



TOP SHELF INTERNATIONAL LTD

Speak Up Policy

1 What is the purpose of this Policy?

Top Shelf International Holdings Ltd (ACN 164 175 535) and its subsidiaries (**Company**) are committed to conducting business honestly, with integrity, and in accordance with its values and standards of expected behaviour.

The Board has approved this Speak Up Policy (**Policy**) in order to:

- encourage people to Speak Up if they become aware of Potential Misconduct;
- explain how to Speak Up and what protections a discloser will receive;
- outline the Company's processes for responding to Speak Up reports; and
- promote a workplace environment in which everyone feels safe, supported and encouraged to Speak Up.

The Board will not tolerate anyone being discouraged from Speaking Up or being subject to detriment because they want to Speak Up or they have done so. Disciplinary action, up to and including termination of employment or engagement, may be imposed on anyone shown to have caused detriment to a person in connection with Speaking Up.

2 What is Speaking Up?

Anyone with information about Potential Misconduct is encouraged to report that information to a Recipient (i.e. to "**Speak Up**"). If in doubt, Speak Up.

The Recipients to whom you are encouraged to Speak Up are set out in section 5 below.

3 What is Potential Misconduct?

Potential Misconduct is any suspected or actual misconduct or improper state of affairs or circumstances in relation to the Company. This will include conduct in relation to an employee or officer of the Company.

You should Speak Up even if you are unsure if something is Potential Misconduct.

Potential Misconduct does **not** generally include **personal work-related grievances**.

Personal work-related grievances are grievances relating to your employment that have implications for you personally (such as a disagreement between you and another employee or a decision about your promotion).

Generally, these grievances should be raised via the Company's HR representative, Company Secretary or CEO to allow those issues to be resolved most effectively. In some cases, these grievances may qualify for legal protection (see Attachment 1).

Examples of Potential Misconduct include, but are not limited to:

- breach of laws or regulations;
- breach of the Code of Conduct or other Group policies, standards or codes;
- criminal activity;
- bribery or corruption;
- conduct endangering health and safety, or causing damage to the environment;
- dishonest or unethical behaviour;
- information that indicates a danger to the public or to the financial system;
- conflicts of interest;
- anti-competitive behaviour;
- victimisation or harassment;
- financial fraud or mismanagement;
- insider trading;
- unauthorised use of the Company's confidential information;
- conduct likely to damage the Group's financial position or reputation; and
- deliberate concealment of the above.

4 Who can Speak Up?

Anyone with information about Potential Misconduct is encouraged to Speak Up. This includes all of the Company's current and past employees, directors, suppliers and associates.

5 Who should I tell?

The Company encourages you to Speak Up to one of the following **Recipients**:

- The Managing Director;
- The General Manager Operations;
- The Company Secretary; or.

Chair of the Board (if your concern relates to senior executives, or any Recipient named in this Policy, you are encouraged to feel comfortable contacting the Chair of the Board)

The contact details of the Recipients are available from the Company Secretary. You can make your report by email, telephone or in person.

6 What information should I provide?

You should provide as much information as possible, including details of the Potential Misconduct, people involved, dates, locations and if any more evidence may exist.

When Speaking Up you will be expected to have reasonable grounds to believe the information you are disclosing is true, but you will not be penalised if the information turns out to be incorrect. However, you obviously must not make a report that you know is not true or is misleading. Where it is found that a person has knowingly made a false or

misleading report, this will be considered a serious matter and will result in disciplinary action.

7 Can I make an anonymous report?

The Company encourages the reporting of Potential Misconduct, however we appreciate that Speaking Up can be difficult.

You can make an anonymous report if you do not want to reveal your identity. However, we encourage you to provide your name because it will make it easier to investigate and address your report.

If you do not provide your name, any investigation will be conducted as best as possible in the circumstances. However, an investigation may not be possible unless sufficient information is provided, and it may make it difficult to offer you the same level of practical support if we do not know your identity.

If you do provide your name, it will only be disclosed if you provide your consent, or in exceptional circumstances where the disclosure is allowed or required by law (e.g. in dealings with a regulator). If you have concerns about this, you can discuss this with the Recipient.

8 How will the Company respond to a report?

All reports made under this Policy will be received and treated sensitively and seriously, and will be dealt with promptly, fairly and objectively.

- The Company's response to a report will vary depending on the nature of the report and the amount of information provided. Your report may be addressed and resolved informally (such as assisting employees to change their behaviour) or through formal investigation.
- While Speaking Up does not guarantee a formal investigation, all reports will be properly assessed and considered by the Company and a decision made as to whether they should be investigated.
- Any investigations commenced will be conducted in a timely manner and will be fair and independent from any persons to whom the report relates. All employees and contractors must cooperate fully with any investigations.
- When appropriate, a person being investigated will be provided with details of the report that involves them (to the extent permitted by law) and be given an opportunity to respond.
- Where an investigation identifies a breach of the Company's Code of Conduct or internal policies or procedures, appropriate disciplinary action will be taken. This may include but is not limited to terminating or suspending the employment or engagement of the person(s) involved in the misconduct.

9 What protections exist if I Speak Up under the Policy?

9.1 Protecting your identity

The Company will look to protect the identity of people who Speak Up. Your identity (and any information the Company has because of your report that someone could likely use to work out your identity) will only be disclosed if you give your consent to the Company to disclose that information or in exceptional circumstances where the disclosure is allowed or required by law.

9.2 Protecting you from detriment

No person may cause detriment to someone else (or threaten to do so) because of a belief that person has made a report under this Policy or will Speak Up. Examples of detriment include discrimination, harassment, causing physical or psychological harm, damaging property, and varying an employee's role or duties.

You should tell a Recipient listed in section 5 if you or someone else, is being, or has been subject to detrimental conduct. The Company will treat this very seriously.

Any person involved in detrimental conduct will be subject to disciplinary action. In some circumstances, this may also be a criminal offence punishable by imprisonment.

9.3 Other protections available

The Company is committed to making sure that you are treated fairly and do not suffer detriment because you Speak Up. The protections offered will depend on things such as the Potential Misconduct and people involved. Protections may include the following:

- monitoring and managing the behaviour of other employees;
- relocating employees (which may include the people alleged to have been involved in the Potential Misconduct) to a different division, group or office;
- offering you a leave of absence or flexible workplace arrangements while a matter is investigated; and/or
- rectifying any detriment that you have suffered.

In addition, the Company may appoint a Speak Up Protection Officer to support and help protect you. The Speak Up Protection Officer will be your point of contact. They can arrange additional support for you where needed and can escalate any concerns you have with how your report is being dealt with. The Company can only appoint a Speak Up Protection Officer where you have agreed to share your identity with the Speak Up Protection Officer.]

The Company will look for ways to support all people who Speak Up, but it will of course not be able to provide non-employees with the same type and level of support that it provides to employees. In all cases, the Company will seek to offer as much support as practicable.

Further information regarding the protections afforded under Australian law to persons who Speak Up is available at Attachment 1 to this Policy.

10 Reporting

The Audit and Risk Committee will receive a summary of reports made under this Policy on regular basis. The Committee will be provided additional information about any material incidents raised.

11 Further information

Any questions about this Policy or Speaking Up can be referred to the Company Secretary.

This Policy will be available on the Company's public website. This Policy will be reviewed from time to time and amended as required.

This Policy does not form part of terms of employment and may be amended from time to time.

Attachment 1

Information on protections provided by law

1 Additional legislative protections

You are encouraged to Speak Up under this Policy. However, the law offers protections in other cases (for example, you can report potential misconduct to people other than Recipients).

If you make a “protected disclosure” under the law that does not comply with the Speak Up Policy, you will still be entitled to the legal protections outlined in this Attachment.

Please contact a Recipient if you would like more information about legal protections.

2 Protected disclosures

Certain information that is disclosed to certain people or organisations is protected by law. Examples of this information and recipients are outlined in the following table.

Information reported or disclosed	Recipient of disclosed information
<ul style="list-style-type: none">• Information about actual or suspected misconduct, or an improper state of affairs or circumstances in relation to the Company or a related body corporate• This includes information that the Company or any officer or employee of the Company or a related body corporate has engaged in conduct that:<ul style="list-style-type: none">– contravenes or constitutes an offence against certain legislation (e.g. the Corporations Act);– represents a danger to the public or the financial system; or– constitutes an offence against any law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more	<ul style="list-style-type: none">• A person authorised by the Company to receive protected disclosures – i.e. Recipients under this Policy• An officer or senior manager of the Company or a related body corporate• An auditor, or a member of an audit team conducting an audit, of the Company or a related body corporate• An actuary of the Company or a related body corporate• ASIC or APRA• A legal practitioner for the purpose of obtaining legal advice or legal representation

Information reported or disclosed	Recipient of disclosed information
<ul style="list-style-type: none"> Information about misconduct, or an improper state of affairs or circumstances, in relation to the tax affairs of the Company or an associate, which the employee considers may assist the recipient to perform functions or duties in relation to the tax affairs of the Company or an associate 	<ul style="list-style-type: none"> An auditor, or a member of an audit team conducting an audit, of the Company or a related body corporate A registered tax agent or BAS agent who provides tax services or BAS services to the Company or related body corporate A director, secretary or senior manager of the Company An employee or officer of the Company or related body corporate who has functions or duties that relate to the tax affairs of the Company or related body corporate
<ul style="list-style-type: none"> Information that may assist the Commissioner of Taxation to perform his or her functions or duties under a taxation law in relation to the Company 	<ul style="list-style-type: none"> Commissioner of Taxation

The law also protects certain disclosures made in “emergency” and “public interest” situations, in which case disclosures can be made to additional recipients following a special process under the law (including members of parliament and professional journalists).

Please contact the Company Secretary if you would like more information about emergency and public interest disclosures.

Personal work-related grievances

Legal protection for disclosures about solely personal employment related matters are only available under the law in limited circumstances. A disclosure of a personal work-related grievance will remain protected if, in summary:

- it concerns detriment to you because you have or may be considering Speaking Up; or
- it is made to a legal practitioner for the purposes of obtaining legal advice or legal representation in relation to the operation of the law about whistleblowers.

Under the law, a grievance is **not** a ‘personal work related grievance’ if it:

- has significant implications for an entity regulated under the law that do not relate to the discloser;
- concerns conduct, or alleged conduct, in contravention of specified corporate and financial services laws, or that constitutes an offence punishable by 12 months or more imprisonment under any other Commonwealth laws;
- concerns conduct that represents a danger to the public or financial system; or
- concerns conduct prescribed by the regulations.

3 Specific protections and remedies

Additional legislative protections may also be available, including but not limited to:

- compensation for loss, damage or injury suffered as a result of detrimental conduct;
- an injunction to prevent, stop or remedy the effects of the detrimental conduct;
- an order requiring an apology for engaging in the detrimental conduct;
- if the detrimental conduct wholly or partly resulted in the termination of an employee's employment, reinstatement of their position; and
- any other order the court thinks appropriate.

The law also states that if you make a protected disclosure:

- in some circumstances (e.g. if the disclosure has been made to a regulator) the information you provide is not admissible in evidence against you in criminal proceedings or in proceedings for the imposition of a penalty, other than proceedings in respect of the falsity of the information;
- you are not subject to any civil, criminal or administrative liability for making the disclosure; and
- no contractual or other remedy may be enforced or exercised against you the basis of the disclosure.