



Whistleblower Policy

1 Introduction

Agrimin Limited (“**the Company**”) is committed to ensuring that its employees and business partners can raise concerns regarding bribery, corruption or other “Improper Conduct” (defined below) without being subjected to victimisation, harassment or discriminatory treatment, and to have such concerns properly investigated.

The purpose of this Policy is to:

1. promote the importance of detecting Improper Conduct;
2. encourage the reporting of Improper Conduct and any other matters that may cause financial or non-financial loss or damage to the Company’s reputation;
3. provide a disclosure line which can be used for the reporting of Improper Conduct; and
4. help to protect people who report Improper Conduct in good faith from discrimination, harassment and retaliation.

Whistleblowing is not about airing grievances. It is about reporting real or perceived Improper Conduct. A report may damage the career or reputation of the person who is the subject of an allegation. Therefore, if a report is not made in good faith or the report is found to be malicious, deliberately misleading or frivolous, the person responsible for making the report may be subject to disciplinary action.

The Company is committed to promoting a culture of ethical behaviour. The Company will ensure that protection is offered to anyone who reports concerns in good faith in accordance with this Policy.

This Policy is intended to supplement all applicable laws, rules and other corporate policies including, without limitation, the Company’s Code of Conduct.

2 Scope

This Policy applies to, with respect to the Company and each of its wholly owned subsidiaries Company (“**the Agrimin Group**”), all of the Agrimin Group’s:

1. directors, employees (whether permanent, fixed-term, casual or temporary) and contract staff (together, Employees); and
2. agents and distributors (together, Agents).

If a consultant, vendor, service provider or supplier (each, a Business Associate), acting in good faith, believes that the Agrimin Group or any of its Employees or Agents has engaged in Improper Conduct, the Business Associate should report the matter to the Agrimin Group’s General Counsel.

3 Definitions

In this Policy:

1. **Compliance Committee** consists of:
 - a. members appointed to a committee from time to time by the Agrimin Board of Director's; or
 - b. in the absence of a committee, members of the Agrimin Board of Director's.
2. **Detrimental Treatment** includes dismissal, disciplinary action, threats or other unfavourable treatment.
3. **Disclosure** means any good faith communication that discloses information that may evidence Improper Conduct.
4. **Disclosure Officer** means Agrimin Group's Company Secretary.
5. **Improper Conduct** means conduct by a person or persons connected with the Agrimin Group which, in the view of a Whistleblower, acting in good faith:
 - a. amounts to bribery or some other form of corrupt activity;
 - b. is fraudulent;
 - c. is illegal (including theft, drug sale/use, violence or threatened violence, and criminal damage against property);
 - d. is unethical;
 - e. amounts to a material misappropriation or misuse of the Agrimin Group's resources;
 - f. involves a substantial risk to safety, health, the environment or the community; or
 - g. is in breach of any of the Agrimin Group's policies including, without limitation, the Agrimin Group's Code of Conduct.
6. **Whistleblower** means a person who makes, or attempts to make, a report in connection with Improper Conduct.

4 Reporting

Responsibility to report

The Company will not tolerate Improper Conduct. All Employees and Agents have a responsibility to report Improper Conduct by making a Disclosure in accordance with this Policy. Whilst the Company encourages matters of concern be raised directly with an Agrimin Manager, the Company recognises that Employees and Agents may not feel comfortable making a Disclosure to an Agrimin Manager and that they might wish to report a matter anonymously.

Disclosures can be made to the Disclosure Line by telephone, by email or by mail to the number/address set out below:

Name: Alec Pismiris
Position: Director & Company Secretary
Address: 2C Loch Street, Nedlands WA 6009
Tel: +61 8 9389 5363
Mob: +61 402 212 532
Email: apismiris@agrimin.com.au

What happens when I contact the Disclosure Line?

When you contact the Disclosure Line, a record of your call will be made together with a copy of all of the relevant data provided by you. The Disclosure Officer will endeavour to obtain sufficient

information to conduct an investigation. You will have the option of either identifying yourself or remaining anonymous.

5 Protection

An Employee who wishes to raise a concern or report regarding Improper Conduct may be worried about possible repercussions. The Company encourages openness and will support anyone who raises genuine concerns in good faith under this Policy, even if they turn out to be mistaken.

The Agrimin Group is committed to ensuring that no one suffers Detrimental Treatment as a result of their refusal to take part in conduct that may amount to Improper Conduct, or their actions in reporting Improper Conduct.

If a Whistleblower suffers Detrimental Treatment in the circumstances described in the paragraph 5, he or she must inform his or her Manager immediately. If the matter is not remedied promptly by the Agrimin Manager, the Whistleblower should raise the matter with a member of the Compliance Committee.

6 Investigation of Disclosures

All Disclosures are taken seriously and are subject to investigation.

The Agrimin Group will investigate all Disclosures made under this Policy as soon as possible after the matter has been reported. The investigation will be conducted in a timely, thorough, confidential and fair manner.

Where necessary and following the approval of the Compliance Committee, an independent external investigator may be appointed.

Any investigations and proceedings arising from this Policy must follow the proper processes of the Agrimin Group. If, after the completion of the investigation, the person who conducted the investigation determines that improper conduct has occurred, that person will make recommendations to the Manager of the person or persons involved in the improper conduct and must communicate those recommendations to the Compliance Committee.

7 Confidentiality

The identity of the Whistleblower (where known to the Agrimin Group), the fact that the Whistleblower has made a Disclosure and the contents of the Disclosure will be kept confidential and no details of the Whistleblower's participation in this process will be included in his or her personnel file or performance review.

The Disclosure will not be disclosed to anyone except those who need to know for the purpose of investigating the matters referred to in the Disclosure.

8 Communication

As a general rule, Whistleblowers will be informed of the results of an investigation as soon as possible after the concern is resolved or acted upon. However, in some circumstances, privacy, confidentiality or other legal constraints may limit the feedback that can be provided to the Whistleblower.