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## 1. Introduction

### 1.1 Sadleirs Commitment

Sadleirs Whistleblower Policy (**Policy**) has been adopted by the Board to ensure concerns regarding misconduct or an improper state of affairs or circumstances in relation to Sadleirs or a related entity (**Misconduct**) can be raised on a confidential basis, without fear of reprisal, dismissal or discriminatory treatment.

The policy is underpinned by the Sadleirs' values, including:

- Safe;
- Communicate openly and honestly; and
- Empowerment.

### 1.2 Purpose of this Policy

The purpose of this Policy is to promote responsible whistleblowing about issues where the interests of Sadleirs or others, including the public, are at risk.

This Policy also helps ensure Sadleirs' compliance with Part 9.4AAA of the Corporations Act 2001 and the Taxation Administration Act (together, the **Act**).

### 1.3 Who is covered by this Policy?

This Policy applies to Employees, suppliers, employees of suppliers and associates (both current and former, as well relatives, dependants, spouses or children of those persons, plus any other person specified in the Act) (each a **Discloser**).

## 2. Conduct Covered by this Policy

Disclosers, if they believe they have reasonable grounds to suspect Misconduct, are encouraged to report this information in accordance with this Policy.

Misconduct may potentially include dishonest behaviour, fraudulent activities, corrupt practices, illegal activities, a breach of the Sadleirs Code of Conduct, or conduct endangering health and safety or the environment.

'Reasonable grounds' means that a reasonable person in the position of the Discloser would also suspect the information indicates Misconduct.

While not all disclosures qualify for protection under the Act, they may still be reported to Sadleirs and addressed separate to this Policy. A breach of a Sadleirs policy or conduct solely related to a personal work-related grievance (if it does not relate to Misconduct) may fall into this category.

## 3. Reporting and Investigating Misconduct

If a Discloser suspects Misconduct has occurred, then they should contact one of the following **Authorised Officers**:

- Chief Executive Officer [ceo@sadleirs.com.au](mailto:ceo@sadleirs.com.au)
- Chairman of the Board: [chairman@sadleirs.com.au](mailto:chairman@sadleirs.com.au)
- General Counsel: [jcutri@sadleirs.com.au](mailto:jcutri@sadleirs.com.au)

A person can also make a report by speaking to or emailing a senior manager of Sadleirs or an Authorised Officer. (Disclosure to a legal practitioner for the purpose of getting legal advice, to a prescribed regulator, or other authorised person (such as an auditor), as described and permitted in the Act, may also be protected).

The Discloser making a report to an Authorised Officer or senior manager of Sadleirs has the option of either:

- identifying themselves; or
- remaining anonymous.

Upon receiving a report, the Authorised Officer will appoint an Investigating Officer to investigate the matter.

The Investigating Officer will ensure that the report is thoroughly investigated and that it is impartial to all parties concerned.

Where the Discloser making the report is known, the Investigating Officer will keep the Discloser informed subject to privacy and confidentiality considerations.

An internal report on the outcome of the investigation, including any recommended actions, will be prepared by the Investigating Officer.

## 4. Protecting Disclosers and Providing Fair Treatment

### 4.1 Confidentiality

If a Discloser makes a report of Misconduct under this Policy, Sadleirs will make every reasonable endeavour to ensure that person's identity is protected from disclosure. Sadleirs will not disclose the Discloser's identity unless:

- the Discloser consents; or
- the disclosure is authorised by the Act or other law or required to be made to a court or tribunal.

### 4.2 Protecting the Discloser

In addition to confidentiality, a Discloser protected under this Policy and the Act will also be entitled to:

- protection from detrimental acts and omissions, including dismissal from employment, altering a person's position or duties to their disadvantage, discrimination, harassment or intimidation, harm or injury (including psychological harm), and damage to property, reputation or business or financial position;
- potential compensation and other remedies under the Act; and
- civil, criminal and administrative liability protection, in accordance with the Act.

The protection does not grant immunity to a Discloser for any Misconduct they were involved in that is revealed in the disclosure.

Disclosers who make reports on reasonable grounds can rely on the protection afforded by this Policy and under the Act (even if the disclosure turns out to be incorrect) and the Investigating Officer can provide assistance and advice to the Discloser in this regard. However, where an individual makes malicious or vexatious allegations, protection may not apply, and disciplinary action may be taken.

### 4.3 Fair treatment

Sadleirs will ensure fair treatment of third parties mentioned in a relevant disclosure, including confidentiality (where applicable, practical and appropriate) and an objective, fair and independent investigation.

## 5. General Reporting on Whistleblower Activity

The General Counsel will prepare reports which contain a general summary of the number and type of incidents identified or complaints received through Sadleirs' internal reporting processes pursuant to this Policy, together with a description of the nature and results of any investigation conducted as a result of a reported incident or complaint.

These reports will be provided:

- to the Chief Executive Officer on a regular basis (the frequency to be determined by the Chief Executive Officer from time to time);

- to the Audit and Risk Committee; and
- the Board.

## 6. Review of this Policy

General Counsel will use the reports provided under this Policy to monitor and review regularly the effectiveness of the whistleblower protection program described in this Policy.

The Audit and Risk Committee is responsible for overseeing and monitoring this Policy, including any matter relating to fraud and corruption.

The Board is ultimately responsible for reviewing this Policy to determine its appropriateness to the needs of Sadleirs from time to time.

This Policy may be amended by resolution of the Board.

## 7. Who to contact

Any questions relating to the interpretation of this Policy should be forwarded to the General Counsel.

## 8. Publication

A copy of this Policy is available on the Sadleirs internal intranet (SIMS or SharePoint) and Sadleirs external website.

## 9. Glossary

Term	Definition
Act	means together the Corporations Act 2001 (Part 9.4AA) and Tax Administration Act 1953, as amended from time to time
Authorised Officer	means the Chief Executive Officer, or the Chairman or General Counsel
Board	means R.C. Sadleir Board of Directors
Chairperson	means the person appointed as the Chairperson of the Board from time to time
Chief Executive Officer	means the person appointed as Chief Executive Officer of Sadleirs from time to time
Company Secretary	means the person appointed as the company secretary of Sadleirs from time to time
Director	means the persons appointed as directors of entities within Sadleirs from time to time
Discloser	means Sadleirs' directors, employees, suppliers (and their employees) and associates (both current and former, as well relatives, dependants or spouses of those persons, plus any other person specified in the Act)
Employee	includes all Directors, Executives, employees, managers and temporary employees of Sadleirs
Executive	means the persons appointed to Executive Management positions in Sadleirs
General Counsel	means the person appointed as General Counsel of Sadleirs from time to time
Investigating Officer	means the person appointed by an Authorised Officer to investigate a report of alleged Misconduct by a Discloser
Management	means the senior management team (excluding Board members but including the Chief Executive Officer) of Sadleirs
Misconduct	means misconduct or an improper state of affairs or circumstances in relation to Sadleirs or a related entity
Policy	means this document or any amending or replacement document
R.C. Sadleir	means R.C. Sadleir Pty Limited ACN 008 667 052

Term	Definition
Sadleirs	means companies in the Lionel Samson Sadleirs Group, being R.C. Sadleir and its subsidiaries

## 10. Version Control

Revision	Date	Description
1.1	Nov 2024	<ul style="list-style-type: none"> <li>• General updates and revisions</li> <li>• Minor amendments and reformatting to comply with new policy format</li> </ul>

## 11. Approvals

Document Owner	Approval Authority	Distribution Level	Reviewed	Next Review Date
Corporate - Legal	Audit & Risk Committee and Board	Sadleirs Group	Nov 2024	Nov 2026