immunity if he or she was involved in a Reportable Conduct.

#### **How to make a Protected Disclosure**

A Whistleblower can make a Protected Disclosure either internally or externally.

#### *Making a Protected Disclosure Internally*

A Whistleblower can make a Protected Disclosure **internally** by making a report verbally or in writing to:

- their immediate supervisor or manager; or
- to a Whistleblower Protection Officer (**WPO**) (see contact details below).

If for any reason the Whistleblower does not feel they are able to use these internal channels, they may make contact externally with the Independent Whistleblower Service.

At any time, an employee who is not sure about whether to make a Protected Disclosure can discuss the matter in confidence with their immediate supervisor/manager, or a WPO. In the event a Whistleblower does not formally make a Protected Disclosure, StockCo may nevertheless be compelled to act on the information provided (whilst still maintaining the anonymity of the Whistleblower) if that information reasonably suggests Reportable Conduct has occurred or may occur.

If the Whistleblower believes StockCo's internal processes are inappropriate because:

- the alleged Reportable Conduct involves a WPO or an executive officer of StockCo; or
- the Whistleblower considers the matter should not be referred to a WPO, then

the Whistleblower may make that report to Symon Brewis-Weston (independent director) or use the Independent Whistleblower Service.

#### *Making a Protected Disclosure Externally*

If a Whistleblower is not comfortable or able to make a Protected Disclosure internally, they may make a Protected Disclosure by using StockCo's external and independent whistleblowing service provider (**Independent Whistleblower Service**).

All Protected Disclosures received by the Independent Whistleblower Service are reported to StockCo's WPOs in accordance with this Policy. It enables Protected Disclosure to be made anonymously and confidentially. Whistleblowers are not required to identify themselves and will not be named in any report

to StockCo unless they have consented to their identity being disclosed.

A Protected Disclosure can be made to the Independent Whistleblower Service as follows:

- On their website – [www.yourcall.com.au/report](http://www.yourcall.com.au/report); or
- By telephone: 1800 940 379 (AU) or 0800 123 508 (NZ) (available between 9:00am and 12:00am on Australian business days (AEST))

StockCo's unique identifier for online reports is "StockCo"

If a Protected Disclosure to the Independent Whistleblower Service relates to a WPO, the Independent Whistleblower Service will exclude the relevant WPO from all communications when reporting that information to StockCo for investigation. The WPOs who are not named in the Protected Disclosure will then determine how the matter should be investigated.

### **Whistleblower Protection Officers**

Each WPO is appointed by the Board of StockCo to:

- safeguard the interests of a Whistleblower;
- assess the immediate welfare and protection needs of a Whistleblower and, where the Whistleblower is an employee, seek to foster a supportive work environment;
- respond as appropriate and necessary to any concerns or reports of victimisation made by a Whistleblower; and
- facilitate the investigation of Protected Disclosures.

StockCo's WPOs are:

- Legal Counsel, Tristan Sage; and
- Chief Financial Officer, Jeremy Cranswick.

The WPOs may be contacted:

- By email at [tristan@stockco.com.au](mailto:tristan@stockco.com.au) or [jeremy@stockco.com.au](mailto:jeremy@stockco.com.au).
- in person
- By post to the attention of "The Whistleblower Protection Officers" at Level 1, 12 Creek Street, Brisbane QLD

### **Consequences of making a false report**

Anyone who knowingly makes a false report of Reportable Conduct, or who otherwise fails to act honestly with reasonable belief in respect of the report may be subject to disciplinary action, including dismissal. The disciplinary action will depend on the severity, nature and circumstances of the false report.

### **Confidentiality and Privacy**

StockCo will make all reasonable efforts to ensure the identity of a Whistleblower remains confidential from the time a Whistleblower makes a Protected Disclosure to the conclusion of an investigation relating to it. StockCo will not disclose a Whistleblower's identity unless:

- the Whistleblower consents to it;
- disclosure is compelled by law; or
- disclosure is necessary to prevent a serious threat to any person's health and safety.

Any supervisor or manager who receives a Protected Disclosure must not disclose it to anyone other than a WPO or Symon Brewis-Weston (independent director). Unauthorised disclosure of the Whistleblower's identity or information from which the identity of the Whistleblower could be inferred may be regarded as a disciplinary matter and will be dealt with in accordance with StockCo's disciplinary procedures.

Where a Protected Disclosure is made anonymously through the Independent Whistleblower Service, StockCo will use reasonable efforts to ensure the process of investigating the report does not lead to the Whistleblower being identified.

A Whistleblower must always keep all information relating to an allegation confidential, both during any investigation process and following any resolution of an investigation.

### **Investigation following a Protected Disclosure**

A Protected Disclosure may only be investigated and acted upon following referral to a WPO. Any other person (such as a supervisor or manager) who receives a Protected Disclosure must immediately refer it to a WPO, take no further action and keep the contents of a Protected Disclosure including the identity of the Whistleblower confidential.

Once received, all allegations of Reportable Conduct pursuant to this Policy must be referred to a WPO and include, at a minimum, the following details:

- the date and the person to whom the Whistleblower made the report;
- the date and substance of the Reportable Conduct;
- the identity and position of the alleged wrongdoer; and
- the level of risk associated with the alleged wrongdoing.

All Protected Disclosures will be reported to the Board, either as part of the Whistleblower Register, or as standalone agenda items in circumstances where the WPOs determine this is warranted or necessary.

The WPOs (or Symon Brewis-Weston (independent director)) will determine whether sufficient information exists to allow a Protected Disclosure to be investigated, whether an investigation is required, and, if so, determine the

appropriate investigation process, including (but not limited to):

- the nature and scope of the investigation;
- who will conduct the investigation and whether that person should be external to StockCo;
- the nature of any technical, financial or legal advice that may be required; and
- a timeframe for the investigation (having regard to the allocated level of risk).

StockCo may be required to refer an allegation of Reportable Conduct to the Police or other agency (such as the Australian Securities and Investments Commission (**ASIC**) or the Australian Prudential Regulation Authority (**APRA**)). In such circumstances, StockCo may not be able to keep a Whistleblower informed on the progress of an investigation into a Protected Disclosure.

### *Investigation findings*

StockCo will apply principles of procedural fairness and natural justice to the conduct of any investigation and findings arising under this Policy. The person leading any investigation will:

- report their findings to the relevant WPO or directly to Symon Brewis-Weston (independent director) (if the WPO has not been able to be involved in the investigation due to a conflict or being named in a Protected Disclosure or for any other reason as contemplated by this Policy); and
- advise (in writing) the recommended course of action (if any) that StockCo should take in response to the findings. Such action may include a disciplinary process or another form of escalation of the report within or outside of the StockCo Group.

A WPO and Symon Brewis-Weston (independent director) will determine the action (if any) to be taken. If appropriate, and subject to any applicable confidentiality, privacy or legal constraints, the WPO may notify the

Whistleblower of the course of action taken relating to their Protected Disclosure.

#### *Fair treatment of employees*

If a Protected Disclosure contains adverse information about any of StockCo's employees, StockCo will give the affected employee the opportunity to comment and provide a response to that information. StockCo will observe the principles of procedural fairness and natural justice in relation to the affected employee(s).

#### *Record keeping and accountability*

StockCo will establish and maintain a record of all Protected Disclosures, the investigation process undertaken and any actions taken to resolve the matter (**Whistleblower Register**).

StockCo's Compliance Manager is the officer responsible for:

- establishing and maintaining the Whistleblower Register;
- generating and distributing the Whistleblower Register details to the WPOs;
- communicating this Policy to StockCo's business units; and
- otherwise ensuring maintenance and adherence to this Policy.

The WPOs will:

- coordinate and support the impartial investigation of Protected Disclosures;
- submit a quarterly summary report to the StockCo Board, which provides statistics of:
  - the number of Protected Disclosures received, per quarter;
  - for each Protected Disclosures, the type of misconduct alleged, the position of the alleged wrongdoer and the level of perceived risk;
  - for each Protected Disclosures, the time taken to investigate it;
  - the conclusion of each investigation (upholding or dismissing the report)

and the nature of the action taken (such as disciplinary action).

The StockCo Board will periodically review the Whistleblower Register to ensure that proper processes are being followed.

#### **Policy review**

The Legal Counsel and the StockCo Board will monitor and annually review the effectiveness of this Policy.

The Policy can only be amended with the approval of the Boards of StockCo.

#### **Availability of Policy**

An officer or employee of StockCo is permitted to request a copy of this Policy (free of charge) by contacting the StockCo Legal Counsel at [tristan@stockco.com.au](mailto:tristan@stockco.com.au).

A copy of this Policy is available (free of charge) on our website at [www.stockco.com.au](http://www.stockco.com.au).

## **Schedule 1**

### **Companies to which this Policy applies:**

- StockCo AgriCapital Pty Ltd ACN 604 825 747
- StockCo Holdings Pty Limited ACN 604 825 836
- StockCo Holdings 2 Pty Ltd ACN 615 971 938
- StockCo Limited NZBN 8429 038 665 868

Note that references to the “Board” in this Policy refers to the Board of StockCo Holdings 2 Pty Limited.



## Schedule 2

History table of alterations made to this Policy.

<b>Version</b>	<b>Effective Date</b>	<b>Person responsible</b>	<b>Changes made</b>
1	8 August 2019	Legal Counsel	Policy Drafted