



# Whistleblower and Improper Conduct Policy and Procedure

**Noumi Limited**  
**ACN 002 814 235**

<b>Version</b>	<b>Document #</b>	<b>Document Owner</b>	<b>Approved By</b>	<b>Date Approved</b>	<b>Review Date</b>	<b>Distribution</b>
1.3	POL_LG_001	Group General Counsel & Company Secretary	The Board	28/03/2024	28/03/2026	External

## Table of Contents

Whistleblower and Improper Conduct Policy and Procedure .....	3
1. Introduction.....	3
2. Board approval.....	3
3. Purpose .....	3
4. Who is a whistleblower?.....	3
5. What is a Disclosable Matter? .....	4
6. Who to make a report to? .....	5
7. How to report a Disclosable Matter .....	7
8. How to make an anonymous report of a Disclosable Matter.....	7
9. How Eligible Whistleblowers are protected .....	7
10. How Eligible Whistleblowers are supported and protected.....	9
11. Handling and investigation of reports of Disclosable Matters.....	10
12. Fair treatment of those mentioned in a report of a Disclosable Matter.....	12
13. Accessibility .....	12
14. Definitions .....	12
15. Resources .....	13

## Whistleblower and Improper Conduct Policy and Procedure

### 1. Introduction

At Noumi we are proud of our history, products, brands and people. We strive to make every aspect of our business better as we “Imagine a Healthier Tomorrow”. We work together with our employees, customers, suppliers, partners and shareholders to protect and uphold our reputation as an ethical and responsible corporate citizen who is focused on the sustainability and longevity of our business. We are committed to ensuring our practices are ethical, legal, straight forward and open and this Policy is an important element to detecting any conduct that may fall short of these goals.

Noumi has developed this Policy to provide protection to Eligible Whistleblowers (as defined in Section 4 below) in accordance with the relevant legal requirements and current best practices.

### 2. Board approval

This Policy is effective from 11 May 2022 and cannot be amended without approval of the Noumi Board. This policy will be periodically reviewed by the Board to check that it is operating effectively and whether any changes are required.

### 3. Purpose

Noumi is committed to transparency and to providing an environment in which people feel free to raise any legitimate concerns about the company’s practices and operations. Noumi is committed to providing protections and measures so that those persons who report a concern may do so confidentially and without fear of intimidation, disadvantage, or reprisal. The purpose of this policy is to.

- (1) encourage anyone who is aware of possible wrongdoing to speak up;
- (2) ensure that those who disclose wrongdoing can do so safely, securely and with confidence that their identity will not be disclosed, and they will be protected and supported;
- (3) ensure disclosures are dealt with appropriately and on a timely basis;
- (4) provide transparency around handling and investigating disclosures;
- (5) support Noumi’s values, code of conduct and ethics policies;
- (6) support Noumi’s long-term sustainability and reputation; and
- (7) meet Noumi’s legal and regulatory obligations.

### 4. Who is a whistleblower?

This policy applies to a whistleblower, who is someone who reports or reveals a Disclosable Matter (as defined in paragraph 5 below) and to whom legal protections are available. A whistleblower can be anyone who is a current or former:

- (1) officer or employee of Noumi;
- (2) supplier to Noumi, including suppliers’ employees or contractors or consultants;
- (3) associate of Noumi; or
- (4) relative, dependent or spouse of current and former officers, employee, contractor, consultants, service provider, supplier and business partner of Noumi.

(collectively **Eligible Whistleblower**)

## 5. What is a Disclosable Matter?

### 5.1 What is a Disclosable Matter?

- (1) As an Eligible Whistleblower, you may report information where you have Reasonable Grounds to Suspect Misconduct, or an Improper State of Affairs or Circumstances as defined in paragraph 14 below (which are collectively **Disclosable Matters**).
- (2) Types of Disclosable Matters are identified in paragraph 14 below and may include:
  - a. illegal conduct, such as theft, dealing in or use of illicit drugs, violence or threatened violence, and criminal damage against property;
  - b. fraud, money laundering or misappropriation of funds;
  - c. offering or accepting a bribe;
  - d. financial irregularities;
  - e. failure to comply with, or breach of, legal or regulatory requirements; and
  - f. 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.

5.2 A Disclosable Matter does not need to involve a breach of the law. For example, it can include information that indicates a significant risk to public safety.

### 5.3 What does not constitute a Disclosable Matter? Personal Work-related Grievances

- (1) Information relating to 'personal work-related grievances' does not constitute a Disclosable Matter and does not qualify for legal protections (unless an exception applies as listed in paragraph 5.4 below).
- (2) Personal work-related grievances relate to your current or former employment and have, or tend to have, implications for you personally, but do not:
  - a. have any other significant implications for Noumi; or
  - b. relate to any conduct, or alleged conduct, about a disclosable matter.
- (3) Examples of personal work-related grievances include:
  - a. an interpersonal conflict between you and another employee;
  - b. decisions that do not involve a breach of workplace laws;
  - c. decisions about your employment or engagement, transfer or promotion;
  - d. decisions about your terms and conditions of employment or engagement; or
  - e. decisions to suspend, terminate or otherwise discipline you.
- (4) If you have a work-related grievance that is not covered by the legal protections for whistleblowers, we still encourage you to speak up and report it to your manager or to the Chief People & Culture Officer.

### 5.4 Exceptions to paragraph 5.3 above

Despite the above, personal work-related grievances may still constitute a Disclosable Matter and qualify for whistleblower protection if:

- (1) it includes information about Misconduct, or information about Misconduct includes or is accompanied by a personal work-related grievance;
- (2) Noumi has breached employment or other laws, engaged in conduct that represents a danger to the public or the disclosure relates to information that suggests Misconduct beyond your personal circumstances;
- (3) you suffer from or are threatened with detriment for making a disclosure; or
- (4) you seek legal advice or legal representation about whistleblower protections.

#### 5.5 Note

- (1) You can raise personal work-related grievances and other issues to the Noumi's Chief People and Culture Officer.
- (2) If you are unsure whether you have a Disclosable Matter, you should contact Noumi's Chief People and Culture Officer or obtain independent legal advice.

### 6. Who to make a report to?

Eligible Whistleblowers (as defined in paragraph 4 above) can report a Disclosable Matter to any of the following people and channels (collectively **Eligible Recipient**) and will be entitled to legal protections (regardless of which Eligible Recipient you decide to report to).

#### (1) Noumi's

Noumi would prefer that you make disclosures internally to either the Group General Counsel & Company Secretary or the Chief People & Culture Officer to ensure appropriate escalation and timely investigation of complaints.

Although Noumi would prefer that all disclosures be made to the Group General Counsel & Company Secretary or the Chief People & Culture Officer, you can also make disclosures internally to a Noumi:

- a. company officer (e.g. Chief Executive Officer, Chief Operating Officer or Chief Financial Officer);
- b. board member;
- c. senior manager who (1) makes or participates in making decisions that affect the whole, or a substantial part, of the business of Noumi or (2) has the capacity to significantly affect Noumi's financial standing (e.g. Chief Executive Officer, Chief Operating Officer or Chief Financial Officer);
- d. internal or external auditor; or
- e. anonymously through the online whistleblower platform (see paragraph 7 below).

#### (2) Government Body

You can also make disclosures to ASIC, APRA or another Commonwealth body prescribed by regulation. More information about how you can make a disclosure outside the company and qualify for protection is available online (see section 15 of this Policy, below).

#### (3) External

You can also make disclosures to external recipients such as a journalist or parliamentarian under certain circumstances and still qualify for protection. These

disclosures are known as 'Public Interest Disclosures' or 'Emergency Disclosures'.

(4) Public Interest Disclosures

This type of disclosure can be made to a journalist or parliamentarian where:

- a. at least 90 days have passed since you made the disclosure to ASIC, APRA or another Commonwealth body prescribed by regulation;
- b. you do not have reasonable grounds to believe that action is being, or has been taken, in relation to your disclosure;
- c. you have reasonable grounds to believe that making a further disclosure of the information is in the public's interest; and
- d. before making the public interest disclosure, you provided written notice to the body to which the previous disclosure was made and the notice:
  - includes enough information to identify the previous disclosure; and
  - states that you intend to make a public interest disclosure.

(5) Emergency Disclosures

This type of disclosure can be made where:

- a. you have previously made a disclosure of the information to ASIC, APRA or another Commonwealth body prescribed by regulation;
- b. you have reasonable grounds to believe that the disclosed information concerns a substantial and imminent danger to the health or safety of one or more persons, or to the natural environment;
- c. before making the emergency disclosure, you have given written notice to the body to which the previous disclosure was made and the notice:
  - includes enough information to identify the previous disclosure; and
  - states that you intend to make an emergency disclosure; and
- d. the extent of the information disclosed in the emergency disclosure is no greater than is necessary to inform the journalist or parliamentarian of the substantial and imminent danger.

6.1 Note

- (1) You can also approach the Group General Counsel & Company Secretary, from whom you can confidentially seek further information before making a report. You can also seek advice from an independent legal practitioner before making a report.
- (2) You are encouraged (but not required) to make disclosures to Noumi in the first instance as Noumi would like to identify and address any wrongdoings as early as possible.
- (3) You should contact an independent legal adviser before making public interest or emergency disclosures. They can advise on the rights, obligations and implications associated with such a disclosure.

## 7. How to report a Disclosable Matter

- 7.1 You can report a Disclosable Matter in person, writing, email or phone directly to an Eligible Recipient (as set out in paragraph 6 above).
- 7.2 If you feel uncomfortable reporting a Disclosable Matter to an Eligible Recipient, you can make an anonymous report of a Disclosable Matter (see section 8 below).

## 8. How to make an anonymous report of a Disclosable Matter

- 8.1 When making a report of a Disclosable Matter, you can:
- (1) remain anonymous while making a report, over the course of the investigation and/or after the investigation is finalised; and
  - (2) refuse to answer questions that you feel could reveal your identity.
- 8.2 As an Eligible Whistleblower, you can report a Disclosable Matter anonymously and you will still qualify for legal protections (set out in paragraph 9 below).
- 8.3 If you want to remain anonymous, you should still maintain ongoing two-way communication with Noumi, so that Noumi can ask follow-up questions or provide feedback so as to better understand and investigate the issues raised.
- 8.4 To make anonymous disclosures please use our online whistleblowing platform, [Whispli](#) (see Appendix 1 below as to how to use this platform)

## 9 How Eligible Whistleblowers are protected

- 9.1 Noumi protects your identity through:
- (1) the use of an online whistleblowing platform, Whispli (see Appendix 1 on how to use Whispli); and
  - (2) by allowing you to adopt a pseudonym for the purpose of your disclosure.
- 9.2 If you qualify as an Eligible Whistleblower, you are also entitled to:
- (1) identity protection;
  - (2) protection from detrimental acts or omissions;
  - (3) compensation and other remedies; and
  - (4) civil, criminal and administrative liability protection.

### 9.3 Identity Protection

As an Eligible Whistleblower who has made a report of a Disclosable Matter to an Eligible Recipient, you are entitled to the following protections.

- (1) A person cannot disclose your identity or information that is likely to lead to your identification unless the disclosure is made to:
  - a. ASIC, APRA, or a member of the Australian Federal Police;
  - b. a legal practitioner (for the purposes of obtaining legal advice or legal representation about the whistleblower provisions in the Corporations Act);
  - c. a person or body prescribed by regulations; or
  - d. with your consent.

- (2) However, a person can disclose the information contained in your report of the Disclosable Matter with or without your consent if:
  - a. the information does not include your identity;
  - b. all reasonable steps have been taken to reduce the risk that you will be identified from the information; and
  - c. it is reasonably necessary for investigating the issues raised in the disclosure.
- (3) It is illegal for a person to identify you as an Eligible Whistleblower or disclose information that is likely to lead to your identification, outside the exceptions outlined above. If you have any concerns about a breach of confidentiality, you should contact Noumi's Group General Counsel & Company Secretary or Chief People & Culture Officer.
- (4) Alternatively, you can lodge a complaint to ASIC, APRA or the ATO, for investigation.

#### 9.4 Protection from Detriment

As an Eligible Whistleblower who has made a report of a Disclosable Matter to an Eligible Recipient, you are entitled to the following protections.

- (1) A person cannot cause detriment to you (or another person) if:
  - a. the person believes or suspects that you (or another person) made, may have made, proposes to make or could make a disclosure that qualifies for protection; and
  - b. the belief or suspicion is the reason, or part of the reason, for the conduct.
- (2) In addition, a person cannot make a threat to cause detriment to you (or another person) in relation to a disclosure. A threat may be express or implied, or conditional or unconditional. You (or another person) who has been threatened in relation to a disclosure does not have to actually fear that the threat will be carried out.
- (3) Some examples of detrimental conduct that are prohibited under the law include:
  - a. dismissal of an employee;
  - b. injury of an employee in their employment;
  - c. alteration of an employee's position or duties to their disadvantage;
  - d. discrimination between an employee and other employees of the same employer;
  - e. harassment or intimidation of a person;
  - f. harm or injury to a person, including psychological harm;
  - g. damage to a person's property;
  - h. damage to a person's reputation;
  - i. damage to a person's business or financial position; or
  - j. any other damage to a person.
- (4) Examples of conduct that is not detrimental include:



- a. administrative action that is reasonable for the purpose of protecting you from detriment (e.g. if you have made a disclosure about your immediate work area, moving you to another office to prevent you from detriment); and
- b. managing your unsatisfactory work performance, if the action is in line with Noumi's performance management framework.

#### 9.5 Compensation and Other Remedies

If you suffer any loss in relation to a breach of your rights as an Eligible Whistleblower, you can seek compensation and other remedies through the courts if:

- (1) you suffer loss, damage or injury because of a disclosure; and
- (2) Noumi fails to take reasonable precautions and exercise due diligence to prevent the detrimental conduct.

#### 9.6 Civil, Criminal and Administrative Liability Protection

As an Eligible Whistleblower who has reported a Disclosable Matter to an Eligible Recipient, you are protected from:

- (1) civil liability (e.g. any legal action against you for breach of an employment contract);
- (2) criminal liability (e.g. attempted prosecution for unlawful disclosure); and
- (3) administrative liability (e.g. disciplinary action for making the disclosure).

#### 9.7 Note

- (1) However, the protections above do not grant immunity for any misconduct that you have engaged in that is revealed in your disclosure.
- (2) These protections apply not only to internal disclosures, but to disclosures to external legal practitioners, regulatory and other external bodies, and public interest and emergency disclosures that are made in accordance with the Corporations Act.

### **10. How Eligible Whistleblowers are supported and protected**

As an Eligible Whistleblower who has reported a Disclosable Matter to an Eligible Recipient, you are entitled to the following legal protections.

#### 10.1 Protection of Confidentiality and Identity

Noumi will protect your identity and keep it confidential by ensuring:

- (1) all personal information or reference to you witnessing an event will be redacted;
- (2) you will be referred to in a gender-neutral context;
- (3) where possible, you will be contacted to help identify certain aspects of your disclosure that could inadvertently identify you;
- (4) disclosures will be handled and investigated by qualified staff;
- (5) all documents and other materials relating to your disclosure will be stored securely;
- (6) access to all information relating to your disclosure will be limited to those directly involved in managing and investigating the disclosure;
- (7) only a restricted number of people who are directly involved in handling and investigating a disclosure will be made aware of your identity (subject to your consent)

or information that is likely to lead to your identification;

- (8) communications and documents relating to the investigation of a disclosure will not be sent to an email address or to a printer that can be accessed by other staff; and
- (9) each person who is involved in handling and investigating a disclosure will be reminded about the confidentiality requirements, including that an unauthorised disclosure of your identity may be a criminal offence.

## 10.2 Note

In practice, people may be able to guess your identity if:

- (1) you have previously mentioned that you are considering making a disclosure;
- (2) you are one of a very small number of people with access to the information; or
- (3) your disclosure relates to information that you have previously been told privately and in confidence.

## 10.3 Protection from Detriment

Noumi will protect you from detriment by:

- (1) having actions for protecting you from risk of detriment—for example, Noumi may allow you to perform your duties from another location, reassign you to another role at the same level, make other modifications to your workplace or the way you perform your work duties, or reassign or relocate other staff involved in the disclosable matter;
- (2) ensuring that management are aware of their responsibilities to maintain your confidentiality, address the risks of isolation or harassment, manage conflicts, and ensure fairness when managing the performance of, or taking other management action relating to you;
- (3) enabling you to lodge a complaint if you have suffered detriment to Group General Counsel & Company Secretary or the Chief People & Culture Officer, and such complaint will be investigated as a separate matter by an officer who is not involved in dealing with disclosures; and
- (4) interventions for protecting you if detriment has already occurred—for example, Noumi will investigate and address the detrimental conduct, such as by taking disciplinary action, or Noumi could allow you to take extended leave, develop a career development plan for you that includes new training and career opportunities, or offer compensation or other remedies.

## 11. Handling and investigation of reports of Disclosable Matters

11.1 When you make a report of a Disclosable Matter in accordance with this Policy and any relevant laws, the following steps must be followed, unless it would be inappropriate or unreasonable to do so:

- (1) in the case of a material breach of this Policy, notify the Chair of the Finance & Audit committee of the breach or if that is not practicable, any member of Noumi's Board of Directors;
- (2) any person who receives the information must provide the information to the most appropriate Eligible Recipient with no personal interest in the matter, as soon as practicable, removing any information that identifies you prior to doing so (unless you have provided your consent to that disclosure);
- (3) as soon as practicable, the Eligible Recipient must determine whether the information is a Disclosable Matter that falls within the scope of this Policy:

- (4) if the Eligible Recipient believes that the nature of the information is more appropriately handled under a different Noumi Policy, they will advise you and support you to initiate the alternative process;
- (5) If the Eligible Recipient concludes that there is no Reasonable Basis to Suspect that there is a Disclosable Matter, they will:
  - a) dismiss the allegation and advise you of their initial determination; and
  - b) advise the Chair of the Finance & Audit Committee (or the Chair of the Board if any member of the Finance & Audit Committee may be complicit in the matter) of the report and their initial assessment; and
  - c) prepare records of the initial assessment and store them in a protected repository maintained for this purpose.
- (6) If the Eligible Recipient believes that there is a Reasonable Basis to Suspect that there is a Disclosable Matter, they will:
  - a) inform you that an investigation will be conducted; and
  - b) advise the Chair of the Finance & Audit Committee (or the Chair of the Board if any member of the Finance & Audit Committee may be complicit in the matter) of the report and that it will be investigated.
- (7) In respect of the conduct of any investigation, the Eligible Recipient must:
  - a) conduct the investigation as soon as practicable after the matter has been reported in an objective and fair manner, which includes providing any person who has been adversely mentioned in information provided by you an opportunity to respond to the allegations made in respect of them prior to any adverse findings being made;
  - b) prepare the terms of reference for the investigation, in consultation with the Chair of the Finance & Audit Committee (or the Chair of the Board if any member of the Finance & Audit Committee may be complicit in the matter), to clarify the key issues to be investigated, develop an investigation plan to ensure all relevant witnesses are interviewed, all relevant questions are addressed, all relevant documents are assessed, the scale of the investigation is in proportion to the seriousness of the allegation(s) and sufficient resources are allocated to the investigation;
  - c) source internal or external support if required or appropriate;
  - d) ensure strict security and confidentiality are maintained during the investigative process by all parties involved; and
  - e) produce a written report as soon as reasonably practicable to the Chair of the Finance & Audit Committee (or the Chair of the Board if any member of the Finance & Audit Committee may be complicit in the matter) of the findings of the investigation and any recommendations flowing from the findings.
- (8) Subject to the exceptions allowed under this Policy or otherwise by law, your identity (or information that is likely to lead to your identity becoming known) must always be kept confidential during and after the investigation. All persons responsible for or involved in an investigation must take reasonable steps to reduce the risk that you will be identified.

11.2 Anyone involved in an investigation under this Policy is expected to cooperate fully, truthfully and transparently, and comply with all reasonable requests and directions of the investigator. A failure by a person to be truthful, transparent and honest may result in Noumi taking

disciplinary action against them, including up to termination.

- 11.3 Noumi will disclose to you whether there have been material breaches of this Policy and how they have been dealt with.

## 12. Fair treatment of those mentioned in a report of a Disclosable Matter

- 12.1 Noumi will treat those who are mentioned or are the subject of a report of a Disclosable Matter fairly by ensuring:

- (1) reports will be handled confidentially;
- (2) each report will be assessed and may be the subject of an investigation;
- (3) the objective of an investigation is to determine whether there is enough evidence to substantiate or refute the matters reported;
- (4) when an investigation needs to be undertaken, the process will be objective, fair and independent; and
- (5) an employee who is the subject of a report will be advised about the subject matter of the disclosure as and when required by principles of natural justice and procedural fairness and prior to any actions being taken.

### 12.2 Note

- (1) Noumi may determine the most appropriate time to inform the individual who is the subject of a report of a Disclosable Matter about the investigation, provided that Noumi informs the individual before making any adverse finding against them.
- (2) In some circumstances, informing the individual at an early stage of an investigation may compromise the effectiveness of the investigation, such as when there may be concerns that the individual may destroy information or the report needs to be referred to ASIC, APRA, the ATO or the Federal Police.

## 13. Accessibility

Noumi aims to make this Policy widely available to, and easily accessible by, its officers, employees, contractors, customers, suppliers and the general public, including by:

- (1) issuing this Policy to staff via Noumi's workforce management and compliance software to ensure all staff including without limitation managers are trained and educated about this policy and their rights and obligations under it; and
- (2) posting this Policy on the Corporate Governance webpage of the Noumi website at <https://noumi.com.au/investors/corporate-governance/>

## 14. Definitions

In this Policy;

- (1) **Improper State of Affairs or Circumstances** includes any misconduct, unlawful or unethical conduct or any other conduct that is of a nature that a regulator should know about. This term is not defined and is intentionally broad. For example, it may not involve unlawful conduct in relation to Noumi but may indicate a systemic issue that the relevant regulator should know about to properly perform its functions. It may also relate to business behaviour and practices that may cause consumer harm;
- (2) **Misconduct** includes past, present or future conduct which is dishonest, corrupt, unethical, involves theft, misappropriation of funds, money laundering, fraud, negligence, default, breach of trust, breach of the law as it relates to Noumi, breach of Noumi's policies and/or procedures, offering or accepting bribes, illegal conduct

(including illicit drug use, violence or threat of violence), mismanagement of resources, instruction to cover up or attempt to cover up wrongdoing, interference with audit activities, and breach of duty;

- (3) **Noumi** means Noumi Limited and its Related Bodies Corporate;
- (4) **Reasonable Grounds to Suspect** is based on the objective reasonableness of the reasons for your suspicion. It ensures that your motive for making a disclosure, or your personal opinion of the person(s) involved, does not prevent you from qualifying for protection. In practice, a mere allegation with no supporting information is not likely to be considered as having 'reasonable grounds to suspect'. However, you do not need to prove their allegations; and
- (5) **Related Bodies Corporate** shall have the same meaning as the term as is defined in the Corporations Act 2001 (Cth).

## 15. Resources

This Policy is publicly available on Noumi's website and intranet.

Here are some relevant links that may be useful to you:

- (1) [ASIC Information Sheet 238](#): Whistleblower rights and protections.
- (2) [ASIC Information Sheet 239](#): How ASIC Handles whistleblower reports.
- (3) [APRA become a 'whistleblower' and make public interest disclosure](#).
- (4) [ATO tax whistleblower](#).

## Appendix 1

Noumi uses the technology of a third-party online whistleblower platform, Whispli, to protect your identity. The Whispli platform enables you to report wrongdoing anonymously, easily, and in a secure manner. It also utilises technologies that allow for two-way anonymous communication between you and Noumi and gives you full control of the disclosure of your identity.

You can access the Whispli platform by:

- Visiting <https://noumi.whispli.com/lp/speakup>
- Scanning the QR code:

