



Ruralco Holdings Limited

Whistleblowing Policy

1. Policy

Ruralco Holdings Limited group of companies (**Ruralco**) is committed to the protection of individuals who report, in good faith, instances of allegations of illegal, improper, unethical or unlawful conduct occurring within Ruralco. It is also committed to providing a workplace based on accountability, responsibility and ethical behaviour.

This Whistleblowing Policy (**Policy**) sets out the processes for dealing with reports of suspected improper, unethical or unlawful conduct within Ruralco.

The purpose of this policy is also to describe the support for and protection of individuals who make these reports.

Ruralco employees are encouraged to report their concerns, and they will not be adversely affected because of their actions in reporting, provided that there is a basis for their concerns, and they have acted in good faith.

2. Who does this policy apply to?

This policy applies to:

- all employees (full time, part time or casual);
- directors and officers of Ruralco (including the Board); and
- employees and principals of organisations who have a commercial relationship with Ruralco as customers, suppliers, advisers, agents or otherwise.

3. Relationship to other policies

This policy supports the operation and enforcement of the Code of Conduct. This policy is not designed to deal with general employment grievances and complaints.

4. What is a “Reportable Matter” under this Policy?

A Reportable Matter is any concern about:

- (a) Fraudulent and Corrupt activity, which includes:
- engaging in deceptive conduct or other inappropriate action to obtain a personal benefit or cause detriment to Ruralco or its assets;
 - giving or receiving payments, excessive gifts or entertainment which could be perceived as a bribe;
 - kickbacks from or payoffs to suppliers or customers;
 - the conduct of any criminal offence including theft, the taking of or dealing in illegal drugs/forgery etc.

- (b) Accounting and Reporting Issues, including:
- falsification or unauthorised alteration of accounts or any business document;
 - fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of Ruralco;
 - fraud or deliberate error in the recording and maintaining of financial records of Ruralco;
- (c) Environment, Health and Safety issues, including:
- conduct involving a substantial risk to health or safety in a Ruralco workplace; or
 - conduct involving substantial risk to the environment or to public health and safety.
- (d) Other issues such as:
- failure to comply with any legal or regulatory obligation, including Australian Stock Exchange listing rules, which may include using non-public Company information for personal advantage (insider trading);
 - unfair or unethical dealing with a customer;
 - unethical or other improper conduct, including breaches of Ruralco policies.

This list is not intended to be all-inclusive and is indicative only of some Reportable Matters.

5. What is NOT reportable under this Policy?

These matters are not suitable for reporting under this policy:

- a complaint about the conduct or behaviour of an individual you merely do not like or get on with;
- a complaint about employment terms and conditions or industrial matters; or
- a complaint about pricing of products or dissatisfaction with service

These matters are to be dealt with internally through Human Resources or however specified in internal policies and procedures.

6. Procedure

6.1 How to make a report

If you reasonably suspect or have concerns about a Reportable Matter, please discuss with your Manager or with Human Resources. Alternatively, you may submit a report (outlining your complaint or concern) to the General Counsel and Group Company Secretary directly or through the Compliance Reporting Hotline or HUB.

Relevant persons may forward complaints through the telephone hotline, a website established for this purpose or by regular mail as set forth below:

Hotline: Toll Free 1-800 339276

Internet Portal: www.ruralco.ethicspoint.com

Mailing Address: General Counsel and Group Company Secretary and Group Company Secretary - Level 5, Building A, 26 Talavera Rd, Macquarie Park, NSW 2113

6.2 What to include in the report

All reports should contain as much specific detail as possible to allow the General Counsel and Group Company Secretary and Group Company Secretary or their designee to conduct an investigation of the Reportable Matter. Ruralco may, in its discretion, determine not to commence an investigation if a complaint or other communication contains only unspecified or broad allegations of wrongdoing.

An independent third party has been commissioned to host both the internet portal and hotline number. Where an allegation or complaint is received via the hotline number, the operator will prepare a summary of the allegation/complaint and forward to the General Counsel and Group Company Secretary. The General Counsel and Group Company Secretary is required to provide a log summarizing all complaints and concerns received (via the hotline, internet portal or directly as described above) to the Chair of the Audit, Risk and Corporate Governance Committee (**the Audit Committee**) on a quarterly basis.

Reports may be made anonymously, keeping in mind that filing a complaint or concern anonymously may make it more difficult for Ruralco to conduct a thorough investigation. Where a report has been lodged through the internet portal or hotline the reporter will receive a unique code called a “report key”. This can be used by the reporter to check the report for feedback or questions.

6.3 Confidentiality

All reports will be treated as confidential, unless the reporter indicates or the law requires otherwise.

6.4 Investigation Process

Upon receipt of a complaint or concern related to this Policy, the General Counsel and Group Company Secretary will, when possible, acknowledge receipt.

The investigation will be thorough, objective, fair and independent. Specific investigation processes will vary depending on the precise nature of the conduct being investigated.

The purpose of the investigation is to determine whether or not your claims are substantiated, so that Ruralco can rectify any wrongdoing to the extent that it is practicable in the circumstances. You will be advised of the outcome and any action items to the extent it is practicable to do so.

All reports of complaints and concerns will be reviewed under the direction of the Audit Committee and/or General Counsel and Group Company Secretary. The General Counsel and Group Company Secretary, in their judgement may also engage the services of the following groups to assist in her investigation of the matter:

- General Manager, Risk and Compliance;
- The Human Resource department for employment issues;
- Others as deemed necessary.

Prompt and appropriate corrective action will be taken when and as warranted based on the judgement of those involved in investigating the case. This may involve reporting breaches to ASIC/ACCC or other relevant government or regulatory bodies. External investigators may also be consulted to assist with the investigation process, particularly where a senior executive or Ruralco itself is the subject of the alleged improper conduct and the allegations are of a serious nature.

6.5 Protection of Reporter

The General Counsel and Group Company Secretary will take whatever action is possible, consistently with this Policy, to make sure that you are not personally disadvantaged for making

a report, whether by dismissal, demotion, any form of harassment, discrimination or any form of current or future bias.

Any person found to be making vexatious claim under this Policy could be subject to disciplinary procedures, up to and including dismissal.

7. Retention of Reports and Investigations

The General Counsel and Group Company Secretary will maintain a log of all complaints and concerns covered by this Policy, tracking their receipt, investigation and resolution and shall prepare a summary report that is sent to the Audit Committee on a quarterly basis. Allegations and complaints received that fall outside of this policy may be excluded from reporting based on the judgement of the General Counsel and Group Company Secretary. If a Reportable Matter involves management or other employees who have a significant role in Ruralco's internal controls or financial reporting, such information shall be communicated immediately to the Chair of the Audit Committee. Copies of all reports will be retained in accordance with the company's retention policy and applicable law. These procedures also apply to the receipt, retention and treatment of complaints or concerns relating to accounting matters received from persons other than employees of Ruralco.

8. Policy exclusion

A false report of an alleged Reportable Matter, whether under this Policy or otherwise, will be treated as a serious disciplinary matter.

9. Review of Policy

This policy will be reviewed on a regular basis to ensure that it is in accordance with the appropriate practices prevailing at the time.

10. Responsibility for this Policy

The Audit, Risk and Corporate Governance Committee has overall responsibility for handling of complaints related to this policy. The Audit, Risk and Corporate Governance Committee has delegated responsibility for the daily oversight of this process to the General Counsel and Group Company Secretary. Any questions regarding this policy and how it is to be interpreted should be referred to the General Counsel and Group Company Secretary.

Adopted by the Board of Ruralco Holdings Limited on 17 August 2017.