

### **Purpose**

GrainCorp Limited ("**GrainCorp**") is committed to the protection of individuals who report in good faith instances or allegations of illegal or unacceptable behaviour occurring within GrainCorp. This Whistleblower Policy and Procedure ("**Policy & Procedure**") describes how that commitment is implemented. This Policy & Procedure is an integral part of GrainCorp's compliance program and in particular supports the operation and enforcement of its Code of Conduct. Its aim is to encourage the reporting of matters that may cause financial or non-financial loss to GrainCorp or damage its reputation. This Policy & Procedure is intended to satisfy whistleblower needs in all countries in which GrainCorp operates, and is based on AS 8004:2003: Whistleblower Protection Programs for Entities, issued by Standards Australia.

GrainCorp recognises that the existence of an effective Whistleblower Policy & Procedure is a strong indicator that GrainCorp is committed to maintaining a high standard of legal and ethical business behaviour at all times. GrainCorp also believes that such a Policy & Procedure is important in enabling stakeholders to feel that their concerns are being properly considered by GrainCorp and that employees are not being penalised or suffer adverse action for fulfilling their obligation to ensure that GrainCorp's conduct remains legal, upholds its values and ethics and meets its policies on compliance.

This Policy & Procedure covers the processes for dealing with reports made by GrainCorp's employees and officers of suspected improper conduct within GrainCorp and its related bodies corporate ("**GrainCorp Group**") in a confidential and secure manner at all times. It also addresses the protection of individuals making those reports.

### **Scope**

GrainCorp is committed to making this Policy & Procedure available for activities of concern held by the following:

- all employees and Directors of the GrainCorp Group, whether full-time, part-time or casual, at any level of seniority and wherever employed;
- employees or principals of organisations which have a commercial relationships with GrainCorp as customers, suppliers, advisers, agents or otherwise;
- consumers or resellers of GrainCorp's products or services; or
- members of the communities in which we operate.

Employees are reminded that the terms of their employment includes an obligation to ensure that they behave ethically and act in accordance with the law and GrainCorp policies and procedures including the Code of Conduct at all times.

### **Definitions**

#### **Whistleblowing**

For the purpose of this Policy & Procedure, Whistleblowing is defined as:

*"...the deliberate, voluntary disclosure of individual or organisational malpractice by a person who has or had privileged access to data, events or information about an actual, suspected or anticipated wrongdoing within or by an organisation that is within its ability to control."*



**Whistleblower (or “Discloser”)**

For the purpose of this Policy & Procedure, a Whistleblower or Discloser is defined as:

*“...any person whether an employee, director, related officer or contractor or any member of the GrainCorp Group of companies, who whether anonymously or not makes or attempts to make a disclosure of Improper Conduct...”*

**Improper Conduct**

For the purpose of this Policy & Procedure, Improper Conduct is defined as:

- corrupt, fraudulent or other illegal conduct or activity;
- conduct that is contrary to, or a breach of, GrainCorp’s Codes and Policies;
- a substantial mismanagement of GrainCorp resources;
- conduct involving substantial risk to public health or safety; or
- conduct involving substantial risk to the environment;

that would, if proven, constitute by GrainCorp or its employee/s:

- a criminal offence;
- reasonable grounds for dismissing or dispensing with, or otherwise terminating, the services of a GrainCorp employee/s who was, or is, engaged in that conduct; or
- reasonable grounds for disciplinary action.

Disclosures of Improper Conduct or Adverse Action by any person should be made to the Disclosure Coordinator (“**Disclosure Coordinators**”) in the first instance:

<p><b>Disclosure Coordinator</b>  Group Company Secretary  Level 28  175 Liverpool Street  SYDNEY NSW 2000  Telephone: +61 2 9325 9108  Mobile: +61 4 1942 7665  Email: <a href="mailto:companysecretary@graincorp.com.au">companysecretary@graincorp.com.au</a></p>	<p><b>Disclosure Coordinator</b>  Group General Counsel  Level 28  175 Liverpool Street  SYDNEY NSW 2000  Telephone: +61 2 9325 9103  Mobile: +61 409 316 477  Email: <a href="mailto:bivanoff@graincorp.com.au">bivanoff@graincorp.com.au</a></p>
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The Disclosure Coordinators’ role is to receive any disclosures of Improper Conduct and to coordinate any subsequent investigations into such disclosures.

The role of the Disclosure Officers is to protect employees (and others) who have made, in good faith, a disclosure of Improper Conduct and to ensure such persons are not the victim of any Adverse Action.

All correspondence, phone calls and emails from internal or external Disclosers will be referred to the Disclosure Coordinators in the first instance.

**FairCall**

If an employee is not willing to make a Protected Disclosure to GrainCorp’s Disclosure Coordinator, or to a Disclosure Officer, the employee is encouraged to make a disclosure to the “FairCall” hotline, which is operated externally, securely and confidentially by KPMG. A disclosure to FairCall may be provided on an anonymous basis, or on the basis that the Discloser’s identity is disclosed to KPMG only and kept confidential from GrainCorp, but it would assist in any subsequent investigation of the Disclosure if the identity of the individual is disclosed at the time of making the Disclosure. All Disclosures to FairCall will be notified to GrainCorp but otherwise will be maintained confidentially and securely by an appropriately qualified employee of KPMG at all times.

FairCall may be contacted on:

Toll Free Number:	<ul style="list-style-type: none"> <li>• Australia 1800 500 965</li> <li>• New Zealand 0800 100 526</li> <li>• USA 1866 8849 435</li> <li>• Canada 1800 888 800</li> <li>• United Kingdom 0800 729 5088</li> <li>• Singapore 8000 112 112</li> <li>• Germany 0800 180 2444</li> </ul>
Email:	<p>faircall@kpmg.com.au (all jurisdictions other than Germany or China)</p> <p><a href="mailto:ethicsline@kpmg.co.za">ethicsline@kpmg.co.za</a> (for German disclosures)</p> <p><a href="mailto:report@ethics-hotline.com">report@ethics-hotline.com</a> (for Chinese disclosures)</p>
Online:	<p><a href="http://faircall.kpmg.com.au">http://faircall.kpmg.com.au</a> (all jurisdictions other than Germany or China)</p> <p><a href="http://www.thornhill.co.za/kpmgethicslinereport">http://www.thornhill.co.za/kpmgethicslinereport</a> (for German disclosures)</p>
Mail:	<p>The <i>FairCall</i> Manager  KPMG Forensic  PO Box H67  Australia Square  Sydney NSW 1213  AUSTRALIA</p>

All contacts are secure with restricted access by either KPMG or GrainCorp employees and all contacts will be treated in a confidential manner at all times.

**Adverse Action**

For the purpose of this Policy & Procedure, Adverse Action means any actual, or threatened, dismissal, demotion, harassment, discrimination or victimisation of, or any other action or conduct that causes detriment or threatens to cause detriment to, a GrainCorp employee as a result of that GrainCorp employee making a Protected Disclosure.

**Protected Disclosure (“Disclosure”)**

For the purpose of this Policy & Procedure, a Protected Disclosure is defined as:

"...any good faith communication based on reasonable grounds that discloses or demonstrates an intention to disclose information that may evidence an improper conduct."

***GrainCorp Directors and Employees***

GrainCorp employees are encouraged, and have the responsibility, to report any known or suspected instances of Improper Conduct by making a Protected Disclosure in accordance with this Policy & Procedure.

A GrainCorp employee, should in the normal course, first report such matters to his or her manager. However, if he or she has a concern with this course of action, (for example he or she reasonably believes that the manager is involved in the Improper Conduct), the report should be made to either of the Disclosure Coordinators or alternatively to FairCall. GrainCorp Directors should, in the normal course, report such matters to the Chairman, or if concerned with this course of action, the report should be made to the Chair of the Safety Health



Environment & Governance Committee.

The exception to this process is a complaint regarding any Director including the Managing Director, and the Disclosure Coordinators regarding persons who have a close association with any of those individuals. Complaints regarding any Director or an associate should be made to the Chairman of the Board Safety Health Environment & Governance Committee who will determine the most appropriate course of action to investigate the complaint, which may include the appointment of external resources. Complaints regarding the Disclosure Coordinators or any associate of such individuals should be made to the Managing Director & CEO who will similarly determine the appropriate course of action to take. The FairCall service may also be used for complaints concerning any of the above individuals in the usual manner as an alternative course of action.

If a Disclosure Coordinator judges the Protected Disclosure to be of significance, the Disclosure Coordinator will convene a committee to investigate that Disclosure. The committee will comprise the Disclosure Coordinator and selected officers from GrainCorp's Senior Management, and / or an external investigator, as deemed appropriate by the Disclosure Coordinator. . If the Protected Disclosure is an allegation made against a person who may be directly associated with the committee, that person shall not be involved in the committee or the investigation. The committee's investigations shall be kept confidential but conducted in accordance with the laws of procedural fairness.

### **Confidentiality**

All Disclosures will be treated as confidential. GrainCorp will not disclose:

- a) Any information provided by a Discloser; or
- b) The Discloser's identity, or any information that could lead to a Discloser's identity being revealed,

without the consent of the Discloser (unless GrainCorp is obliged or permitted to disclose that information by law or where there is a real risk of damage, injury, loss or a safety concern arises in connection with the health or wellbeing of any person).

### **Managing the Welfare of the Discloser**

#### **Commitment to protecting Disclosers**

GrainCorp is committed to the protection of Disclosers against any Adverse Action taken in reprisal for the making of a Protected Disclosure. If the individual making the Protected Disclosure believes such action has been taken against them, then they should report the matter to a Disclosure Coordinator. Protection is also provided to whistleblowers under relevant laws in certain circumstances.

GrainCorp employees also have a responsibility concerning the welfare of the Discloser. All GrainCorp employees must refrain from any activity that is, or could be perceived to be, Adverse Action against person who makes a Protected Disclosure. Disciplinary action may be taken against any employee found to be engaged in any Adverse Action against a Discloser including, depending on the severity of the action, instant dismissal. All GrainCorp employees must take all reasonable steps to attempt to maintain the confidentiality of a person they know or suspect to have made a Disclosure.

#### **Keeping the Discloser informed**

Where the identity of the Discloser is known, GrainCorp will ensure that the Discloser is kept informed of the actions taken in relation to a Disclosure wherever possible and practicable.

#### **Disclosers implicated in Improper Conduct**

GrainCorp acknowledges that the act of Whistleblowing should not shield Disclosers from the reasonable consequences flowing from any involvement in Improper Conduct. A person's liability for his or her own conduct is not affected by the person's disclosure of that conduct. However, in some circumstances, an admission may be a mitigating factor when considering disciplinary or other action.

### **False reporting by a person purporting to be a Discloser**

Where it is shown that a person purporting to be a Discloser has made malicious, false or vexatious allegations of Improper Conduct, then that conduct itself should be considered a serious matter and render the person concerned subject to disciplinary proceedings which may include demotion, suspension or termination of employment. However no action will be taken against an employee who makes a Protected Disclosure in good faith which cannot be substantiated in a subsequent investigation.

### ***General reporting by the Disclosure Coordinator***

The Company Secretary is required to regularly report to the Executive Leadership Team and to the Safety Health Environment and Governance Committee detailing all reports made under this Policy including the status of all subsequent investigations commenced and the recommendations arising from any completed investigations. The Company Secretary may also use this report to make general recommendations to improve the ethical and compliance culture of GrainCorp.

### ***Review of this Policy & Procedure***

This Whistleblower Policy & Procedure will be reviewed at least every 2 years by the Safety Health Environment and Governance Committee in consultation with the Executive Leadership Team. A report will be made to the Board of the outcome of each review including any recommended changes. The review must also address generally the efficacy of the Policy & Procedure. In particular, it must consider the fairness of investigations undertaken, the actual consequences of making disclosures for people who contact the Disclosure Coordinators or FairCall, the performance of the Disclosure Coordinators and compliance with this Policy & Procedure generally. This Whistleblower Policy & Procedure will be available on GrainCorp's intranet and a written copy will be available on request from the Company Secretary.

### ***Approval and Revision***

This Policy was last reviewed and approved by the Safety Health Environment & Governance Committee on 10 June 2015.