



THE MITOLO GROUP

This Policy covers the entities and employees, including but not limited to the Mitolo Group, Maranello Trading, Mitolo Vineyards, Mitolo Hillston Trading and Mitolo Management

Whistleblower Protection Policy

Definitions

For the purpose of this policy the following terms apply:

- A. “Eligible Whistleblower” refers to an individual who is, or has been, an officer, auditor, employee, supplier, employee of a supplier, or a relative or dependent of any of these.
- B. “EMT” refers to A member of the Executive Management Team being any of the Chief Financial Officer, Chief Operations Officer, Sales and Marketing Manager, Group Human Resource Manager, General Manager Farms, Senior Sales Trader, Managing Director or Farm Director
- C. “Disclosable Matter” means any misconduct or improper state of affairs including any conduct on the part of Mitolo or any related corporation of Mitolo or any officer or employee that is:
 - dishonest
 - fraudulent
 - corrupt
 - a breach of contravention of:
 - 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, or the Superannuation Industry (Supervision) Act 1993;
 - An offence under any other Commonwealth Law that is punishable by imprisonment for a period of 12 months’ or more;
 - a danger, or represents a danger, to the public; or
 - misconduct or improper relating to Mitolo’s tax affairs.
- D. “Whistleblower Officer” refers to the Group Human Resource Manager.

Purpose and Scope

This policy (**Whistleblower Policy**) sets out the Mitolo Group’s (**Mitolo**) requirements and procedures relating to disclosures about misconduct or an improper state of affairs (as described below) by whistleblowers and is intended to be compliant with the whistleblower provisions in the *Corporations Act 2001* (Cth) and the *Taxation Administration Act 1953* (Cth).

Mitolo is committed to providing a culture where individuals are encouraged to and have a safe and supportive environment in which they can report improper conduct.

All employees of Mitolo must familiarise themselves with and ensure compliance with this policy and any amendments. Failure to do so may result in disciplinary action. This policy does not form part of any contract of employment.

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Grievance in the Workplace Policy



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References

Part 9.4AAA of the *Corporations Act 2001* (Cth)

Part IVD of the *Taxation Administration Act 1953* (Cth)

Policy

Making a disclosure

Any Eligible Whistleblower who has reasonable grounds to suspect that that any Disclosable Matter has occurred or exists is encouraged to report that matter to the Whistleblower Officer. Alternatively, it may be reported to a member of the EMT or Mitolo's auditor (or audit team member) or actuary.

A person making a report or disclosure in accordance with this Whistleblower Policy (**Protected Disclosure**) will be entitled to and provided with the protections detailed below.

Disclosures can be made verbally or in writing. You are encouraged to report the matter as soon as practical after you become aware of it.

When making a disclosure, you should provide as much information as possible. Information such as dates, times, locations, individuals involved, other witnesses, physical evidence (e.g. documents, images) and any other general information that may be helpful to assist in determining the appropriate steps to take.

A disclosure can be made anonymously. However, it may be more difficult to communicate with you and to investigate and address the matters raised if you do not provide your identity when making the disclosure.

What protections will be available to me if I make a disclosure?

Confidentiality

The Whistleblower Officer (or other person to whom you have made a Protected Disclosure under this policy) must not disclose to any other person any information which identifies you (or any information which would be likely to identify you) except:

- if you give your consent;
- to the Australian Securities and Investments Commission (**ASIC**), Australian Prudential Regulation Authority (**APRA**) or the Australian Federal Police (**AFP**) or in the case of taxation matters the Australian Tax Office (**ATO**); or
- to a lawyer in order to obtain legal advice about how to deal with the matters raised;
- the disclosure is reasonably necessary for the purposes of investigating the matters, in which case all reasonable steps will be taken to minimise the risk that you will be identified as a result of the disclosure;
- as required by law.



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Detrimental Conduct prohibited

A person who makes a Protected Disclosure in accordance with this policy or who is involved in an investigation about a disclosure must not be subjected to any form of actual or threatened detrimental conduct as a result of the making of a Protected Disclosure.

Detrimental conduct includes dismissal, injury of an employee in their employment, adverse alteration to a position or duties, discrimination, harassment or intimidation, any form of injury or harm including psychological harm, any form of damage including damage to property, reputation business or financial affairs.

Mitolo will treat any detrimental conduct with the utmost seriousness, will take all reasonable steps to prevent detrimental conduct and will take appropriate remedial or disciplinary action where such conduct is identified.

Procedure

Reporting of work-place grievances not covered

Except as noted below reports about personal work-related grievances are not covered by this policy and are not Protected Disclosures. A personal work-related grievance is a grievance about any matter relating to a person's employment, or former employment. Examples of personal work-related grievances include:

- interpersonal conflict with another employee;
- decisions relating to the engagement, transfer or promotion of a person;
- decisions relating to a person's terms and conditions of engagement;
- decisions to suspend or terminate the engagement of a person, or to discipline a person.

Where a personal work-related grievance relates to detrimental conduct against an Eligible Whistleblower it will be a Protected Disclosure and covered by this policy.

What will Mitolo do if a disclosure is made?

The Whistleblower Officer (or where appropriate other person to whom a disclosure is made under this policy) will undertake a preliminary review of the disclosure to determine whether the matters raised in the disclosure are covered by this policy, whether they should be investigated and the form of the investigation. You will be advised of the outcome of this preliminary review unless you made the disclosure anonymously.

Investigations will follow a fair process, be conducted in as timely manner as the circumstances allow and be independent of the person(s) about whom the disclosure is made. Where appropriate this may involve engaging external parties to conduct or assist with the investigation. Where appropriate you will be given feedback about the progress and expected timeframes of the investigation (unless you made the disclosure anonymously). So far as reasonably practicable investigations will be conducted confidentially. Persons about whom a disclosure has been made will ordinarily be informed of the matters disclosed and given an opportunity to respond.



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Possible outcomes resulting from a disclosure and any investigation include:

- the matter raised in the disclosure is substantiated and remedial steps implemented;
- the matter raised in the disclosure is resolved after speaking to one or more parties;
- the matter raised in the disclosure is recorded and monitored going forward;
- the matter is referred to ASIC, APRA, the AFP or ATO; or
- a combination of the above.

Legal advice may be sought about how to deal with matters disclosed and associated investigations and findings.

How can I escalate a matter?

You may escalate your concern directly to any member of the EMT, or the Chairperson of the Board if you consider that:

- the matters disclosed have not been adequately dealt with; or
- this policy has not been followed.

The EMT or Chairperson will then consider whether further action should be taken.

Reporting to regulators

Nothing in this Policy is intended to restrict you from disclosing Disclosable Matters, providing information to, or communicating with any applicable government agency or law enforcement body. You may make a disclosure to ASIC or, in relation to taxation matters the ATO.

Reasonable basis for making the disclosure

When making a disclosure, you will be expected to have reasonable grounds to suspect the information you are disclosing is true. If so, you will be entitled to the protections identified in this policy even if the information turns out to be incorrect. However, you must not make a report which you know is not true or is misleading.

Breach of policy

Breach of this policy may be regarded as misconduct, which may lead to disciplinary action (including termination of employment or engagement). An individual may also be exposed to criminal or civil liability for a breach of relevant legislation.

Availability of this policy

All employees will be notified of this policy and how it can be accessed upon implementation or, in the case of new employees, during their induction. It will be made available on Mitolo's web-site.



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Roles & Responsibilities

Group Human Resource Manager (Whistleblower Officer)

- Identify, assess and inquire into Whistleblower report
- Conduct an investigation into the Whistleblower disclosure
- Communicate with the Whistleblower throughout the inquiries and inform them of their rights and protection under the law
- Liaise with regulators and industry stakeholders on Whistleblower handling and the Whistleblower protections

EMT

- Assist in the formal Whistleblower process
- Conduct an investigation into the Disclosure or delegate an appropriate manager representative to do so
- Implement remedial or corrective action, and where appropriate disciplinary action
- Report Disclosures directly to the Responsible Officer

Senior Manager/Manager

- Be aware of and adhere to Whistleblower Protection
- Report Whistleblower Disclosure directly to the Responsible Officer or Human Resource Manager
- Assist where required with investigations

Employee

- Be aware and comply with the Whistleblower Policy
- Report any Disclosure to the appropriate manager
- Comply with all confidential requirements/procedures

Review of Policy

This policy will be reviewed by the Responsible Officer and/or Group Human Resource Manager and/or Senior Managers and Managers and/or employee representative.

This review will include analysing possible improvements to assist in educating all employees on the Policy.

Dissemination of Policy

Employees will be notified of all company policies during the Induction Process. All employees will have access to policies through request to their Manager at a central location point. All employees will be notified of any changes to policies through company procedure.

Frank Mitolo
Managing Director

Date 30/10/19

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