

Whistleblower Policy

(Global)

INTRODUCTION

Accolade Wines is committed to a culture of good commercial practice and highly ethical behaviour. We are committed to conducting our business with honesty and integrity, and we expect all staff to maintain high standards. However, all organisations face the risk of things going wrong from time to time, or of unknowingly harbouring illegal or unethical conduct. A culture of openness and accountability is essential in order to prevent such situations occurring and to address them when they do occur.

This policy complements the Grievance Policy (UK) and the Code of Business Conduct & Ethics (Global) and deals with issues relating to employees (or others) who wish to report concerns about whether Accolade Wines or its employees have complied with applicable laws and other relevant standards, and provide a confidential means in which to do so.

1.0 Purpose

The purpose of this policy is to:

- (a) encourage employees to disclose any malpractice, misconduct or conflicts of interest of which they become aware with the option of confidentiality;
- (b) provide guidance as to how such disclosures can be made;
- (c) provide support and protection for employees who disclose allegations of malpractice, misconduct or conflicts of interest; and
- (d) indicate when and how such disclosures will be investigated.

Employees are encouraged to discuss all types of unacceptable behaviour with their managers but it is realised that there are some situations in which employees may wish to remain anonymous or bring to attention that action is not being taken by their manager.

2.0 Scope

This policy applies to all Accolade Wines employees and officers globally. Other persons (such as ex-employees, a relative or dependent of an employee, contractors, suppliers, growers, and shareholders even if that third party is not in a current relationship with Accolade Wines) may also use the procedures in this policy as permitted under the relevant legislation.

This policy can be found on Accolade Wines' website; the policy portal on the Accolade Wines' intranet page; or by contacting your local HR representative.

3.0 Policy

3.1 Whistleblower protection

- (a) This policy is designed to give guidance so that honesty and integrity are maintained at all times at Accolade Wines.

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- (b) To the maximum extent practicable, a person who genuinely discloses an allegation or concern about compliance with laws or other standards of behaviour (a **whistleblower**) will be protected from any adverse action (such as dismissal, demotion, suspension, harassment, or other forms of discrimination) because they have raised such allegations. Subject to this policy, a whistleblower is protected, even if the allegations prove to be incorrect or unsubstantiated.
- (c) Employees who participate, or assist in, an investigation will also be protected. Every effort will be made to protect the anonymity of the whistleblower, however, there may be situations where anonymity cannot be guaranteed and in such situations, the whistleblower will be informed and all situations will be managed in accordance with relevant legislation.

3.2 Reportable conduct

- (a) This policy and whistleblowing protection laws do not apply to complaints relating to your own personal circumstances at work, such as the way you have been treated at work. In those cases you should use the Grievance Policy (UK) and in Australia please refer to your HR Business Partner. Such disclosures may be protected under other employment legislation in your region. Examples of personal work-related grievances not covered by this policy include:
 - i. an interpersonal conflict between you and another employee;
 - ii. a decision that does not involve a breach of workplace laws;
 - iii. a decision about your engagement (including the terms and conditions), transfer, promotion, discipline, suspension or termination
- (b) The policy applies to “disclosable conduct”, which is information a whistleblower has reasonable grounds to suspect wrongdoing or danger at work which includes:
 - i. misconduct, or an improper state of affairs or circumstances in relation to Accolade Wines (such conduct may not always involve a contravention of a particular law); or
 - ii. that Accolade Wines has engaged in conduct that constitutes an offence against, or a contradiction of the law; or
 - iii. actions of Accolade Wines which represent a danger to the public or the financial system, even if it does not involve a breach of a particular law.
- (c) Below are some examples of conduct which may be the subject of disclosure:
 - i. dishonesty
 - ii. fraud
 - iii. corruption
 - iv. illegal activities (including theft, drug sale/use, violence, threatened violence or criminal damage against Accolade Wines’ assets/property)
 - v. discrimination, vilification, sexual harassment, harassment, bullying and victimisation;
 - vi. acts or omissions in breach of commonwealth or state legislation or local authority by-laws;

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- vii. unethical behaviour;
 - viii. other serious improper conduct (including gross misconduct, serious and substantial waste of Accolade Wines' resources, or repeated breaches of administrative procedures);
 - ix. unsafe work-practices;
 - x. danger to the environment;
 - xi. any other conduct which may cause financial or non-financial loss to Accolade Wines or be otherwise detrimental to the interests or reputation of Accolade Wines, or any of its employees;
 - xii. the deliberate concealment of information tending to show any of the matter listed above; or
 - xiii. engaging in or threatening to engage in detrimental conduct against a person who has made a disclosure or is believed or suspected to have made, or be planning to make, a disclosure.
- (d) The above-mentioned conduct in sub-paragraph (b) and examples in sub-paragraph (c) are not intended to limit the range of misconduct that may be reported by a whistleblower. Rather, they are listed to make clear that the above conduct is clearly within the scope of this policy.

4.0 Protection of whistleblower

4.1 When the policy will operate

This policy protects the whistleblower against any reprisals, provided that the disclosure is submitted in accordance with the relevant legislation. This includes where a whistleblower had disclosed information directly to a person identified under section 6 of this policy; to a prescribed regulatory authority; a legal practitioner for the purposes of obtaining legal advice or legal representation about whistleblowing; or any other disclosures covered by law.

4.2 No reprisals

- (a) Accolade Wines will not take any adverse action (for example, dismissal; alteration of position at a disadvantage; discrimination; or harassment) against a whistleblower because they have made a disclosure which meets the above-mentioned conditions.
- (b) Any reprisals against a whistleblower are a serious breach of this policy and may result in disciplinary action, including dismissal. This protection also applies to anyone providing information relating to an investigation pursuant to this policy.
- (c) An eligible whistleblower is protected from civil; criminal; and administrative liability in relation to their disclosure, however they are not granted immunity for any misconduct they may have engaged in that is revealed in their disclosure or the investigation.
- (d) Accolade Wines may take action that is reasonable for the purpose of protecting a whistleblower from detriment (e.g moving a whistleblower who has made a disclosure about their immediate work area to another office to prevent them from detriment).

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- (e) Whistleblowers, as do all employees, have access to Accolade Wines' employee assistance programme, details of which can be found on the intranet.

4.3 Remedies

- (a) Should a whistleblower believe they have suffered detriment, they may lodge a complaint with the Head of Legal or Director, People and Communications.
- (b) In Australia, a whistleblower (or a person who suffers damage) is entitled to make a claim for civil penalties under the Corporation Act if they are victimised in relation to disclosable conduct reported and suffer loss, damage or injury because of a disclosure.
- (c) Victims of detrimental conduct are protected from an award of costs in court proceedings in Australia, unless the action is brought without reasonable cause and/or is vexatious.

5.0 Confidentiality

- (a) Accolade Wines recognises that maintaining appropriate confidentiality is crucial in ensuring that potential whistleblowers come forward and make disclosures in an open and timely manner and without fear of reprisals being made against them.
- (b) There is no requirement for a whistleblower to provide their name when making a protected disclosure; over the course of the investigation and after the investigation is finalised. A whistleblower can refuse to answer questions they believe could reveal their identity at any time, including during follow-up conversations.
- (c) Confidentiality is extended to all whistleblowers, however in Australia the whistleblower is further protected under the Corporations Act.
- (d) Should the whistleblower provide their identity, Accolade Wines will take all reasonable steps to protect the identity of the whistleblower and will adhere to any statutory requirements in respect of the confidentiality of disclosures made. The simplest way to remain anonymous is to use the Clearview Services outlined in section 6 of this policy. A whistleblower may wish to adopt a pseudonym for the purpose of their disclosure.
- (e) In appropriate cases, disclosure of the identity of the whistleblower, or the allegation made by them, may be unavoidable, such as if court proceedings result from a disclosure pursuant to this policy.
- (f) It is illegal in Australia for a person to identify a discloser, or disclose information that is likely to lead to the identification of the discloser. Should a whistleblower (regardless of jurisdiction) become aware of a breach of confidentiality, it should

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immediately notify the Head of Legal and/or, if they wish to, they may also lodge a complaint with the relevant regulator for investigation.

- (g) The following are measures Accolade Wines may undertake to protection the confidentiality of a whistleblower's identity:
- i. all personal information or reference to the whistleblower witnessing an event will be redacted;
 - ii. the whistleblower will be referred to in a gender-neutral context;
 - iii. where possible, the whistleblower will be contacted to help identify certain aspects of their disclosure that could inadvertently identify them;
 - iv. disclosures will be handled and investigated by qualified staff; and
 - v. all paper and electronic documents and other materials relating to disclosures will be stored securely

6.0 Reporting procedures

- (a) Any person who has reasonable grounds to suspect that a breach of a law or other standard of behaviour has occurred, is encouraged to report that suspicion to an ELT member or senior leadership team member. If this is considered inappropriate, he or she should raise the concern directly with the Head of Legal or Director - People and Communications, by phone or email, or in writing. Any items of concern may also be raised through our external and confidential reporting service – Clearview Services. A report to Clearview Services can be done:
- i. via their website – www.clearviewconnects.com
 - ii. via the global, toll-free hotline – please see Appendix A for contact details.
- (b) Whistleblowers should provide as much detail as they are able in order to allow for a reasonable investigation to be conducted. If the whistleblower discloses his or her name, the person receiving the disclosure will acknowledge having received the disclosure and may initiate a follow-up meeting. However, if the disclosure is submitted on an anonymous basis, there will be no follow-up meeting regarding the disclosure and Accolade Wines will be unable to communicate with the whistleblower if more information is required, or if the matter is to be referred to external parties for further investigation.

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- (c) Please remember that all disclosures received will be dealt with on a confidential basis and whistleblowers are encouraged to disclose their identities, to obtain the protection afforded to them at law.
- (d) Whilst it is encouraged to use the above reporting procedure in the first instance, disclosable conduct can also be reported to:
 - i. any statutory director or secretary of an Accolade Wines entity;
 - ii. Accolade Wines' internal or external auditor or actuary; or
 - iii. any whistleblowing regulatory body as prescribed by local legislation.
- (e) Any person can make a disclosure to their personal legal practitioner for the purposes of obtaining legal advice or legal representation in relation to whistleblowing legislation.
- (f) A whistleblower may make a disclosure to a journalist or parliamentarian under certain circumstances and qualify for protection. The disclosure must have first been disclosed to the relevant regulator and:
 - i. in the case of public interest disclosures, at least 90 days must have passed since disclosing to the regulator; and you have reasonable grounds to believe that action has not been taken; and that further disclosure is in the public interest;
 - ii. in the case of emergency disclosures, have reasonable grounds to believe that the information concerns a substantial and imminent danger to the health or safety of one or more person or to the natural environment. The extent of the information disclosed, must only be to the extent necessary to inform the journalist or parliamentarian of the danger.

In both cases the whistleblower must notify the regulator body in writing prior to making the disclosure. It is important that the discloser understand the criteria for making a public interest or emergency disclosure.

7.0 Procedures following disclosure

- (a) Once a disclosure has been received from a whistleblower, Accolade Wines will assess the disclosure to determine whether it (i) qualifies for protection; and (ii) consider the most appropriate action, this might include an investigation of the alleged conduct.
- (b) Any investigation in relation to a disclosure will be conducted promptly and fairly, with due regard for the nature of the allegation and the rights of the persons involved in the investigation.

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- (c) The investigation will be carried out by the Head of Legal or the Director, People and Communications (whoever is more relevant to the disclosure). If there is a conflict with the investigator, the matter will be handled by the Executive Chairman. Investigations may, in some cases, be undertaken in conjunction with other departments, including the Legal Department.
- (d) Any evidence gathered during an investigation, including any materials, documents or records, must be held by the investigator, and held securely. During the investigation, the investigator will have access to all of the relevant materials, documents, and records. The directors, officers, employees and agents of Accolade Wines must cooperate fully with the investigator.
- (e) Should the results of the investigation show that an incident has occurred that is covered by this policy, appropriate actions will be taken.

8.0 Communications to the whistleblower

Accolade Wines will ensure that, provided the disclosure was not made anonymously, the whistleblower is kept informed of the outcome(s) of the investigation of his or her allegations, subject to the considerations of privacy of those against whom allegations are made and any other legal obligations on Accolade Wines.

9.0 Further advice

In the event that any additional guidance and/or further interpretation of this policy is required, please contact the Legal Department.



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Appendix A – Clearview Connects Phone Contact Details

Australia	1300 849 145	Chile	044 2045017
USA & Canada	1 877 455 8093	Hong Kong	800 966 034
South Africa	087 2325457	New Zealand	0800 527514
China	0 400 120 4014	South Korea	070 4784 4338
Singapore	1800 492 2394	Bulgaria (Sofia)	02 434 4831
Netherlands	085 0644111	Japan	0800 222 1150
Germany	0800 181 5367	Russia	8 800 100 6927
Denmark	78 74 58 40	Sweden	010 8848541
Poland	0 0 800 141 0098	Czech Republic	800 144 327