

VISY WHISTLEBLOWER POLICY AND PROCEDURE

PURPOSE & SCOPE

The purpose of this Policy and Procedure is to:

- Outline the Visy process available to facilitate and encourage the reporting of fraud, bribery, corruption or other improper conduct by employees, suppliers, customers and other third parties without fear of intimidation, disadvantage or reprisal.
- Provide information on a confidential and /or anonymous Helpline which can be used for reporting fraud, bribery, corruption or other improper conduct at Visy.
- Outline the type of information required when reporting an alleged incident at Visy.
- Outline the Visy fraud, bribery, corruption or improper conduct investigation and reporting process.
- Outline the measures Visy has in place to protect Whistleblowers.

This Policy and Procedure applies to any person or organisation who has any concern about fraud, bribery, corruption or improper conduct or non-compliance with Visy policies, procedures or applicable laws by any member of Visy's staff or management team or any of Visy's agents or contractors ("Visy Personnel").

This Policy and Procedure is designed to support the Visy Anti Bribery and Corruption Policy. It should also be used in conjunction with all Visy's Policies and in particular the Visy Code of Conduct and Visy Complaints Handling Policy and Procedure.

DOCUMENT OWNER

This Policy and Procedure is owned by the Visy Disclosure Officer.

REVIEW DATE

This Policy and Procedure will be reviewed and any updates made on a periodic basis.

POLICY AND PROCEDURE

The Visy Group ("Visy") are committed to conducting business in a professional, lawful and ethical manner. The Visy Code of Conduct is central to what Visy deems acceptable behaviour.

This Policy and Procedure is designed to complement normal reporting channels within Visy such as employee Line Management, Human Resources representatives, Health and Safety representatives, customer call centre etc. The Policy and Procedure is not intended to deal with general employment grievances or customer complaints. Grievances or complaints should be forwarded to the respective Direct Line Manager, Human Resources representative, Health and Safety Officer, Sales Manager (customers) etc. to address in the first instance.

Who does this policy apply to?

An eligible Whistleblower is a current or former:

- Visy officer
- Visy employee
- individual who supplies services or goods to Visy, and their employees
- individual who is an associate of Visy
- relative or dependent of any of the above.

Examples of Activities that may be reported under this Policy

The following activities are examples of activities that may be reported under this Policy. Generally activities that:

- Are fraudulent, including (but not limited to):
 - Falsification or alteration of accounting or other documents.
 - Theft of assets.
 - Suppression or omission of the effects of transactions from records or documents.
 - Recording of transactions without substance.
 - Misuse of private and confidential information for personal gain.
 - Misuse of Visy's resources for personal gain.
- Are unlawful, including (but not limited to):
 - Theft, drug sale/use, violent or threatened violence and criminal damage against property.
 - Conduct that is in breach of local or international law (including any breach in Australia of the Competition and Consumer Act 2010(Cth), State fair trading laws, Modern Slavery Act 2018 (Cth) or the Corporations Act 2001 (Cth) and in New Zealand, any breach of the Commerce Act 1986, the Fair Trading Act 1986, the Consumer Guarantee Act 1993) or Anti-Money Laundering and Counter-Terrorism Financing Act 2006.
- Are discriminatory, harassment, bullying, occupational violence, vilification or victimization, either forced or involuntary including (but not limited to):
 - Employment arrangements resulting from coercion, debt bondage and reduced freedom of movement, including denial of access to identification documentation.
 - Denial of reasonable work breaks, and excessive work hours outside those prescribed in legislation of the area of operation, or outside collectively negotiated employment agreements.
 - The unlawful employment of children.
 - Denying individuals fair and equal treatment in employment on grounds other than those relevant to the job requirements (Discrimination).
 - The uninvited, unwelcome behavior directed at another person which offends, humiliates or intimidates (Harassment).
 - The repeated, unreasonable behavior directed toward an employee, or group of employees, that creates a risk to health and safety (Bullying).
 - Any incident where an employee is physically attacked or threatened in the workplace (Occupational Violence).
 - Any act which is reasonably likely to offend, insult, humiliate or intimidate another person or a group of people, based on race, color or national / ethnic origin (Vilification).
 - Any threat or retribution following a real or possible complaint (Victimisation).
- Are a substantial risk to public health and safety or the health and safety of Visy employees, and employees of Visy's supply chain partners;
- Are a substantial risk to the environment;
- Are a substantial mismanagement of Visy resources;
- Involves engagement in outside interests, activities or investments which could interfere with the performance of duties or constitute a conflict of interest;
- Is an unresolved customer / supplier / staff complaint under the Complaints Support Policy;

- Is conduct that is otherwise in breach of the Visy Code of Conduct and Visy Anti Bribery and Corruption Policy.

How do I report a suspected instance of fraud, bribery, corruption or other improper conduct?

Visy encourages all eligible whistleblowers to provide information about fraud, bribery, corruption, other improper conduct (each a Disclosable Matter) that may be occurring at Visy or a Visy supply chain partner.

If a person or organisation becomes aware of an incident or seeks assistance in relation to an incident which they reasonably believe constitutes a Disclosable Matter and considers the normal reporting channels to be inappropriate, then the person or organisation can contact Visy's independent, confidential and/or anonymous external helpline service provider - STOPline.

The operators taking calls on this helpline are not associated with Visy. Operators are trained and experienced specialists dedicated to dealing with Whistleblowers and their concerns

STOPline operators are available to take calls during business hours (0800 – 2000 Mon – Fri AEST). Any messages left will be responded to within one business day. You can also send your disclosure via the internet, email or mail. The Visy STOPline contact details are:

Phone toll free (Australia only):.....	1300 304 550
Calls from outside Australia (reverse charges):.....	+61 3 9811 3275
Email:.....	visy@stoline.com.au
Website:.....	www.visy.stolinereport.com
Post:.....	Visy Case Manager c/o The STOPline Locked Bag 8 Hawthorn, Victoria 3122 AUSTRALIA

Any anonymous letters received which identify a potential Disclosable Matter should be forwarded to STOPline. All letters will be followed up by STOPline to test the validity of the allegations.

All notifications will be treated in confidence to the maximum extent possible. A Whistleblower may choose to remain entirely anonymous. If the Whistleblower advises that they do not wish to reveal their identity, STOPline will not disclose the identity of the Whistleblower without consent or unless required to do so by law.

It is expected that any person or organisation who knows or suspects a potential Disclosable Matter or non-compliance with Visy policies, procedures or applicable laws by any member of Visy's Personnel will report them. Failure to report issues may result in Visy taking disciplinary action against Visy Personnel.

What type of information will be requested when calling STOPline?

The STOPline operator will seek to gather and record sufficient detail about an alleged incident in order for Visy to properly investigate and respond. The following information may be requested:

- The Whistleblower's name, organisation and contact details (phone and address) - if prepared to give this information;
- The nature of the alleged incident;
- All relevant facts giving rise to the alleged incident;
- The name of the relevant Visy Department or business which is the subject of the alleged incident;
- The name(s) of all Visy personnel involved;
- An acknowledgement that the information provided by the Whistleblower:

- Is a true and accurate representation of the events which have occurred and that have led to this alleged incident; and
- Does not contain any misleading statements or omissions; and
- Whether the Whistleblower consents to disclosing their name (if provided) to Visy.

Whistleblowers should be made aware that it may be more difficult to investigate and take action in relation to a reportable incident that is made anonymously. Maintaining the anonymity of the Whistleblower's identity may also be difficult where the nature of the alleged incident points to a particular individual/s or where some disclosure is necessary as part of the investigation process.

In order to effectively carry out investigations, it may therefore be necessary to reveal (on a confidential basis) the nature of the notification made by the Whistleblower to those with a 'need to know'. This may involve disclosing the facts of the incident to an individual who may be the subject of the allegation, thereby ensuring that they are afforded an opportunity to defend themselves against the allegations. In such situations Visy will obtain consent to do so prior to disclosing.

What happens to the information provided to STOPline?

Within one business day of receiving a notification, the STOPline representative will acknowledge the Whistleblower's disclosure (either during the phone call or by email).

Once the STOPline representative has gathered sufficient information regarding an alleged incident they will prepare a written record of all relevant data (known as a Disclosure Notice). The Disclosure Notice will be password protected and provided to the Visy Disclosure Officer with one business day – or other short period of time that has been agreed with the Whistleblower as being required to obtain additional information about the notification.

What is the process once a disclosure notice has been provided to Visy?

When the Visy Disclosure Officer receives a completed disclosure notice from STOPline the Visy Disclosure Officer will:

- Assess the disclosure notice and depending on the nature of the incident, either:
 - Undertake an investigation; or
 - Prepare a report under this Policy and Procedure; or
 - If the incident does not relate to a Disclosable Matter, advise the relevant area e.g., Visy Complaints Handling Officer to record, investigate and report as required.
- Retain a file on the incident including dates, actions taken and outcomes;
- Inform the following persons (unless any of the individuals are themselves the subject of the allegations of a Disclosable Matter) of the disclosure notice received:
 - General Counsel;
 - Chief Executive Officer (who will brief the Chairman);
 - Chief Operating Officer;
 - Chief Financial Officer;
 - Head of Risk Management & Assurance Services; and/or
 - Executive General Manager, Human Resources.
- Regularly keep the Whistleblower up to date (either directly or through the STOPline operator) on the progress of the investigation either verbally or in writing.
- Once the investigation has been completed, advise the Whistleblower (either directly or through the STOPline operator) of the outcome of the investigation and where appropriate, any further actions that will be taken.

If the Whistleblower believes that this Policy and Procedure has not been followed or is of the view that the resolution of the notification has not been satisfactory, the Whistleblower may seek a review of the disclosure notice by contacting the Visy Chief Operating Officer as follows:

- Phone: +61 13 VISY (13 8479); or
- Via the website: www.visy.com.au, click on the 'enquire' button at the top of the page.

The Chief Operating Officer in consultation with the General Counsel will review the reasons presented as to why the Whistleblower believes the resolution of the notification is not satisfactory, the investigation process and relevant facts.

Following the review, the Chief Operating Officer, in consultation with the General Counsel, may have the investigation independently re-performed, recommend an alternative solution or inform the Whistleblower that they believe the incident has been resolved and no further action will be taken.

What is Visy's investigation process?

It is not uncommon for the possibility of a Disclosable Matter to be discounted by Supervisors or Managers as a one-off error. However, it is critical that all suspicions of a Disclosable Matters are immediately reported and followed up. Any delays could lead to increased financial loss, loss of evidence, failure to apprehend the perpetrator/s and a greater impact on staff morale and productivity.

All suspected occurrences of Disclosable Matters will be taken seriously and thoroughly investigated in line with the investigation guidelines set out below.

Investigators:

An Investigation Controller will be appointed for each investigation. The Investigation Controller (with the advice and assistance of General Counsel and the Executive General Manager, Human Resources) will investigate the incident and identify, as far as possible, the loss to Visy, the scope and means of the fraud, bribery, corruption or improper conduct, the people involved and whether evidence can be obtained to conclusively prove the allegations or suspicions.

The Investigation Controller may carry out the investigation in either an overt or covert manner. The decision as to the nature of the investigation will be made by the Investigation Controller.

If the suspected Disclosable Matter is of a specific technical nature, appropriate technical experts will be seconded or sourced externally where required to supplement the internal resources (i.e., specialists with IT or forensic investigatory skills). The Investigation Controller will be allocated appropriate resources in order to adequately complete the investigation.

The Investigation Controller and/or General Counsel will, as appropriate, ensure the relevant Divisional Director and/or Divisional Chief Financial Officer, Chief Operating Officer, Chief Financial Officer, Head of Risk Management & Assurance Services and Executive General Manager, Human Resources are kept up to date on the status of the investigation.

Interviews and Evidence:

Interviewing Visy Personnel to find out whether they have been a witness to, or involved in, a Disclosable Matter (particularly if it is criminal) is a specialist task. An interviewer, with knowledge of legal requirements, may undertake such interviews, under the supervision of representatives from the Visy Legal team and / or Human Resources. Where appropriate an external interviewer may be engaged. Under no circumstances will interviews be carried out on a one-to-one basis.

An audit trail of all relevant evidence, notes and documentation will be maintained.

Report:

Once the investigation has been completed, a written report on the alleged incident will be produced. The report will generally contain the following:

- Background to the alleged incident including:
 - Overview description of the allegation.
 - Persons involved including who is alleged to have committed the fraud, bribery, corruption or improper conduct.
 - Any loss to Visy or other party if known and relevant.

- Locations where key activities relating to the alleged incident occurred.
- Relevant dates and times including the timeframe in which the alleged fraud, bribery, corruption or improper conduct was committed.
- Approach taken including a summary of work performed to substantiate the claims, specialists involved etc.
- Detailed Allegation Description, Investigation Summary and Outcome.
- Conclusion and Recommendations including action required to prevent the alleged fraud, bribery, corruption or improper conduct re-occurring or to recover any identified losses.

The circulation of the report will be strictly controlled. As appropriate the report may be issued to the:

- Chief Executive Officer (who will brief the Chairman);
- General Counsel;
- Chief Operating Officer;
- Chief Financial Officer;
- Head of Risk Management & Assurance Services;
- Executive General Manager, Human Resources; and/or,
- Director and / or Chief Financial Officer of the relevant Visy Division.
- Supplier Risk Review Panel

Matters relating to fraud, bribery, corruption or improper conduct will be formally reported (whether or not a formal investigation is carried out) to the General Counsel who will report, where appropriate, to the Governance Board and / or the Competition and Consumer Law Compliance Committee.

What mechanisms does Visy have in place to protect Whistleblowers?

It is crucial that Whistleblowers reporting suspected instances of a Disclosable Matter are protected. Visy will seek to ensure that persons or organisations can raise their concerns without fear of victimisation and with the knowledge that their concerns will be adequately addressed. A Whistleblower will not be subject to any disciplinary action as a result of reporting a Disclosable Matter.

To assist, Visy has established an incident notification process whereby notifications can be provided to an independent external service provider (STOpline) confidentially and / or anonymously.

If a Whistleblower does not wish to reveal their identity when providing information about a Disclosable Matter, STOpline and/or Visy will protect their identity and will not disclose it without their consent, unless required by law to do so.

All Whistleblower notifications consented to will be treated in the strictest confidence. Use of information provided by a Whistleblower in a manner other than as set out in this Policy and Procedure; unauthorised disclosure of the identity of a Whistleblower who has reported an incident; or information from which the identity of the Whistleblower could be inferred, will be regarded as a disciplinary matter and will be dealt with in accordance with Visy's disciplinary procedures.

Visy will also ensure that any records relating to an alleged incident are stored securely and are only accessible to authorised staff.

The Corporations Act 2001 (Cth) ("Corporations Act") also provides protections in relation to the reporting of a breach of the Corporations Act assuming certain criteria are met. Under the Corporations Act the identity of the Whistleblower (or information that may lead to the identification of the Whistleblower) can only be passed on under the following circumstances:

- To ASIC, APRA and AFP without asking for the Whistleblower's consent;
- To a third party (other than those noted above) only if the Whistleblower has provided their consent.

Reprisals:

Visy will not tolerate any reprisals, discrimination, harassment, intimidation or victimisation against any person suspected of making a report of an incident or against the Whistleblower's colleagues, employer (if a contractor) or relatives. Any such retaliatory actions by Visy Personnel will be treated as serious misconduct and will be dealt with in accordance with the Visy's disciplinary procedures.

What is the disciplinary process for those found to be engaging in fraud, bribery, corruption or improper conduct?

As a general rule, any employee found to be engaging in a Disclosable Matter against Visy or another company in the course of his/her normal duties will be dismissed. Any employee found to be engaging in improper conduct may also be dismissed.

Depending on the circumstances, the matter may be referred to the relevant authorities, including the Police. Where there is sufficient evidence of criminal conduct, Visy will, following consultation with the Chief Operating Officer or the Chairman, the Chief Financial Officer, the Executive General Manager, Human Resources and the relevant Divisional Director and / or Divisional Chief Financial Officer, (with advice from General Counsel or the Visy Legal Department) support the prosecution of those involved, either in the criminal or the civil courts, and in accordance with local legislation.

Who is the Visy media contact?

The decision to inform or respond to the media regarding any suspected or confirmed instances of a Disclosable Matter should only be taken by the Chief Operating Officer.

All press and media enquiries will be dealt with in line with Visy's Public Relations Policy.

How is the Visy Whistleblower Policy and Procedure and helpline communicated?

This Policy and Procedure is available on Visy's intranet site and on the Visy website: www.visy.com.au.

All new employees, contractors, suppliers and customers will be made aware of this Policy and Procedure. Employees and contractors will be made aware of the Policy and Procedure as part of their induction process and will be referred to it during relevant ongoing compliance training.

Flyers providing the external service provider (STOPline) contact details will be made available on site noticeboards.

Related Documents:

Visy Code of Conduct

Visy Anti Bribery and Corruption Policy

Visy Complaints Handling Policy and Procedure

Visy Corrective Action and Disciplinary Policy

Visy Public Relations Policy

APPENDIX I: GLOSSARY

AFP:	Australian Federal Police.
ASIC:	Australian Security and Investments Commission.
APRA:	Australian Prudential Regulation Authority.
Bribery:	Bribery is an offer, promise, giving, demand or acceptance of an advantage as an inducement for an action which is illegal, unethical or a breach of trust. Acts of bribery are designed to influence individuals to act dishonestly in the performance or discharge of their duty.
Corruption:	Corruption is the misuse of office or power or influence for private gain.
Disclosure Notice:	The written record of an alleged incident reported to the Visy Whistleblower hotline.
Fraud/Fraudulent:	<p>“Dishonest activity causing actual or potential financial loss to any person or entity including theft of monies or other property by employees or persons external to the entity and where deception is used at the time, immediately before or immediately following the activity. This also includes the deliberate falsification, concealment, destruction or use of falsified documentation used or intended for use for a normal business purpose or the improper use of information or position for personal financial benefit.</p> <p>The theft of property belonging to an entity by a person or persons internal to the entity but where deception is not used is also considered ‘fraud’”¹</p>
Improper Conduct:	Conduct that is in breach of the Visy Code of Conduct.
Supply Chain Partners	Companies and/or Individuals who supply services or goods to Visy, and their employees.
Visy Code of Conduct:	The standards of behaviour expected and required of all Visy employees, contractors, consultants working for, or undertaking work on behalf of Visy.
Visy Complaints Handling Officer:	The Visy representative responsible for investigating and following up Visy complaints.
Visy Investigation Controller:	The person allocated to formally investigate Visy bribery, corruption and improper conduct Disclosure Notices.
Visy Disclosure Officer:	The Visy representative responsible for receiving and managing Visy Whistleblower Disclosure Notices.
Whistleblower:	A person or organisation that reports alleged bribery, corruption and improper conduct.

¹ AS8001 – 2008 Fraud and Corruption Control