

Simplot Australia Whistleblower Policy

INTRODUCTION

Simplot Australia (Simplot or the Company) is a subsidiary of Simplot Company.

Simplot is committed to the highest standards of conduct and ethical behaviour in all its business activities, and to promoting and supporting a culture of honest and ethical behaviour, corporate compliance and good governance underpinned by our Code of Conduct.

Simplot's Whistleblower Policy (Policy):

- encourages the reporting of suspected unethical, illegal, fraudulent or undesirable conduct involving Simplot's business;
- strives to protect persons who report without fear of intimidation, disadvantage or reprisal;
- details the framework for receiving investigating, and resolving disclosures appropriately and in a timely manner; and
- sets out how people may report serious wrongdoing to Simplot and external bodies.

PURPOSE

This Policy has as its objectives to:

- provide Whistleblowers with a framework to make allegations as a Protected Disclosure;
- ensure any reports of Reportable Conduct are dealt with appropriately;
- provide Whistleblowers with a clear understanding of how allegations are handled;
- strive to protect Whistleblowers from Adverse Action;
- support Whistleblowers throughout the reporting process;
- afford procedural fairness to anyone who is the subject of an allegation of Reportable Conduct, and
- complements Simplot's Complaint and Investigations policy.

SCOPE AND APPLICATION

This Policy applies to any Simplot:

- employee;
- officer;
- customer;
- supplier or contractor (or an employee of a supplier or contractor), or that acts on its behalf; and
- spouse, relative or dependant of one of the people referred to above third parties who makes or attempts to make a Protected Disclosure (whether that disclosure is made anonymously or not).

To be protected under this Policy, a Whistleblower must:

- act honestly with a reasonable belief that the information in the allegation is true or likely to be true;
- make the disclosure in accordance with this Policy; and

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- not being engaged in serious misconduct or illegal conduct in relation to the Reportable Conduct.

Simplot promotes a culture that encourages the reporting of Reportable Conduct. When a Whistleblower makes a Protected Disclosure, that person would be protected from Adverse Action or claims by Simplot, as a result of having made the report. The Whistleblower must, at all times during the reporting process, continue to comply with this Policy.

In circumstances where, for any reason, the identity of the Whistleblower becomes known outside of the investigatory process, Simplot will take reasonable steps to protect the Whistleblower from retaliatory or discriminatory action where it has sufficient authority to do so. Simplot has no power to offer any person protection against threats of any kind from third parties, immunity against criminal prosecution, or from any civil action which may be brought against the Whistleblower or Simplot.

DEFINITIONS

Term	Definition
Adverse Action	Means for a Whistleblower to be discriminated against, victimised, suffer detriment, or disadvantaged in their employment or engagement with Simplot.
ASIC	Australian Securities and Investments Commission.
Code of Conduct	J.R. Simplot Company Code of Conduct.
Corporations Act	Corporations Act 2001 (Cth).
Employee Reporting Hotline	Simplot's external and independent whistleblowing service provider, accessed by calling 1800 921 378 or online at http://EmployeeReportingHotline.simplot.com
Policy	This Simplot Whistleblower Policy.
Protected Disclosure	Is a report of Reportable Conduct made in accordance with this Policy.
Reportable Conduct	Is any concern (actual or suspected) about conduct, or the deliberate concealment of such conduct as described in this Policy.
Whistleblower	A Whistleblower is the person making the report (Protected Disclosure). This person may be a previous or current employee, director, officer, supplier or contractor (or an employee of a supplier or contractor), or a third party associated individual of Simplot, and a spouse, relative or dependant of any of the above, who make or attempt to make a disclosure.
Whistleblower Investigations Officer	The Whistleblower Investigations Officer investigates the substance of the complaint/report received from a Whistleblower, to determine whether there is evidence in support of the matters raised.
Whistleblower Protection Officer	Designated Simplot representatives, identified below, tasked with the responsibility of protecting and safeguarding the interests of Whistleblowers.. They have access to independent financial, legal and operational advisers, as required.

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Term	Definition
Whistleblower Register	A record of all reports of Reportable Conduct received, the investigation process undertaken and any actions taken to resolve the matter.

REPORTABLE CONDUCT

Reportable Conduct is any concern (actual or suspected) about the following conduct, or the deliberate concealment of such conduct:

- dishonest, fraudulent or corrupt activity, including bribery or other activity in breach of the Company's Code of Conduct;
- criminal conduct (such as theft, drug sale or use, violence, harassment or intimidation, criminal damage to property or other breaches of state or federal law);
- failure to comply with any legal or regulatory obligation of the Company;
- unfair or unethical dealing with, a customer, contractor or supplier (including a potential investor, customer, contractor, supplier or their employees);
- unethical or serious improper conduct, including breaches of Simplot policies;
- misconduct, or an improper state of affairs or circumstances; or
- an offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more.

Reportable Conduct excludes "personal work-related grievances", which include, but are not limited to:

- an interpersonal conflict between the discloser and another employee;
- a decision relating to the engagement, transfer or promotion of the discloser;
- a decision relating to the terms and conditions of engagement of the discloser; and
- a decision to suspend or terminate the engagement of the discloser, or otherwise to discipline the discloser.

HOW TO REPORT

A Protected Disclosure may be made using the reporting channels outlined below.

Internal Whistleblowers

Internal Whistleblowers may use any of the following channels of communication to make a report:

- Through the Employee Reporting Hotline;
- verbally or in writing to a Simplot Whistleblower Protection Officer;
- verbally or in writing to their divisional lead;
- verbally or in writing to a member of the SAPL Internal or External Audit team; or
- verbally or in writing to a member of the SAPL Legal team.

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When making a report, the Whistleblower should inform the recipient that they are making a report under this Policy.

In the event a Whistleblower does not formally make a Protected Disclosure, Simplot may nevertheless be compelled to act on the information provided if that information reasonably suggests Reportable Conduct may have occurred.

Where the Whistleblower believes Simplot's internal processes may not be suitable for their report because:

- the alleged Reportable Conduct involves a Whistleblower Protection Officer; or
- the Whistleblower considers the matter should not be referred to a Whistleblower Protection Officer.

Then, the Whistleblower may make that report to the SVP General Counsel and Secretary of the J. R. Simplot Company, LLC or use the Employee Reporting Hotline.

Simplot's Whistleblower Protection Officers

Each Whistleblower Protection Officer is appointed to:

- safeguard the interests of a Whistleblower;
- assess the immediate welfare and protection needs of a Whistleblower and, where the Whistleblower is an employee, seek to foster a supportive work environment; and
- respond as appropriate to any concerns of Adverse Action by a Whistleblower.

As of the effective date of this Policy, Simplot's Whistleblower Protection Officers are:

- Managing Counsel - APAC – Dru Nakaya;
- Financial Controller – Bernard Gates;
- Head of Workplace Relations - APAC – Marco Del Bello; and
- Global Ethics and Compliance Officer – James Alderman.

The Whistleblower Protection Officers may be contacted:

- via email at dru.nakaya@simplot.com; bernard.gates@simplot.com; marco.delbello@simplot.com; james.alderman@simplot.com;
- in person;
- via phone to (03) 9588 3000; or
- via post to the attention of "The Whistleblower Protection Officers" at Simplot, Chifley Business Park, 2 Chifley Drive, Mentone VIC 3194.

If a Whistleblower is uncertain about how to contact a Whistleblower Protection Officer, they may use Simplot's Employee Reporting Hotline.

Whistleblower Investigations Officer

Simplot has also appointed a Whistleblower Investigations Officer, who will carry out or supervise the investigation of reports made under this Policy.

The Whistleblower Protection Officer and Whistleblower Investigations Officer act independently of each other and their responsibilities do not reside with one person.

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In the event that the Whistleblower Investigations Officer is not available, or is the subject of a Protected Disclosure, then the Whistleblower Investigations Officer is to be the Director of Internal Audit, at J. R. Simplot Company, LLC.

Employee Reporting Hotline - Independent Whistleblower Service

The Employee Reporting Hotline enables reports to be made anonymously or with the person identifying themselves, and always confidentially.

The Employee Reporting Hotline acts as an intermediary, providing the means for Whistleblowers to retain anonymity, whilst enabling Simplot to obtain further information, if required. All reports received by the Employee Reporting Hotline are reported to the Simplot Whistleblower Protection Officers. The Employee Reporting Hotline also enables the Whistleblower to receive updates from Simplot.

Whilst Simplot would prefer Whistleblowers to disclose their identity in order to facilitate any investigation, Whistleblowers are not required to identify themselves and will not be named in any report to Simplot unless they have consented to their identity being disclosed.

In the event a report received by the Employee Reporting Hotline relates to a Whistleblower Protection Officer, the Employee Reporting Hotline service will exclude the relevant named Officers from all communications during the investigation. The Officers who are not named in the report would then determine how the matter should be investigated.

If a report relates to all Officers, the Employee Reporting Hotline service will refer the report directly to the Whistleblower Investigations Officer.

Consequences of making a false report

Anyone who knowingly makes a false report of Reportable Conduct, or who otherwise fails to act honestly with reasonable belief in respect of the report, may be subject to disciplinary action, including dismissal (in the case of employees) or review and escalation (in the case of third parties).

The disciplinary action or sanction would depend on the severity, nature and circumstance of the false report.

PROTECTIONS

Simplot will work to ensure that Adverse Action is not taken against Whistleblowers, even if the report is subsequently determined to be incorrect or not substantiated, as long as the report is made in accordance with this Policy.

Simplot will investigate any reports of Adverse Action taken against the Whistleblower. If proven, those who have engaged in such behaviour may be subject to disciplinary action, up to and including termination of employment; and/or disciplinary proceedings and potential criminal and civil liability, under the Corporations Act.

Simplot will take all reasonable steps to reduce the risk that the Whistleblower is identified as a result of the disclosure. In circumstances where, for any reason, the identity of the Whistleblower is known outside of the investigatory process, Simplot will take reasonable steps to protect the Whistleblower from Adverse Action, where it has sufficient authority to do so.

Simplot has no power to offer any person immunity against criminal prosecution in the jurisdiction or from any civil action, which may be brought against the Whistleblower or Simplot.

The Corporations Act protects Whistleblowers against certain legal actions related to making an eligible disclosure including:

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- criminal prosecution (and the disclosure cannot be used against the Whistleblower in a prosecution, unless the disclosure is false);
- civil litigation (such as for breach of employment contract); or
- administrative action (including disciplinary action).

This protection does not grant a Whistleblower immunity from any misconduct they were involved in, that is revealed in the disclosure and/or through the investigation.

The Corporations Act imposes civil and criminal sanctions on persons including:

- that a Whistleblower cannot be subject to civil, criminal or administrative liability or contractual right or remedy for making a Protected Disclosure;
- anyone who victimises or threatens the Whistleblower could be guilty of an offence and may be liable for damages; and
- the person receiving the Protected Disclosure 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 and the Australian Federal Police.

The protections in this Policy also apply to anyone who made a disclosure of information relating to Simplot to a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to whistleblowing protection laws.

Whistleblowers should be aware that, in some jurisdictions, making an allegation to a government authority, without using Simplot's internal procedure, may result in the loss of Whistleblower protection available under this Policy.

OTHER REPORTING

Public Interest Disclosure

If a person does not have reasonable grounds to believe that their Disclosure has been taken seriously by Simplot, and that it is in the public interest that the Disclosure is known outside of Simplot, then the Whistleblower may make a further Disclosure outside of Simplot to either a Journalist or to a Member of Parliament, only if the following conditions are met:

- must have made an eligible report to ASIC;
- must confirm that at least 90 days have passed since the report was made;
- does not have reasonable grounds to believe that action has been or is being taken to address the matters raised in the report;
- reasonably believes further disclosure is in the public interest;
- has provided ASIC with written notification that identifies the previous report and that they intend to make a public interest disclosure; and
- discloses information that is not greater than necessary to inform the recipient of the misconduct, or improper state of affairs.

Emergency Disclosure

If a person believes that their Disclosure concerns imminent danger to the health or safety of a person or to the natural environment, then the Whistleblower may make a further Disclosure outside of Simplot to either a Journalist or to a Member of Parliament, only if the following conditions are met:

- must have made an eligible report to ASIC;

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- reasonably believes that the information concerns a substantial and imminent danger to the health or safety of one or more persons or to the natural environment;
- has provided ASIC with written notification that identifies the previous report and that they intend to make an emergency disclosure; and
- disclose information that is not greater than necessary to inform the recipient of the substantial and imminent danger.

CONFIDENTIALITY AND PRIVACY

Simplot will not disclose a Whistleblower's identity unless:

- the Whistleblower consents to the disclosure of their identity;
- disclosure of the Whistleblower's identity is compelled by law;
- disclosure is necessary to prevent a serious threat to any person's health or safety; or
- it is necessary to protect or enforce Simplot's legal rights or interests or to defend any claims.

Whistleblowers can report anonymously. Unauthorised disclosure of the Whistleblower's identity or information from which the identity of the Whistleblower could be inferred will be regarded as a disciplinary matter and will be dealt with in accordance with Simplot's disciplinary procedures.

Where a Protected Disclosure is made anonymously through the Independent Whistleblower line, Simplot will use reasonable efforts to ensure the process of investigating the report does not lead to the Whistleblower being identified.

A Whistleblower must keep all information relating to any allegation confidential at all times, both during any investigatory process and following any resolution of an allegation.

INVESTIGATION

A Whistleblower's report may only be investigated and acted upon, following referral to a Whistleblower Protection Officer. Any other person (such as a supervisor or manager) who receives a report of Reportable Conduct must immediately refer it to a Whistleblower Protection Officer, take no further action and keep the report confidential.

Once received, all allegations of Reportable Conduct should include, at a minimum, the following details:

- date the Whistleblower made the report;
- date and substance of the Reportable Conduct;
- identity and level of seniority of the alleged wrongdoer; and
- level of risk associated with the alleged wrongdoing.

All Protected Disclosures will ultimately be reported to the divisional leads, either as part of the Whistleblower Register, or as standalone agenda items in circumstances where the Whistleblower Protections Officer determines this is warranted.

The Whistleblower Investigations Officer will determine whether sufficient information exists to allow the report(s) to be investigated, whether an investigation is required, and, if so, determine the appropriate investigation process, including:

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- the nature and scope of the investigation;
- who will conduct the investigation and whether that person should be external to Simplot;
- the nature of any technical, financial or legal advice that may be required; and
- a timeframe for the investigation (having regard to the allocated level of risk).

The Whistleblower will, if Simplot deems it appropriate and permissible to do so, be provided with initial feedback and informed on a continuing basis as to the nature and progress of the investigation.

Simplot may be required to refer an allegation of Reportable Conduct to the Australian Federal Police or other agency (e.g., ASIC). In such circumstances, Simplot may not be able to keep a Whistleblower informed on the progress of a Protected Disclosure.

Investigation findings

Simplot will apply principles of procedural fairness and natural justice to the conduct of any investigation and resultant findings arising under this Policy.

The person leading any investigation will report their findings to the relevant Whistleblower Protections Officer (or directly to the Whistleblower Investigations Officer if the Whistleblower Protections Officer has been circumvented due to a conflict as contemplated by this Policy), and advise the recommended course of action (if any) that Simplot should take in response to the findings. Such action may include a disciplinary process or another form of escalation of the report within or outside of Simplot.

The Whistleblower Investigations Officer will determine the action (if any) to be taken. If appropriate, and subject to any applicable confidentiality, privacy or legal constraints, the Whistleblower Protections Officer may notify the Whistleblower of the conclusion of the investigation and the action taken.

Record-keeping and accountability

Simplot's Company Secretary is the officer responsible for ensuring maintenance and adherence to this Policy.

Simplot will establish and maintain a Whistleblower Register.

The Whistleblower Protection Officer will:

- submit a quarterly summary report to the divisional leads, which provides statistics of:
 - the number of reports received, per quarter;
 - for each report, the type of misconduct alleged, the level of seniority of the alleged wrongdoer and the level of perceived risk;
 - for each report, the time taken to investigate it; and
 - the conclusion of each investigation (upholding or dismissing the report) and the nature of the action taken (such as disciplinary action).

COMPLIANCE

Employees are required to comply with this policy at all times. Failure by an employee to adhere to this policy may result in disciplinary action, up to and including termination of employment.

CHANGES

This Policy will be reviewed annually, and does not form part of an employee's contract of employment.