

**ST GROUP FOOD INDUSTRIES HOLDINGS LIMITED**  
(Company Registration No. 201801590R)  
(Incorporated in Singapore)

## **Whistleblower Policy**

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### **1. Background and purpose**

- 1.1 This whistleblower policy (**Policy**) has been prepared by ST Group Food Industries Holdings Limited<sup>1</sup> (**ST Group**) in accordance with the requirements of Pt 9.4AAA of the *Corporations Act 2001* (Cth).
- 1.2 The main objective of this Policy is to emphasise ST Group's commitment to creating a culture based on principles of integrity, openness and accountability.
- 1.3 ST Group has developed this Policy to assist ST employees, suppliers, contractors (and other persons to whom this Policy applies) to identify 'Reportable Conduct' and to feel safe to speak up if they suspect or observe matters that concern them.
- 1.4 This Policy sets out how ST Group manages 'reportable conduct' and how it supports those who report it, including:
- 1.4.1 who can make a report;
  - 1.4.2 what constitutes Reportable Conduct;
  - 1.4.3 avenues for reporting Reportable Conduct;
  - 1.4.4 the investigation process;
  - 1.4.5 protections available to whistleblowers;
  - 1.4.6 disciplinary action for conduct in breach of this Policy.

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### **2. The Audit Committee**

- 2.1 The Audit Committee has responsibility for overseeing the implementation and administration of this Policy, including ensuring compliance with the Policy by all employees and associates of ST Group Food Industries Holdings Limited. The Audit Committee has the option to delegate the day to day administration of this Policy to an Appointed Representative (**AR**) in its absolute discretion.
- 2.2 The nominated AR for the purposes of the Policy is Richard Godwin.
- 2.3 The Audit Committee is integral to administering this Policy. It is responsible for establishing procedures for:
- 2.3.1 the receipt, retention and treatment of complaints received relating to the above matters; and
  - 2.3.2 the confidentiality, anonymous submission by employees on concerns regarding questionable accounting or auditing matters to the Audit Committee.

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### **3. Application of this Policy**

3.1 This Policy applies to:

- 3.1.1 current (or former) employees or officers of ST Group, including permanent, fixed term and casual employees;
- 3.1.2 a family member of any person listed at 3.1.1;
- 3.1.3 a current (or former) independent contractor or consultant engaged by ST Group;
- 3.1.4 current or former suppliers of goods and services to ST Group.

3.2 Except where the context indicates otherwise, the use of the word 'person' within this Policy refers to all people identified in clause 3.1, and the word 'discloser' refers to any person who has made a disclosure of Reportable Conduct under this Policy.

3.3 This Policy applies regardless of whether a person is at work or engaged in any work-related activity. It is not restricted in its operation to work hours or the usual place of work. It applies at conferences, work functions, work related social events, and business trips.

3.4 This Policy is designed to comply with ST Group's legal obligations. If anything in this policy is inconsistent with any law imposed on ST Group, to the extent that the legal obligation provides a 'higher standard', it will prevail over this Policy .

3.5 This Policy does not form part of any contract of employment or any industrial instrument.

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### **4. Conduct that should be reported**

#### **4.1 What is 'Reportable Conduct'**

4.2 This Policy provides for processes and protections provided by ST Group regarding the disclosure of 'Reportable Conduct'.

4.3 Reportable Conduct is conduct which a person has reasonable grounds to suspect is misconduct, or an improper state of affairs or circumstances, relating to ST Group or one of its related bodies corporate. This includes where there are reasonable grounds to suspect engagement in conduct that is unlawful or represents a danger to the public or financial system.

4.4 For a person to qualify for protections under the *Corporations Act 2001* (Cth), the disclosure must concern Reportable Conduct.

4.5 Examples of what might constitute Reportable Conduct may include misconduct or serious wrongdoing that is reasonably believed to:

- 4.5.1 be dishonest, illegal, fraudulent, corrupt or unsafe;
- 4.5.2 be unethical or unprofessional behaviour, including conduct that does not meet ST Group's commitment food safety standards and the delivery of best practice services in the food and beverage industry;
- 4.5.3 breach any of the provisions in ST Group's Code of Conduct (as set out in ST Group's HR Policy and Procedure manual which is provided to all employees upon signing their employment contract), procedures or the law (including anything the discloser reasonably thinks may be illegal);

- 4.5.4 involve irregular use of company funds or practices (including internal fraud, theft, tax evasion, misleading accounting or financial reporting practices);
  - 4.5.5 involve misuse of ST Group's business information or breaches of privacy or confidentiality;
  - 4.5.6 be damaging to ST Group's business or reputation;
  - 4.5.7 involve conflicts of interest, including those related to outside business interests, relationships, improper payments and donations;
  - 4.5.8 endanger the health and safety of any employee or member of the public;
  - 4.5.9 pose a significant risk to the stability of the financial system; and
  - 4.5.10 involve potential breaches of human rights standards.
- 4.6 When making a disclosure under this Policy, a discloser will be expected to have reasonable grounds to suspect that the information they are reporting is true.
- 4.7 A discloser will not be penalised if the information they provide ultimately turns out to be inaccurate. However, if a person makes a report that they know to be untrue or misleading, this may be a breach of ST Group's Code of Conduct (as set out in ST Group's HR Policy and Procedure manual as provided to each employee at the outset of their employment), and may result in disciplinary action.
- 4.8 What is not Reportable Conduct: "Personal work-related grievances"**
- 4.9 While ST Group encourages everyone to raise any concerns to ST Group, not everyone or all types of concerns are intended to be covered by this Policy. Some concerns should be raised under the HR Policy and Procedure - 'Grievance' as outlined below.
- 4.10 This Policy applies to disclosures about actual or suspected Reportable Conduct or conduct which breaches laws prohibiting the victimisation of whistleblowers.
- 4.11 This Policy does not apply to disclosures which are solely about a personal work-related grievance, where the implications of the grievance are all related to the discloser personally.
- 4.12 Examples of grievances that may be personal, work-related grievances include:
- 4.12.1 an interpersonal conflict between the discloser and a ST Group employee;
  - 4.12.2 allegations of bullying, discrimination, harassment or other conduct in breach of ST Group's HR Policy and Procedure – Equal employment opportunity, and Anti-bullying Policy;
  - 4.12.3 decisions that do not involve a breach of workplace laws:
    - (a) about the engagement, transfer or promotion of the discloser; or
    - (b) about the terms and conditions of engagement of the discloser; or
    - (c) to suspend or terminate the engagement of the discloser, or otherwise to discipline the discloser.
- 4.13 ST Group has dedicated process for reporting personal work related grievances, which can be found in the HR Policy and Procedure under 'Grievance'.

- 4.14 If a person is uncertain about which policy applies to a report that they wish to make they may contact the Appointed Representative Richard Godwin whose contact details are included below at clause 5.3.
- 4.15 A disclosure relating to a personal work-related grievance will not qualify for the protections under the *Corporations Act 2001* (Cth).
- 4.16 Any person may wish to seek independent legal advice regarding whether a disclosure constitutes Reportable Conduct before making any report under this Policy.

## 5. Disclosure process

### 5.1 How to make a report

#### 5.2 Reporting to the Appointed Representative/Whistleblower Protection Officer

- 5.3 In the first instance, ST Group encourages people to report any conduct that is suspected to be Reportable Conduct to ST Group's AR Richard Godwin (**Whistleblower Protection Officer or WPO**). The WPO may be contacted using the following details:

Position	Name	Phone	Email
<b>Appointed Representative / WPO</b>	Richard Godwin	+61410 160 816	rpgodwin@yahoo.com.au
A person may also post a report marked ' <b>Strictly Private &amp; Confidential – to be opened by the addressee only</b> ' to <b>Mr Richard Godwin</b> , Appointed Representative, ST Group 120 Turner Street, Port Melbourne 3207 VIC			

- 5.4 The WPO is an individual within ST Group who has specific responsibilities including protecting those who make a report under this Policy. The WPO will not undertake any investigation into a disclosure, but will oversee the welfare and wellbeing of any person who has made a disclosure under the Policy.
- 5.5 A report may also be made to:
- 5.5.1 Ronald Teoh Financial Controller at finance@stgroup.net.au or +61 420 228 868
  - 5.5.2 the Chief Executive Officer of ST Group;
  - 5.5.3 an officer, senior manager, auditor or actuary of ST Group;
  - 5.5.4 the Australian Securities and Investments Commission (**ASIC**) or the Australian Prudential Regulation Authority (**APRA**), or (for tax-related disclosures) the Tax Commissioner; or
  - 5.5.5 any other person nominated by the *Corporations Act 2001* (Cth) for this purpose.

### 5.6 How to make an anonymous report

- 5.7 A person is entitled by law to make an anonymous report. At no stage will a person making a report under this Policy be directed or compelled by ST Group to disclose their identity.
- 5.8 Anonymous reports may be made using a range of methods, including contacting the WPO with a pseudonym, including via an unidentifiable email address (ST Group acknowledges

that in some circumstances it may be possible to track emails using IP addresses, however ST Group will not seek to identify a discloser, by this method or otherwise).

5.9 A person may choose to make a *partially* anonymous report, which means that the discloser consents to their identity only being disclosed to a limited number of people (such as the WPO and the person investigating the report).

5.10 Where possible, ST Group encourages any person reporting a matter under this Policy to identify themselves in order to enable ST Group to investigate the matter fully. Knowing the discloser's identity may help ST Group to improve the effectiveness of any investigation by, for example, seeking further information.

#### 5.11 **Confidentiality of the report**

##### 5.12 *General Principle*

5.13 ST Group acknowledges that a person may have concerns regarding making a disclosure under this Policy and confirms that it is committed to its obligations of confidentiality at law. All information provided in a person's disclosure of Reportable Conduct, including their identity (where this has been disclosed) will remain confidential to the full extent required by law.

##### 5.14 *Exceptions*

5.15 For legal and regulatory reasons, ST Group may need to disclose the discloser's identity to the following entities, without the discloser's consent:

5.15.1 ASIC, APRA or a member of the Australian Federal Police;

5.15.2 a legal practitioner, for the purposes of obtaining legal advice or legal representation about the whistleblower provisions in the *Corporations Act 2001* (Cth);

5.15.3 to a person or body prescribed by the relevant regulations.

5.16 ST Group may disclose information contained in a disclosure without the discloser's consent if:

5.16.1 the information does not include the discloser's identity;

5.16.2 ST Group has taken all reasonable steps to reduce the risk that the discloser will be identified from the information; and

5.16.3 it is reasonably necessary for investigating the issues raised in the disclosure.

##### 5.17 *Consent*

5.18 If the discloser consents to ST Group disclosing their identity, this consent must be communicated to ST Group in writing.

5.19 In circumstances where a discloser consents to their identity being disclosed, ST Group will only do so to the extent that this is reasonably required

#### 5.20 **'Emergency' or 'public interest' disclosures**

5.21 Nothing in this Policy is intended to restrict anyone from disclosing reportable conduct to another person or body, including by making a 'public interest disclosure' or an 'emergency

disclosure' in accordance with the definitions and processes set out in the *Corporations Act 2001* (Cth).

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## **6. Investigation process**

6.1 It is important for ST Group to be transparent and outline the investigation process that is followed once a report is submitted under this Policy.

6.2 Where a disclosure of Reportable Conduct is made directly to ST Group, ST Group will follow the investigation process set out in this clause 6.

### **6.3 Initial report and preliminary assessment**

6.4 Upon making a report, the discloser will be notified within a reasonable period of time that their report has been received. ST Group will:

6.4.1 conduct a preliminary assessment of the report;

6.4.2 consider any conflicts of interest prior to investigating; and

6.4.3 determine whether and how to investigate.

### **6.5 Investigation**

6.6 The ST Group will appoint a person to investigate the report (**Investigator**). The investigator may be an internal or external person. Any investigation will be conducted in a fair, impartial and independent manner.

6.7 The WPO will not be involved in the investigation. The role of the WPO will be to oversee the welfare and wellbeing of the discloser during the course of the investigation.

6.8 The Investigator will be briefed on matters including details of the report made and the confidentiality requirements under the *Corporations Act 2001* (Cth).

6.9 The discloser may be asked to provide additional information to assist any assessment or investigation of the report. A discloser should not attempt to investigate any Reportable Conduct themselves.

6.10 If upon initial assessment of the complaint it appears that the complaints could materially affect the financial statements of the Group or the integrity of the Group's system of internal control, the Investigator should report the complaints to the chairman of the Audit Committee immediately.

### **6.11 Confidentiality**

6.12 Any information that could potentially identify a person making a disclosure under this Policy will be held in the strictest confidence and will not be shared, unless ST Group is required by law.

6.13 It is important to note that as part of any investigation, information that might lead to the discloser's identification may be disclosed to relevant senior managers where it is reasonably necessary for assessing or investigating the report. All reasonable steps will be taken to reduce the risk of identification during the course of investigating a report.

6.14 Records of any report and investigation will be stored securely by ST Group and appropriate confidentiality measures will be taken to restrict access to such documentation.

6.15 **Assessment and response**

6.16 The objective of any investigation will be to obtain evidence relating to the report and determine whether the evidence substantiates or refutes the claims made and if so, to take appropriate steps to address the conduct. ST Group will determine what steps should be taken (if any) to address any verified misconduct or improper state of affairs or circumstances.

6.17 If a report has been made anonymously, the discloser should check back in on the report from time to time as ST Group may need to contact the discloser in order to progress an investigation or to provide an update. For example, if a report is made using an anonymous email address, the discloser should periodically login to this email address to check if any correspondence has been received.

6.18 Where possible, ST Group will update the discloser on the progress and outcome of any investigation.

**6.19 Documentation**

6.20 Any Investigator appointed under this Policy will take steps to comply with confidentiality obligations in the Corporations Act, including in respect of documents generated in relation to any investigation.

6.21 While each report will be managed on a case by case basis, an Investigator will implement appropriate protocols to ensure compliance with confidentiality obligations. These processes will include marking an investigation file as “Strictly Private and Confidential” and implementing appropriate document control processes to restrict access to any relevant documentation.

6.22 In addition, an Investigator may take the following steps when investigating a disclosure:

6.22.1 recording all appropriate details of the original disclosure;

6.22.2 redacting information where appropriate;

6.22.3 preparing a detailed summary of the investigation;

6.22.4 preparing a confidential report in relation to the disclosure;

6.22.5 recording all communications with the discloser;

6.22.6 preparing a summary of the outcome of the disclosure and any next steps.

6.23 ST Group will maintain documentation in accordance with the ST Group’s record retention policy. Generally speaking such documentation will not be available for inspection by any person, save for in the limited circumstances provided for in the Corporations Act.

**6.24 Review of outcome**

6.25 If the discloser is not satisfied that the report has been investigated and acted upon appropriately, the discloser may make a written request for the outcome to be reviewed. This request may be made to:

6.25.1 the Brand Operation Managers; or

6.25.2 if, due to the nature of the report, it is inappropriate for the request to be made to a Brand Operation Manager, the Chief Executive Officer; or

- 6.25.3 if, due to the nature of the report, it is inappropriate for the request to be made to the Chief Executive Officer, the Chair of the Board of Directors; or
  - 6.25.4 if, due to the nature of the report, it is inappropriate for the request to be made to the Chief Executive Officer or the Chair of the Board of Directors, then to any person or entity listed above at clause 5.5.
- 6.26 When considering any request for review made under clause 6.25, ST Group is under no obligation to re-open or re-investigate the matter.
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## **7. Protection and support from victimisation or detriment following making a report**

### **7.1 Protection**

7.2 ST Group is committed to protecting and supporting whistleblowers who report Reportable Conduct in accordance with this Policy. When a person makes a report, the following protections are in place to protect them.

7.3 ST Group will take all reasonable precautions to ensure that any person who makes a report under this Policy are not subject to detriment, including:

7.3.1 termination of employment;

7.3.2 injury of an employee in his or her employment including demotion, suspension, discrimination, reduction in remuneration or alteration of an employee's position or duties to his or her disadvantage;

7.3.3 harm or injury, including psychological harm;

7.3.4 unlawful discrimination, harassment, bullying or intimidation;

7.3.5 damage to property, reputation, or to a person's business or financial position; and

7.3.6 any other conduct that constitutes retaliation.

7.4 Additionally, an employee will not be subject to disciplinary action, nor will their position and duty within ST Group be altered to their detriment or disadvantage as a result of reporting the Reportable Conduct, including where an investigation into the Reportable Conduct does not find any evidence to support the conduct reported.

7.5 If a discloser feels that they may be, are being, or have been subjected to detrimental conduct, this should be reported *immediately* as this will assist ST Group to better protect the discloser to the extent possible. This includes where the discloser:

7.5.1 is disadvantaged or suffered detriment *after making a report*;

7.5.2 is disadvantaged or has suffered detriment for *participating in or assisting with an investigation* (as a witness or otherwise);

7.5.3 has any *concerns for their safety* as a result of having made a report or in considering making a report.

7.6 Any report of detrimental conduct made under clause 7.5 may be made to:

7.6.1 in the first instance, the Brand Operation Managers; or

- 7.6.2 if, due to the nature of the report, it is inappropriate for it to be made to a Brand Operation Manager, the Chief Executive Officer; or
  - 7.6.3 if, due to the nature of the report, it is inappropriate for it to be made to the Chief Executive Officer, the Chair of the Board of Directors; or
  - 7.6.4 if, due to the nature of the report, it is inappropriate for it to be made to the Chief Executive Officer or the Chair of the Board of Directors, then to any person or entity listed above at clause 5.5.
- 7.7 Any person engaging in detrimental conduct in breach of this Policy may be subject to serious consequences, including:
- 7.7.1 disciplinary action up to and including termination of employment;
  - 7.7.2 termination of engagements or contracts, as applicable;
  - 7.7.3 legal consequences in the form of civil and criminal penalties, which may be up to \$10 million and/or 2 years in prison.
- 7.8 Other protections which may be available to disclosers reporting under this Policy include:
- 7.8.1 an order from a court that compensation be paid personally to the person by way of compensation for any loss, damage or injury suffered by them as a result of the detrimental conduct;
  - 7.8.2 an injunction to prevent, stop or remedy the effects of detrimental conduct;
  - 7.8.3 reinstatement to any position;
  - 7.8.4 an apology to be provided by the individual engaging in the detrimental treatment.
- 7.9 All reports of detrimental treatment will be treated confidentially.
- 7.10 Further information about the rights and protections available to whistleblowers is available from the [‘whistleblowing’ section of the ASIC website](#), or more specifically, [Information Sheet 238 – Whistleblower rights and protections](#).
- 7.11 ST Group Support**
- 7.12 Current or former employees who feel that they would benefit from access to a confidential counselling service are encouraged to discuss this with their respective manager.
- 7.13 To the extent it is reasonable and practical to do so, ST Group will monitor and manage the behaviour of any people who are involved in the report of Reportable Conduct.
- 7.14 ST Group will take all reasonable precautions to ensure that a person who reports under this Policy is not harmed, injured, intimidated, harassed, bullied or victimised by any of ST Group’s employees, officers, contractors, suppliers, consultants and directors.
- 7.15 ST Group will consider any reasonable requests for additional protections that an employee may make or ST Group considers necessary for their protection (for example, transfer of duties or leave of absence during any investigation).
- 7.16 In circumstances where a person has made a report under this Policy, ST Group may at all times raise and address any matters that arise in the ordinary course of the discloser’s employment or contractual relationship with ST Group (such as serious performance or misconduct concerns). ST Group may, at its discretion, grant an employee immunity from

internal disciplinary proceedings relating to matters that come to light as a result of an employee's disclosure.

- 7.17 ST Group will endeavour to support any person who makes a report under this Policy, however it may not be able to provide the same extent of practical support to non-employees as it does to employees. ST Group will apply the processes set out in the Policy for both employees and non-employees to the greatest extent possible in the circumstances.

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## **8. Breach of Policy**

- 8.1 A breach of this Policy, including engaging in detrimental conduct as outlined above, may have serious consequences up to and including termination of employment (for an employee), or termination of engagement of engagements or contracts by ST Group (for a contractor, consultant or supplier), as applicable.
- 8.2 In addition, any person engaging in victimisation or detrimental conduct in breach of this Policy may also be subject to legal consequences in the form of civil and criminal penalties, which may be up to \$10 million and/or 2 years prison.

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## **9. Availability of Policy**

- 9.1 This Policy is available from company's website at [stgroup.net.au](http://stgroup.net.au) under investor page and available for employee through the company server internally.
- 9.2 Any questions about this Policy should be directed to the WPO, whose contact details are set out at clause 5.3.

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## **10. Review of Policy**

- 10.1 From time to time, this Policy will be reviewed by the Audit Committee to ensure that it continues to reflect ST Group's values and best practice, as well as applicable legislation and regulations.
- 10.2 Any changes to this Policy will be communicated to all employees and any relevant stakeholders.