

## Blackmores Group 'Speak Up' (Whistleblower Protection) Policy

### APPROVALS

#### Approved By

Name: Alastair Symington

Signature:



Title: Chief Executive Officer

Date: 14 October 2019

*On behalf of the Board of Directors, Blackmores Limited*

Issue Date	Review Date	Version
14 October 2019	14 October 2021	1.0

#### Document Owner

Head of Compliance

Uncontrolled when printed

**Blackmores Group 'Speak Up' (Whistleblower Protection) Policy**

---

<b>Table of Contents</b>	
<b>1. Introduction</b>	<b>3</b>
<b>2. Purpose</b>	<b>3</b>
<b>3. Scope including 'How to Report'</b>	<b>4</b>
<b>4. Definitions</b>	<b>5</b>
<b>5. Process for Handling Reports</b>	<b>5</b>
<b>6. Timing of the Report</b>	<b>6</b>
<b>7. Whistleblower Support</b>	<b>6</b>
<b>8. Whistleblower Protection</b>	<b>6</b>
<b>9. False Reports</b>	<b>7</b>
<b>10. Fair Treatment of named employees</b>	<b>7</b>
<b>11. Investigation</b>	<b>7</b>
<b>12. Communication</b>	<b>8</b>
<b>13. General</b>	<b>8</b>
<b>13.1 Review</b>	<b>8</b>
<b>13.2 Questions</b>	<b>8</b>
<b>13.3 No Waiver</b>	<b>8</b>
<b>13.4 Local Laws</b>	<b>8</b>
<b>13.5 Variations</b>	<b>8</b>
<b>13.6 Interpretation</b>	<b>8</b>
<b>13.7 Policy Location</b>	<b>8</b>
<b>APPENDIX A – 'Who to contact' table</b>	<b>10</b>
<b>APPENDIX B – Process diagram</b>	<b>11</b>
<b>APPENDIX C- Definitions and Interpretation</b>	<b>12</b>

## Blackmores Group 'Speak Up' (Whistleblower Protection) Policy

---

### 1. Introduction

The Board and Executive Leadership Team are committed to achieving our corporate objectives in accordance with our values, our Blackmores Group Code of Conduct and all applicable laws ('the Blackmores Way').

As part of this commitment Blackmores takes unethical, illegal or otherwise improper conduct involving our people and the production of our products seriously. To protect our reputation in the market place and the trust placed in us by our shareholders and other stakeholders, we encourage people to speak up if they have concerns and Blackmores will endeavour to provide those persons with appropriate protection and support under this policy.

This policy is intended to assist Blackmores in conducting its business in accordance with the Blackmores Way.

### 2. Purpose

- 2.1 The purpose of this policy is to empower Eligible Disclosers to report suspected or actual Reportable Conduct without fear of retaliation, victimisation or disadvantage. They may report anonymously if they wish. It provides guidance about how to speak up about Reportable Conduct and how such reports may be handled.

A report can only be made under this policy if the Eligible Discloser has Reasonable Grounds to suspect that there is Reportable Conduct.

'Reasonable Grounds' generally means that there must be some supporting information for the suspicion. A mere allegation is not enough. Reports must not contain information that is known to be untrue.

An 'Eligible Discloser' means any current or former Blackmores:

- a) officer or employee;
- b) an apprentice, trainee or work experience placement;
- c) supplier, contractor or consultant (including any of their employees); and
- d) any current or former relative, dependent or spouse of (a) - (c).

'Reportable Conduct' includes misconduct, or an improper state of affairs or circumstances relating to Blackmores or any members of the Blackmores Group. Examples include but are not limited to the following:

- a) dishonest, corrupt or illegal activities;
- b) theft, fraud, money laundering or misappropriation;
- c) a serious breach of Blackmores Group Code of Conduct;
- d) offering or accepting a bribe;
- e) improper or illegal use of Blackmores funds or resources;
- f) damage, sabotage, violence;
- g) illegal drug or alcohol sale/use;
- h) environmental damage;
- i) risks to the health and safety of workers;
- j) unethical conduct;
- k) recrimination against someone because they participated in an investigation or review of a concern reported under this policy;
- l) any instruction to cover up or attempt to cover up Reportable Conduct;
- m) victimising someone for speaking up about Reportable Conduct.

Reportable Conduct which occurred before the commencement of this policy can be reported.

## Blackmores Group 'Speak Up' (Whistleblower Protection) Policy

---

Reportable Conduct does not generally include Personal Work-Related Grievances, unless it is about retaliation or victimisation because of a previous disclosure under this policy or it has significant implications for Blackmores and relates to Relevant Legislation.

'Personal Work Related Grievances' are grievances about any matter relating to the Eligible Discloser's employment, or former employment, having (or tending to have) implications for the Eligible Discloser personally. Examples of conduct **not** covered by this policy include, but are not limited to:

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

If an employee has a 'Personal Work Related Grievance' (please refer to Appendix A) concerns should be reported under our Blackmores Group Grievance Handling Policy.

- 2.2 To assist Blackmores in investigating a report under this policy, it is helpful if Eligible Disclosers disclose all Relevant Facts, where possible.

'Relevant Facts' means information relating to the Reportable Conduct which may include:

- a) the organisation's name and location;
- b) the name/s and positions of people involved including the manager of the people involved;
- c) names and positions of any witnesses to the Reportable Conduct;
- d) the nature of Reportable Conduct including a description of the conduct with dates, times, how it was observed (e.g. first-hand, overheard), and the way the conduct occurred (e.g. in person, over the phone, emails);
- e) physical evidence, such as copies of relevant correspondence or emails

### 3. Scope including 'How to Report'

- 3.1 Blackmores has a number of channels for making a report.

#### Authorised Representative

An 'Authorised Representative' means one of the following:

- a) a Blackmores Limited Board Member;
- b) a Blackmores Executive Team Member;
- c) a Deputy Managing Director- Asia;
- d) a Country Manager;
- e) a Human Resources Director;
- f) the Head of Compliance;
- g) the Head of Business Improvement and Assurance within the Corporate Affairs Team;
- h) the Company Solicitor identified in the Annual Report of Blackmores Limited;
- i) the Group Legal Counsel;
- j) a member of the Blackmores' external auditing team identified in the Annual Report of Blackmores Limited; or
- k) any person authorised by the Blackmores Limited Board to receive disclosures about Reportable Conduct

## Blackmores Group 'Speak Up' (Whistleblower Protection) Policy

---

The report will generally be referred to the Company Secretary.

### Whispli

The Blackmores Group 'Speak Up' platform powered by WHISPLI located at ['Speak-Up' Platform](#) ("the Speak Up' WHISPLI Platform") can also be used by Eligible Recipients to confidentially disclose Reportable Conduct.

The report will generally be referred to the Head of Compliance and Company Secretary.

### Head of Compliance

Reports may also be posted in an envelope marked '**CONFIDENTIAL**' to:

Head of Compliance  
Blackmores Limited  
PO Box 1725  
Warriewood NSW 2102.

### External reporting bodies

While Blackmores encourages Eligible Disclosers to use this policy, this policy is not intended to prevent an Eligible Discloser from making a protected disclosure to Blackmores' auditor or its actuary or to the relevant regulators. For example, disclosures can also be made to ASIC, APRA, the Australian Federal Police or, if related to taxation, the ATO.

In limited circumstances Eligible Disclosers may make public interest or emergency disclosures in accordance with the Relevant Legislation.

Eligible Disclosers are encouraged to provide the Company Secretary with copies of any report that they make to external reporting bodies so that Blackmores can conduct its own inquiries into the concerns that have been raised.

Eligible Disclosers may seek legal advice from or be legally represented by a lawyer in relation to their reports.

See Appendix B for a diagram summarising the process.

#### **4. Definitions**

Definitions used in this policy are located throughout this policy and in Appendix C to this policy. The meanings of defined terms are limited to this Policy unless stated otherwise.

#### **5. Process for Handling Reports**

The Company Secretary will be notified of each report submitted through the 'Speak Up' WHISPLI Platform unless the report relates to a member of the Corporate Affairs Team in which case the report will be directed to the Chief People Officer.

Where the Company Secretary is implicated in any Reportable Conduct the report will not be provided to the Company Secretary but will be provided to the Chairman of the Board of Blackmores Limited.

## Blackmores Group 'Speak Up' (Whistleblower Protection) Policy

---

### 6. Timing of the Report

Eligible Disclosers are encouraged to disclose Reportable Conduct as soon as they have reasonable grounds to suspect it has occurred. If Reportable Conduct has taken place in the past, it is not too late to report it because disclosing it may still have a significant impact.

### 7. Whistleblower Support

Blackmores supports Eligible Disclosers, by:

- keeping the Eligible Discloser informed of the progress and outcomes of the inquiry or investigation (subject to any privacy and confidentiality obligations, and as required by law) including any proposed remedial actions;
- endeavouring to resolve any concerns that the Eligible Discloser has regarding the confidentiality of their identity or actual or threatened detrimental treatment because the Eligible Discloser has made, or is considering making, a report under this Policy;
- providing training to its employees, managers and officers about this Policy;
- in Australia, providing access to a confidential support and counselling service, the Employee Assistance Program (EAP) known as Benestar located at [www.benestar.com](http://www.benestar.com) using ID: BLACKMORES TOKEN: BLACKMORES01;
- for outside Australia, providing support arranged by the People and Culture Team for their region.

Where the Eligible Discloser may have been involved in conduct connected with the report of Reportable Conduct, the fact that the Eligible Discloser made a report may, at Blackmores' absolute discretion, be relevant to any remedial or disciplinary action that may be taken because of an inquiry or investigation.

### 8. Whistleblower Protection

- 8.1 While anonymous disclosures may be made under this policy and Relevant Legislation, it can be difficult for Blackmores to review and investigate Reportable Conduct without understanding the role of the Eligible Discloser and being able to contact them for the purposes of obtaining further information when necessary. For this reason, we encourage Eligible Disclosers to agree to disclose their identities when making a report under this Policy if they are comfortable in doing so.
- 8.2 Unless the law permits otherwise, an Eligible Discloser's consent will be obtained before his or her identity is disclosed.
- 8.3 Blackmores will endeavour to not disclose information that is likely to lead to an Eligible Discloser's identification unless he or she has consented to Blackmores disclosing their identity or where the disclosure of that information is reasonably necessary for the purposes of Blackmores investigating the report and Blackmores takes all reasonable steps to reduce the risk that the Eligible Discloser will be identified as a consequence of the disclosure.
- 8.4 Blackmores may be required to reveal the Eligible Discloser's identity in relation to matters which are to be reported to regulators such as the ASIC, APRA, the Tax Commissioner or the Australian Federal Police.
- 8.5 The Eligible Discloser's identity may also be divulged if legal advice or representation is required by Blackmores or where a court or tribunal finds it is necessary in the interests of justice.

## Blackmores Group 'Speak Up' (Whistleblower Protection) Policy

---

- 8.6 Blackmores will endeavour to protect an Eligible Discloser from detrimental treatment (or threats of detrimental treatment) because they have made, are proposing to make, or are able to make, a report of information relating to Reportable Conduct under this policy and in accordance with the Relevant Legislation. Eligible Disclosers must immediately inform the Company Secretary (or if the Company Secretary is involved in the Reportable Conduct, the Chairman of the Board of Blackmores Limited) of any concerns they have about their report.
- 8.7 This Policy summarises the key protections and immunities under Relevant Legislation, however Blackmores encourages all persons to seek independent legal advice. If an Eligible Discloser makes a report of information relating to Reportable Conduct under this policy, they may be eligible for protection under the Relevant Legislation. For example, the Eligible Discloser may have rights to compensation for loss, damage or injury and other remedies if the Eligible Discloser's identity has been disclosed or where they have been subject to detrimental treatment. An Eligible Discloser may also be entitled to certain immunities if they make a report under this Policy or under Relevant Legislation, including:
- not being subject to any civil, criminal or administrative liability for making a report (i.e. except where the Reportable Conduct relates to the Eligible Discloser's conduct);
  - not having any contractual or other remedy or right enforced against the Eligible Discloser on the basis of their report;
  - the report not being admissible in evidence against the Eligible Discloser in criminal proceedings or proceedings for the imposition of a penalty (except in respect of the falsity of the information in the report).
- 8.8 Detrimental treatment includes intimidation, harassment, threats, coercion, action causing injury, loss or damage, discrimination, disadvantage, adverse treatment in relation to an Eligible Discloser's employment, career, profession, trade or business. Blackmores will regard any detrimental treatment of an Eligible Discloser very seriously and may take appropriate action, which could include, in the case of employees, disciplinary action and dismissal. In the case of a contractor, such appropriate actions may include suspension and/or termination of its contract with Blackmores.

### 8. False Reports

Employees who knowingly make a false report of Reportable Conduct may face disciplinary action, including immediate termination in serious cases. In the case of a contractor, actions may include suspension and/or termination of its contract with Blackmores.

The disciplinary action will depend upon the severity, nature and circumstances of the false report.

### 9. Fair Treatment of named employees

Blackmores will endeavour to provide any employee mentioned in an Eligible Discloser's report with an opportunity to respond to the allegations as part of any inquiry or investigation.

Employees who are mentioned in any Eligible Discloser's report may access:

- a) in Australia, the Employee Assistance Program known as Benestar located at [www.benestar.com](http://www.benestar.com) using ID: BLACKMORES TOKEN: BLACKMORES01;
- b) outside Australia, support arranged by the People and Culture Team for their region.

### 10. Investigation

The Head of Compliance, Chief People Officer (if a Corporate Affairs team member is implicated) or Company Secretary (or Chairman if the Company Secretary is implicated) may initially review the report

## Blackmores Group 'Speak Up' (Whistleblower Protection) Policy

---

or may provide the report to another appropriate person within Blackmores, for example, by having regard to the nature of the report.

The person conducting the review will make initial inquiries and will determine at their discretion whether it is appropriate or necessary to conduct further inquiries or whether the concern can be resolved by other appropriate action.

If there is to be further inquiry, that inquiry or investigation may be conducted by a senior manager, or a member of the People and Culture Team or, at the discretion of Blackmores, by an external person. The investigator will not be implicated directly or indirectly in the report and will report to the Head of Compliance, the Company Secretary or the Chief People Officer (or if any of them are implicated, the Company Solicitor on behalf of the Chairman of the Board of Blackmores Limited).

All inquiries and/or investigations will be conducted, as far as practicable, on a confidential basis and in accordance with the Relevant Legislation.

The Audit and Risk Committee will be provided with a quarterly report of all disclosed Reportable Conducts which have been received by Authorised Representatives, via mail and via the 'Speak Up' WHISPLI Platform, and the outcomes.

### **11. Communication**

The Company Secretary (or their delegate), the Chief People Officer (if a Corporate Affairs team member is implicated) or the Chairman of the Blackmores Limited Board (or their delegate) if the Company Secretary is implicated, and the person conducting the inquiry or investigation will to the extent it is reasonable, keep the Eligible Discloser updated on the investigation and any action taken in relation to the Eligible Discloser's report.

### **12. General**

#### **12.1 Review**

Blackmores will periodically review this Policy to check that it is operating effectively, having regard to its objectives and the support it provides to Blackmores Group Code of Conduct and the requirements of applicable laws, and to determine whether any changes are required to the Policy.

#### **12.2 Questions**

Eligible Disclosers are encouraged to speak to the Company Secretary, the Chief People Officer or Head of Compliance if they have any questions regarding their obligations under this Policy.

#### **12.3 No Waiver**

A delay or failure to enforce a provision of this Policy does not constitute a waiver of Blackmores' right/s to do so.

#### **12.4 Local Laws**

This Policy applies to the Blackmore Group, except in locations where there are local laws dealing with this subject matter or as otherwise determined by Blackmores.

#### **12.5 Variations**

Blackmores reserves the right to amend, vary, replace or terminate this Policy at any time in its absolute discretion.



## Blackmores Group 'Speak Up' (Whistleblower Protection) Policy

---

### **12.6 Interpretation**

The headings in this Policy are for reference only and are not intended to limit the meaning or application of the matters stated under the headings.

### **12.7 Policy Location**

The latest version of this Policy can be found on the local Blackmores Group intranets of each market or by contacting a Human Resources Business Partner or another member of the People and Culture Team.

## Blackmores Group 'Speak Up' (Whistleblower Protection) Policy

### APPENDIX A

TYPE OF CONCERN	Who can I speak to?
<p><b>Interpersonal conflict between you and another Employee in the Workplace</b></p> <ul style="list-style-type: none"> <li>- See 'Blackmores Group Grievance Handling Policy'</li> </ul>	<ul style="list-style-type: none"> <li>• Speak to the person directly</li> <li>• Speak to your manager</li> <li>• Speak to your Human Resources Business Partner</li> </ul>
<p><b>Personal Work Related Grievance.</b></p> <p>For example:</p> <ul style="list-style-type: none"> <li>• an interpersonal conflict between you and another Employee;</li> <li>• a decision relating to your engagement, transfer or promotion as an Employee;</li> <li>• a decision relating to your terms and conditions of engagement as an Employee;</li> <li>• a decision to suspend or terminate your engagement as an Employee or otherwise to discipline you as an Employee.</li> </ul> <ul style="list-style-type: none"> <li>- Refer to the 'Blackmores Group Grievance Handling Policy'</li> </ul>	<ul style="list-style-type: none"> <li>• Speak to your manager</li> <li>• Speak to your Human Resources Business Partner</li> </ul>
<p><b>Conduct involving Blackmores or a supplier or a customer which raises issues of illegal conduct or conduct which goes against our PIRLS or our Blackmores Group Code of Conduct.</b></p> <ul style="list-style-type: none"> <li>- Refer to this 'Blackmores Group 'Speak Up' (Whistleblower Protection) Policy'</li> </ul>	<ul style="list-style-type: none"> <li>• Speak to your Manager</li> <li>• Speak to your Human Resources Business Partner</li> <li>• Speak to an Authorised Representative</li> <li>• Contact our 'Speak Up' WHISPLI Platform</li> </ul>

## Blackmores Group 'Speak Up' (Whistleblower Protection) Policy

### APPENDIX B



'Reportable Conduct' includes misconduct, or an improper state of affairs or circumstances relating to Blackmores. For example :

- theft, fraud, money laundering or misappropriation;
- a serious breach of Blackmores Group Code of Conduct;
- offering or accepting a bribe;
- Improper or illegal use of Blackmores funds or resources;
- damage, sabotage, violence;
- illegal drug or alcohol sale/use;
- environmental damage;
- risks to the health and safety of workers;
- unethical conduct;
- recrimination against someone because they participated in an investigation or review;
- victimising someone for speaking up about Reportable Conduct.

#### EXCLUDES 'Personal Work Related Grievances'

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

## Blackmores Group 'Speak Up' (Whistleblower Protection) Policy

---

### APPENDIX C

#### Definitions and Interpretation

In this policy references to:

'ASIC' means Australian Securities and Investments Commission,

'APRA', means Australian Prudential Regulatory Authority

'ATO' means Australian Taxation Office.

'Blackmores' or the 'Blackmores Group' means Blackmores Limited and each of its related companies or entities, both current and in the future comprising 'the Blackmores Group'. Where used in this policy, a reference to 'Blackmores' or 'the Blackmores Group' may be to all companies or entities in the Blackmores Group or any one or more of the companies or entities as may be applicable in the context.

'Chief People Officer' means the Chief People officer of Blackmores Limited or their delegate.

'Company Secretary' means the Company Secretary of Blackmores Limited or their delegate.

'Head of Compliance' means the Head of Compliance for Blackmores Limited.

'Head of Business Assurance and Improvement' means the Head of Business Assurance and Improvement of Blackmores Limited within the Corporate Affairs Team;

'Speak Up' WHISPLI Platform' means the Blackmores Group 'Speak Up' platform powered by WHISPLI located at ['Speak-Up' Platform](#)

'Relevant Legislation' means the Corporations Act 2001, the Australian Securities and Investments Commission Act 2001, the Banking Act 1959, the Financial Sector (Collection of Data) Act 2001, the Insurance Act 1973, the Life Insurance Act 1995, the National Consumer Credit Protection Act 2009, the Superannuation Industry (Supervision) Act 1993, Competition and Consumer Act 2010, the Taxation Administration Act 1953, other tax laws administered by the Federal Commissioner of Taxation, any other Commonwealth law that is punishable by imprisonment for a period of 12 months or more, and regulations under or instruments referred to in these Acts