
WHISTLEBLOWING POLICY

1. Application

- 1.1 The Policy applies to protected disclosures made by:
- (a) An officer, employee, former employee or contractor of Freshmark;
 - (b) An individual who supplies goods or services to Freshmark;
 - (c) An employee of a person or entity who supplies goods or services to Freshmark (whether paid or unpaid);
 - (d) An individual who is an associate of Freshmark (meaning a director or secretary of Freshmark or its related bodies corporate, or a person acting in concert with Freshmark); and
 - (e) A relative or dependant of any of the persons listed above.
- 1.2 This Policy does not form part of any employee's contract of employment and may be varied, replaced or terminated at any time by Freshmark.
- 1.3 This Policy replaces all other policies, if any, relating to whistleblowing whether written or not.

2. Purpose

- 2.1 Freshmark is committed to the highest standards of conduct and ethical behaviour in all of our business activities and promotes and supports a culture of honest and ethical behaviour, corporate compliance and good corporate governance.
- 2.2 This Policy encourages reporting any instances of suspected unethical, illegal, fraudulent, or undesirable conduct involving Freshmark. Freshmark provides protections and measures so that those who make a report may do so confidentially, without fear of intimidation, disadvantage, or reprisal.

3. What is reportable conduct?

- 3.1 You may make a report under this Policy if you objectively have reasonable grounds to suspect that a Freshmark director, officer, team member, contractor, supplier, tenderer or other persons who have business dealings with Freshmark has engaged in conduct ("Reportable Conduct") which:
- (a) is dishonest, fraudulent or corrupt activity including bribery;
 - (b) is illegal activity (such as theft, violence, harassment or intimidation, criminal damage to property or other breaches of state or federal law);
 - (c) is unethical or in breach of Freshmark's policies (such as dishonestly altering company records or data, adopting questionable accounting practices or wilfully breaching Freshmark's Code of Conduct other policies or procedures);
 - (d) is potentially damaging to Freshmark, a Freshmark team member or a third party, such as unsafe work practices, environmental damage, health risks or abuse of Freshmark's property or resources;
 - (e) amounts to an abuse of authority;
 - (f) may cause financial loss to Freshmark or damage its reputation or be otherwise detrimental to Freshmark's interests; or
 - (g) involves any other kind of misconduct or an improper state of affairs or circumstances.

4. What is not reportable conduct?

- 4.1 This policy is not intended to apply to disclosures relating to conduct concerning a person's individual employment or former employment (other than as set out in Reportable Conduct), such as:
- (a) an interpersonal conflict at work;
 - (b) a decision relating to engagement, transfer or promotion;
 - (c) a decision relating to terms and conditions of engagement; or
 - (d) a decision to suspend or terminate the engagement or to discipline the person.
- 4.2 These matters will not be deemed to be Reportable conduct, do not fall within the scope of this Policy, and will typically be investigated or addressed separately under Freshmark's policies, procedures and normal business practices.

5. Who can I make a report to?

- 5.1 In order to qualify for protection, the disclosure must be made to one of the recipients outlined in this section, or any other recipient prescribed by law, such as an "officer" or "senior manager" of the company (includes a director, or a senior manager in the company who makes, or participates in making, decisions that affect the whole, or a substantial part, of the business of the company, or who has the capacity to affect the company's financial standing significantly), the relevant regulator or Freshmark's auditor.

Your Manager or the Chief Executive Officer

- 5.2 Sometimes a suspicion of wrongdoing may arise from a misunderstanding and is not a wrongdoing. Accordingly, you are encouraged to check with your designated manager or the Chief Executive Office to seek an immediate response as internal reporting channels are favoured. Remember, in some instances, confidentiality requirements or other legitimate reasons restrain communication. However, alternative reporting mechanisms are available if you believe the response to your matter raised is not appropriate.

Please note: In instances where you are external to Freshmark, you are encouraged to speak to the manager you have most dealings with.

Chairman of the Board

- 5.3 If you do not wish to raise the matter with your designated manager or the Chief Executive Officer, you can raise the issue with the Chairman of the Freshmark Board to assist you.

Whistleblower Investigation Officer (Independent third-party)

- 5.4 If for any reason, you do not feel you are able to use the internal reporting channels (including feeling unsafe or uncomfortable), you may contact the Whistleblower Investigation Officer (WIO). The WIO, as described in this Policy, is an independent person appointed by the company, responsible for receiving Eligible Whistleblower's disclosures of wrongdoing and overseeing its investigation and resolution.
- 5.5 If the WIO determines you have reasonable grounds to suspect that the information you are disclosing about the company concerns misconduct, an improper state of affairs or circumstances, they will:
- (a) appoint a Whistleblower Protection Officer (WPO) to support you during the investigation;
 - (b) investigate the disclosure;
 - (c) investigating the substance of the disclosure;
 - (d) determining where there is evidence in support of the matters raised; and
 - (e) give directions to resolve the dispute

6. Appointing a Whistleblower Protection Officer (WPO)

- 6.1 The WIO will appoint the WPO and put Eligible Whistleblowers in contact with them.
- 6.2 The WPO has the responsibility to safeguard the interests of Eligible Whistleblowers, ensuring that they are afforded protection in accordance with this Policy and the Corporations Act.
- 6.3 To maintain independence from the company's operations, the WPO needs to have the ability to provide reasonable support for Eligible Whistleblowers.
- 6.4 The WPO may liaise with relevant managers, employees or officers of the company to ensure that Eligible Whistleblowers are not subject to any of the following:
 - (a) Dimissal;
 - (b) termination as an authorised representative;
 - (c) injury;
 - (d) alteration of the Eligible Whistleblower's position or duties to their disadvantage;
 - (e) discrimination between an employee (if relevant) and other employees of the company;
 - (f) harassment or intimidation;
 - (g) harm, including psychological harm or bullying; and
 - (h) damage to the Eligible Whistleblower's property.

7. WIO's investigation

- 7.1 The WIO is not bound by the rules of evidence in the investigation and may inform themselves in such manner as they think fit.
- 7.2 All reports made under this Policy will be investigated to obtain evidence that either substantiates or refutes the claims made by Eligible Whistleblowers.
- 7.3 Investigations will be carried out by the WIO, who will be fair and independent in their investigation. A person accused within or connected to the matter must not be the WIO. Suppose the WIO believes they may have a conflict of interest by acting as WIO in the matter. In that case, they are to appoint an alternative WIO who will ensure that the matter is addressed without conflict of interest.
- 7.4 Where appropriate, for example, where this is a potential risk to public safety, the person alleged to have engaged in misconduct may be stood down from duty pending the investigation. Where a person is stood down while the investigation takes place, no inference of wrongdoing or assumed guilt would apply. The principles of natural justice will be observed in the investigation, which will be conducted without bias. Any person against whom an allegation has been made will be given the opportunity to respond.
- 7.5 If requested, the identity of Eligible Whistleblowers may be kept confidential, noting that any commitment to confidentiality will be subject to reasonableness and the requirements of the law

8. WIO's Report

- 8.1 The WIO will prepare a report providing a summary of the facts of the suspected misconduct and the investigation findings (i.e., whether the misconduct was substantiated or unsubstantiated) as soon as practicable after the investigation is concluded.
- 8.2 The report shall be provided to the Board, who shall ensure that appropriate measures are taken in light of the findings in the report, which may include notification to regulatory and/or enforcement agencies.

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- 8.3 The WIO will provide a brief explanation to Eligible Whistleblowers concerning the investigation results and actions taken.
- 8.4 The WIO may give such directions as they consider just or expedient to resolve any matters in dispute.
- 8.5 If a direction given by the WIO that is inconsistent with any law, or the company's constitution, is, to the extent of the inconsistency, void and of no effect.
- 8.6 The company must comply with the lawful directions of the WIO.
- 8.7 Contact Whistleblower Investigation Officer:
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| Email | companysecretary@freshmark.com.au |
| Phone | 1300 141 333 |
| Post | Suite 2.03, Level P1, 120 Chalk Street. Lutwyche. 4030. QLD |

9. Freshmark's Investigation of reportable conduct

- 9.1 Freshmark will investigate all Reportable Conduct reported under this Policy as soon as practicable after the matter has been reported. The Whistleblower Investigation Officer or a Whistleblower Protection Officer may, with your consent, appoint a person to assist in the investigation of a report. Where appropriate, Freshmark will provide feedback to you regarding the investigation's progress and/or outcome (subject to considerations of the privacy of those against whom allegations are made).
- 9.2 The investigation will be conducted objectively, fairly, and otherwise reasonable and appropriate regarding the nature of the Reportable Conduct and the circumstances.
- 9.3 While the particular investigation process and enquiries adopted will be determined by the nature and substance of the report, in general, as soon as practicable upon receipt of the report, if the report is not anonymous, a Whistleblower Investigation Officer or a Whistleblower Protection Officer or delegate will contact you to discuss the investigation process, including who may be contacted and such other matters as are relevant to the investigation.
- 9.4 If a report is submitted anonymously, Freshmark will investigate and inquire based on the information provided.

10. Protection of Whistleblowers

- 10.1 Freshmark is committed to ensuring confidentiality regarding all matters raised under this Policy and that those who make a report are treated fairly and do not suffer detriment.

Protection against detrimental conduct

- 10.2 Detrimental treatment includes dismissal, demotion, harassment, discrimination, disciplinary action, bias, threats or other unfavourable treatment connected with making a report.
- 10.3 If you are subjected to detrimental treatment as a result of making a report under this Policy, you should:
- Inform a Whistleblower Investigation Officer, or a Whistleblower Protection Officer, officer or senior manager of Freshmark immediately; or
 - raise it in accordance with this Policy.

Protection of your identity and confidentiality

- 10.4 Subject to compliance with legal requirements, upon receiving a report under this Policy, Freshmark will only share your identity as a Whistleblower or information likely to reveal your identity if:
- you consent;

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- (b) the concern is reported to the Australian Securities and Investments Commission (“ASIC”), the Australian Prudential Regulation Authority (“APRA”), the Tax Commissioner or the Australian Federal Police (“AFP”); or
 - (c) the concern is raised with a lawyer to obtain legal advice or representation

10.5 If Freshmark needs to investigate a report, it may disclose information that could lead to your identification, but it will take reasonable steps to reduce this risk.

10.6 Any disclosures of your identity or information likely to reveal your identity will only be made to an employee, advisor or contractor of Freshmark who reasonably needs to investigate, report on, or respond to, the matters raised in your disclosure.

Protection of files and records

10.7 All files and records created from an investigation will be retained securely.

10.8 The unauthorised release of information to someone not involved in the investigation (other than senior managers or directors who need to know to take appropriate action or for corporate governance purposes) without your consent as a Whistleblower will breach this Policy.

10.9 Whistleblowers are assured that a release of information in breach of this Policy will be regarded as a serious matter and dealt with under Freshmark’s disciplinary procedures.

10.10 The Corporations Act 2001 (Cth) (“Corporations Act”) gives special protection to disclosures about breaches of that Act, provided certain conditions are met – refer to **Annexure A** for further details.

10.11 The Taxation Administration Act 1953 (Cth) (“Taxation Administration Act”) also gives special protection to disclosures about breaches of any Australian tax law, provided certain conditions are met – refer to **Annexure B** for further details

11. Duties of team members in relation to reportable conduct

11.1 it is expected that Freshmark’s team members who become aware of actual or suspect on reasonable grounds, potential cases of Reportable Conduct, will make a report under this Policy or other applicable policies

12. Operation and amendment of this policy

12.1 This Policy cannot be amended without the approval of the Freshmark Board. It will be reviewed from time to time to ensure that it remains effective and meets best practice standards and the needs of Freshmark.

13. Confidentiality

13.1 If a report is made, the identity of the discloser must be kept confidential unless one of the following exceptions applies:

- (a) the discloser consents to the disclosure of their identity;
- (b) to investigate a matter to which the disclosure relates (Freshmark will take reasonable steps to reduce the risk that the discloser will be identified as a result of the disclosure);
- (c) the concern is reported to ASIC, APRA, or the AFP; or
- (d) the concern is raised with a legal practitioner to obtain legal advice or representation.

14. Consequences of a reportable offence

- 14.1 If a reportable offence is found to have occurred, it may result in disciplinary action, including, but not limited to:
- (a) counselling;
 - (b) a verbal or written warning;
 - (c) a final warning;
 - (d) suspension; or
 - (e) termination of employment or the termination or non-renewal of a contract for services.

15. Consequence of breaching the confidentiality requirements of the Act

- 15.1 The consequence for a breach of the legislation's strict confidentiality obligations may result in a fine of \$1,050,000 for individuals and \$10,500,000 for a company.

16. Annexure A – Special protections under the Corporations Act

Last amended 30 September 2021

- 16.1 The Corporations Act gives special protection to disclosures about any misconduct or improper state of affairs relating to Freshmark if the following conditions are satisfied:
- (a) the Whistleblower is or has been:
 - (i) an officer or employee of Freshmark;
 - (ii) an individual who supplies goods or services to Freshmark or an employee of a person who supplies goods or services to Freshmark;
 - (iii) an individual who is an associate of Freshmark; or
 - (iv) a relative, dependent or dependent of the spouse of any individual referred to at (a) to (c) above;
 - (b) the report is made to:
 - (i) an independent third-party, which Freshmark has approved for the purpose of receiving a report — in this case, a Whistleblower Investigation Officer;
 - (ii) an officer or senior manager of Freshmark;
 - (iii) Freshmark's external auditor (or a member of that audit team);
 - (iv) an actuary of Freshmark;
 - (v) ASIC;
 - (vi) APRA; or
 - (vii) a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to the operation of the whistleblower provisions in the Corporations Act; and
 - (c) the Whistleblower has reasonable grounds to suspect that the disclosed information concerns misconduct, an improper state of affairs, or circumstances related to Freshmark. This may include a breach of legislation, including the Corporations Act, an offence against the Commonwealth punishable by imprisonment for 12 months or more, or conduct that represents a danger to the public or financial system.
 - (d) Examples of conduct that may amount to a breach of the Corporations Act include:

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- (i) insider trading;
 - (ii) insolvent trading;
 - (iii) breach of the continuous disclosure rules;
 - (iv) failure to keep accurate financial records;
 - (v) falsification of accounts;
 - (vi) failure of a director or other officer of Freshmark to act with the care and diligence that a reasonable person would exercise, or to act in good faith in the best interests of the corporation;
 - (vii) failure of a director to give notice of any material personal interest in a matter relating to the company's affairs.

16.2 The protections given by the Corporations Act when these conditions are met are:

- (a) the Whistleblower is immune from any civil, criminal or administrative legal action (including disciplinary action) for making the disclosure. However, the discloser can still be pursued for having made a false disclosure and in connection with the discloser's own conduct, which is revealed by the matters highlighted in the disclosed information (i.e., the discloser's own conduct in the misconduct, improper affairs or other circumstances which are revealed by the protected disclosure);
- (b) no contractual or other remedies may be enforced, and no contractual or other rights may be exercised against the Whistleblower for making the report;
- (c) in some circumstances, the reported information is not admissible against the Whistleblower in criminal proceedings or proceedings for the imposition of a penalty;
- (d) anyone who causes or threatens to cause detriment to a Whistleblower or another person in the belief or suspicion that a report has been made, or may have been made, proposes to or could be made, might be guilty of an offence and may be liable for damages;
- (e) a Whistleblower's identity cannot be disclosed to a court or tribunal except where considered necessary; and
- (f) the person receiving the report commits an offence if they disclose the substance of the report or the Whistleblower's identity, without the Whistleblower's consent, to anyone except ASIC, APRA, the AFP or a legal practitioner for the purpose of obtaining legal advice or representation in relation to the report.

17. Annexure B – Special protections under the Taxation Administration Act

Last amended 30 September 2021

17.1 The Taxation Administration Act gives special protection to disclosures about a breach of any Australian tax law by Freshmark or misconduct in relation to Freshmark's tax affairs if the following conditions are satisfied:

- (a) the Whistleblower is or has been:
 - (i) an officer or employee of Freshmark;
 - (ii) an individual who supplies goods or services to Freshmark or an employee of a person who supplies goods or services to Freshmark;
 - (iii) an individual who is an associate of Freshmark; or
 - (iv) a relative, dependent or dependent of the spouse of any individual referred to at (a) to (c) above;

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- (b) the report is made to:
 - (i) an independent third-party, which Freshmark has approved for the purpose of receiving a report — in this case, a Whistleblower Investigation Officer;
 - (ii) a director, secretary or senior manager of Freshmark;
 - (iii) Freshmark’s external auditor (or a member of that audit team);
 - (iv) A registered tax agent or BAS agent who provides tax or BAS services to Freshmark;
 - (v) Any other employee or officer of Freshmark who has functions or duties relating to tax affairs of the company (e.g., an internal accountant);
 - (vi) The Commissioner of Taxation; or
 - (vii) A legal practitioner for the purpose of obtaining legal advice or legal representation in relation to the operation of the whistleblower provisions in the Taxation Administration Act;
 - (c) if the report is made to a Freshmark recipient, the Whistleblower:
 - (i) Has reasonable grounds to suspect that the information indicates misconduct, or an improper state of affairs or circumstances, in relation to the tax affairs of Freshmark or an associate of Freshmark; and
 - (ii) considers that the information may assist the Freshmark recipient in performing functions or duties in relation to the tax affairs of Freshmark or an associate of the company; and
 - (d) if the report is made to the Commissioner of Taxation, the Whistleblower considers that the information may assist the Freshmark recipient in performing functions or duties in relation to the tax affairs of Freshmark or an associate of Freshmark.

17.2 The protections given by the Taxation Administration Act when these conditions are met are:

- (a) The Whistleblower is immune from any civil, criminal or administrative legal action (including disciplinary action) for making the disclosure. However, the discloser can still be pursued for having made a false disclosure and in connection with the discloser’s own conduct, which is revealed by the matters highlighted in the disclosed information (i.e., the discloser’s own conduct in the misconduct, improper affairs or other circumstances which are revealed by the protected disclosure);
- (b) no contractual or other remedies may be enforced, and no contractual or other rights may be exercised against the Whistleblower for making the report;
- (c) where the disclosure was made to the Commissioner of Taxation, the reported information is not admissible against the Whistleblower in criminal proceedings or proceedings for the imposition of a penalty, except where the proceedings are concerned with whether the information is false;
- (d) unless the Whistleblower has acted unreasonably, a whistleblower cannot be ordered to pay costs in any legal proceedings in relation to a report;
- (e) anyone who causes or threatens to cause detriment to a whistleblower or another person in the belief or suspicion that a report has been made, or may have been made, proposes to or could be made, might be guilty of an offence and liable to pay damages;
- (f) a Whistleblower’s identity cannot be disclosed to a Court or Tribunal except where considered necessary; and

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- (g) the person receiving the report commits an offence if they disclose the substance of the report or the Whistleblower's identity, without the Whistleblower's consent, to anyone except the Commissioner of Taxation, the AFP or a lawyer for the purpose of obtaining legal advice or representation in relation to the report.