



# Whistleblower Policy

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## Purpose & Scope

The Company is committed to transparency and to building an environment in which people feel free to raise legitimate issues relating to the Company's operations.

The purpose of this Policy is to set out information relating to the Whistleblower Protection Scheme. The aim is to help deter wrongdoing relating to the Company's operations by encouraging disclosure of unlawful, unethical or irresponsible behaviour within the Company and ensuring that anyone who makes a Disclosure can do so safely, securely and with confidence that they will be protected.

This Policy applies to each subsidiary company in the Company's corporate group within Australia.

This Policy is not intended to go beyond legislation.

## Policy Overview

The Policy includes information about:

- the types of Disclosures that qualify for protection under the Whistleblower Protection Scheme;
- the protections available to Eligible Whistleblowers;
- who Disclosures can be made to and how they can be made;
- how the Company protects Eligible Whistleblowers from detriment;
- how the Company will deal with Disclosures;
- how the Company will ensure fair treatment of team members who are the subject of or are mentioned in Disclosures; and
- how this Policy is available to be accessed.

## Definitions

Key Term	Definition
Authorised Recipient	A person eligible to receive a Disclosure under this Policy
Commonwealth Laws	The following Australian laws: <ul style="list-style-type: none"><li>• <i>Corporations Act 2001</i> (Cth);</li><li>• <i>Australian Securities and Investments Commission Act 2001</i> (Cth); and</li><li>• any instrument made under these Acts</li></ul>
Disclosable Matter	Information to which the Whistleblower Protection Scheme applies (see 'Disclosable Matters below)
Disclosure	A disclosure of information relating to wrongdoing or a Disclosable Matter
the Company	HBI Holdings Australasia Pty Ltd

Eligible Whistleblower	An individual who makes a Disclosure that is protected by the Whistleblower Protection Scheme
Team Member	Any employee or contractor engaged by <u>the Company</u>
Whistleblower Protection Scheme	The protections for Whistleblowers provided for under the <i>Corporations Act 2001</i> (Cth) and <i>Taxation Administration Act 1953</i> (Cth)

## Responsibilities

Role	Responsibility
People & Culture	<ul style="list-style-type: none"> <li>• Development and maintenance of the Policy</li> <li>• Ensure information about this Policy is accessible</li> <li>• Provide advice to Authorised Recipients regarding Disclosures</li> </ul>
Whistleblower Protection Officer (or delegate)	<ul style="list-style-type: none"> <li>• Receive Disclosures and referrals from Authorised Recipients</li> <li>• Determine whether an investigation needs to be undertaken in relation to a Disclosure</li> <li>• Determining the manner of any investigation</li> <li>• Reporting outcomes of Disclosures</li> <li>• Ensure, where applicable, Disclosures are protected</li> </ul>
Authorised Recipient	<ul style="list-style-type: none"> <li>• Receive and triage Disclosures under this Policy</li> </ul>

## Whistleblower Protection Scheme

A Disclosure will 'qualify' for protection under the Whistleblower Protection Scheme if:

- it is a Disclosure by an Eligible Whistleblower to:
  - ASIC, APRA, the Commissioner of Taxation (in relation to tax matters), a prescribed Commonwealth authority or a legal practitioner (to obtain legal advice or legal representation about the operation of the Whistleblower Protection Scheme); or
  - an Authorised Recipient (see 'Reporting a Disclosure'); and
- the Eligible Whistleblower has 'reasonable grounds to suspect' that the disclosed information concerns a Disclosable Matter.

Public interest and emergency disclosures also qualify for protection (see 'Disclosable Matters').

## Eligible Whistleblowers

The following persons are capable of being an Eligible Whistleblower:

- an officer or team member of the Company or any of its subsidiaries (including, but not limited to team members who are permanent, part-time, fixed-term or temporary, interns, secondees, managers and directors);
- an individual who is an associate of the Company or any of its subsidiaries; and
- an individual who supplies goods or services to the Company or any of its subsidiaries or a team member of a supplier (which may include, among others, contractors, consultants and service providers).

An Eligible Whistleblower can also include an individual who previously held any of the above positions or functions or who is a relative of the individuals set out above or a dependent of one of those individuals or of the spouse of such an individual.

## Disclosable Matters

### What is a Disclosable Matter

A Disclosable Matter is information that:

- concerns misconduct or an improper state of affairs or circumstances in relation to the Company or one of its related bodies corporate; or
- indicates the Company, a related body corporate or one of its or their officers or team members has engaged in conduct that:
  - constitutes an offence against, or a contravention of, Commonwealth Laws;
  - constitutes an offence against any other law of the Commonwealth punishable by imprisonment for 12 months or more; or
  - represents a danger to the public or the financial system.

The misconduct or an improper state of affairs can also be in respect of tax affairs.

Disclosable Matters do not necessarily involve a contravention of a law. For example, 'misconduct or an improper state of affairs or circumstances' could involve conduct that, whilst not unlawful, indicates a systemic issue of concern that the relevant regulator should know about for the regulator to properly perform its functions. It may also relate to business behaviour and practices that may cause consumer harm. It may also relate to dishonest or unethical behaviour and practices, conduct that may cause harm, or conduct prohibited by standards or code(s) of conduct.

Information that indicates a significant risk to public safety or the stability of, or confidence in, the financial system is a Disclosable Matter, even if it does not involve a breach of a particular law.

Further examples of Disclosable Matters include:

- illegal conduct, such as theft, dealing in, or use of illicit drugs, violence or threatened violence, and criminal damage against property;
- fraud, money laundering or misappropriation of funds;
- offering or accepting a bribe;
- financial irregularities;

- failure to comply with, or breach of, legal or regulatory requirements; and
- 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.

### **What are 'reasonable grounds to suspect?'**

A person who makes a Disclosure must have 'reasonable grounds to suspect' the information to qualify for protection. This means that the person must have a proper, even if it is not a complete, basis for the suspicion. Even if a Disclosure turns out to be incorrect, the protections will still apply provided the Eligible Whistleblower had 'reasonable grounds to suspect'.

An Eligible Whistleblower may wish to seek additional information before formally making a Disclosure to an Authorised Recipient. If an Eligible Whistleblower wishes to obtain additional information, they may do so by contacting the Whistleblower Protection Officer or an independent legal advisor.

Disclosures that are not about a Disclosable Matter are not covered by this Policy and do not qualify for protection under the Whistleblower Protection Scheme.

### **Deliberate false reports not tolerated**

The Company will treat all reports of Disclosable Matters seriously and endeavour to protect anyone who raises concerns in line with this Policy. An Eligible Whistleblower can still qualify for protection under this Policy where their Disclosure turns out to be incorrect.

However, deliberate false or vexatious reports will not be tolerated. If a team member makes a deliberate false claim or report they will be subject to disciplinary action, which could include dismissal. In the case of a contractor, labour hire worker, trainee or work experience student their engagement may be terminated.

### **Personal work-related grievances**

A Disclosure does not qualify for protection under the Whistleblower Protection Scheme to the extent that the information disclosed:

- concerns a personal work-related grievance of the discloser; and
- does not concern a contravention, or an alleged contravention of the detriment provisions referred to in the 'Protections' part of this Policy.

A Disclosure is a 'personal work-related grievance' if:

- the information concerns a grievance about a matter relating to the person's employment, or former employment, having (or tending to have) implications for them personally; and
- the information:
  - does not have significant implications for the Company, or another regulated entity, that do not relate to the Disclosure; and
  - does not concern conduct, or alleged conduct, referred to in the 'Disclosable Matters' part of this Policy.

However, a personal work-related grievance may still qualify for protection if:

- it relates to a Disclosable Matter and a personal work related grievance (i.e it is a mixed Disclosure); or
- the Eligible Whistleblower seeks legal advice or legal representation about the operation of the whistleblower protections under the *Corporations Act (2001) (Cth)*.

Examples of personal work-related grievances include:

- an interpersonal conflict between the discloser and another person;
- a decision relating to the engagement, transfer or promotion of the discloser;
- a decision relating to the terms and conditions of engagement of the discloser; or
- a decision to suspend or terminate the employment of the discloser, or otherwise to discipline the person.

## Reporting a Disclosure

For the protections under the Whistleblower Protection Scheme to apply, a Disclosure must be made directly to an Authorised Recipient through one of the channels outlined below. The role of an Authorised Recipient is to receive Disclosures. A Disclosure qualifies for protection from the time it is made to an Authorised Recipient, regardless of whether the Eligible Whistleblower or the Authorised Recipient recognises that the Disclosure qualifies for protection at that time.

### Authorised Recipients

Disclosures can be made to the Hanes Global Ethics Line (GEC). The GEC is a comprehensive and confidential reporting tool for matters regarding possible misconduct within the Company. It can be accessed [here](#) online or by phone on 1800 237 923.

Disclosures can also be made internally within the Company to the persons set out below who are authorised by the Company to receive Disclosures. These Authorised Recipients can be contacted in the following ways:

<p><b>Chief Financial Officer</b></p> <p>03 8862 1400 Level1, 115 Cotham Rd, Kew VIC</p>	<p><b>Deputy General Counsel</b></p> <p>03 8862 1400 Level1, 115 Cotham Rd, Kew VIC</p>
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Whilst the Company encourages Disclosures to the Authorised Recipients identified above, if a Disclosure relates to the President, Chief Financial Officer or Deputy General Counsel, it should be raised directly with the Global CFO or Global Head of HR.

If a person does not feel comfortable making a Disclosure to an Authorised Recipient, they could also raise it the internal or external auditors or actuaries of the Company or a subsidiary (including a member of an audit team conducting an audit).

### Whistleblower Protection Officer

The Group General Manager – People & Culture is the Company's Whistleblower Protection

Officer. Disclosures can also be made to the Whistleblower Protection Officer.

### External regulatory bodies

While the Company encourages Eligible Whistleblowers to make Disclosures internally, an Eligible Whistleblower may choose to raise Disclosable Matters outside of the Company with:

- ASIC; or
- APRA; or
- any other Commonwealth authority prescribed by law to receive Disclosures of Disclosable Matters.

### Disclosure to a legal practitioner

A report of a Disclosable Matter will also be protected if it is to a qualified legal practitioner for the purpose of taking legal advice or legal representation in relation to the Whistleblower Protection Scheme.

### Public interest disclosures

There is an additional category of Disclosures called 'public interest disclosures' that qualify for protection. These can be made to journalists and members of Parliament, but only if the Eligible Whistleblower first complies with the following strict requirements:

- the Eligible Whistleblower must have first made a Disclosure to ASIC, APRA, or a prescribed Commonwealth authority;
- at least 90 days has passed since the Disclosure was made;
- the Eligible Whistleblower believes on reasonable grounds action is not being taken to address the matters to which the Disclosure related;
- the Eligible Whistleblower has reasonable grounds to believe that making a public interest disclosure would be in the public interest;
- after 90 days has passed, the Eligible Whistleblower must have given the body to which the Disclosure was originally made, a written notification that:
  - includes sufficient information to identify the Disclosure; and
  - states that the Eligible Whistleblower intends to make a public interest disclosure; and
  - the extent of the information disclosed in the public interest disclosure is no greater than to inform the journalist or member of Parliament of the misconduct or improper state of affairs or circumstances, or other conduct falling within the scope of the Whistleblower Protection Scheme.

### Emergency disclosures

'Emergency disclosures' also qualify for protection. These can be made to journalists and members of Parliament, but only if the Eligible Whistleblower first complies with the following strict requirements:

- the Eligible Whistleblower must have first made a Disclosure to ASIC, APRA or a



prescribed Commonwealth authority;

- the Eligible Whistleblower has reasonable grounds to believe that information concerns a substantial and imminent danger to the health or safety of one or more persons or to the natural environment;
- the Eligible Whistleblower gave notice to the body to which the Disclosure was made that states:
  - that they intend to make an emergency disclosure; and
  - includes sufficient information to identify the Disclosure; and
- the extent of the information disclosed in the emergency disclosure is no greater than is necessary to inform the journalist or member of Parliament of the substantial and imminent danger.

Before making a public interest or emergency disclosure, it is important that an Eligible Whistleblower understands the criteria for protection under the relevant legislation. Eligible Whistleblowers should obtain independent legal advice prior to making any public interest or emergency disclosure.

### **Anonymous Disclosures**

An Eligible Whistleblower can choose to make a Disclosure anonymously and to remain anonymous after making their Disclosure – they may also decide not to answer questions that they feel could reveal their identity at any time, including during follow-up conversations. For example, they may do so because of concerns about their identity becoming known. If such concerns exist, an Eligible Whistleblower may prefer to adopt a pseudonym for the purposes of their Disclosure (not their true name) – or to create an anonymous email address to submit their Disclosure to an Authorised Recipient. Regardless, anonymous Disclosures are still capable of being protected under the Whistleblower Protection Scheme.

Reporting anonymously may hinder the Company's ability to fully investigate a reported matter. For this reason, anonymous Eligible Whistleblowers are encouraged to maintain ongoing two-way communication with the Company (such as via an anonymous email address).

### **Protections**

Important protections relating to confidentiality and detriment apply to Eligible Whistleblowers (including an Eligible Whistleblower who makes an anonymous Disclosure) who report Disclosable Matters in accordance with the Whistleblower Protection Scheme outlined in this Policy. The protections apply not only to internal Disclosures, but to Disclosures to legal practitioners, regulatory and other external bodies, and public interest and emergency disclosures that are made in accordance with the Corporations Act.

The Company takes contraventions of these protections very seriously and will take appropriate action against anyone for doing so. If an Eligible Whistleblower has any particular concerns about this, they can raise them with an Authorised Recipient or the Whistleblower Protection Office.

Civil and criminal sanctions also apply for breaches of these protections.

### **Confidentiality**

Strict confidentiality obligations apply in respect of any Disclosures that qualify for protection under the Whistleblower Protection Scheme.

Unless the Eligible Whistleblower consents, it is against the law for a person to disclose an Eligible Whistleblower's identity or any information that may lead to their identification (subject to the exceptions set out below).

The Company takes the protection of an Eligible Whistleblower's identity seriously. Steps it will take to help achieve this may include:

- maintaining mechanisms to reduce the risk that the Eligible Whistleblower will be identified from the information contained in a Disclosure (such as redactions or referring to the person in gender neutral terms);
- maintaining mechanisms for secure record-keeping and information-sharing processes and limiting access to records and information;
- reminding each person (as appropriate) who is involved in handling and investigating a Disclosure about the confidentiality requirements, including that an unauthorised release of an Eligible Whistleblower's identity may be a criminal offence.

In practice, an Eligible Whistleblower's identity may still be determined if the Eligible Whistleblower has previously mentioned to other people that they are considering making a Disclosure, the Eligible Whistleblower is one of a very small number of people with access to the information or the Disclosure related to information that an Eligible Whistleblower has previously been told privately and in confidence.

If there is a breach of confidentiality, an Eligible Whistleblower can lodge a complaint with an Authorised Recipient or a regulator such as ASIC or APRA for investigation.

#### **When an Eligible Whistleblower's identity may be disclosed**

If a Disclosure qualifies for protection, it is likely that the Eligible Whistleblower will be asked to provide consent to the disclosure of their identity or information that is likely to lead to their identification. This would be to facilitate the Company's response to the Disclosure. If consent is withheld, it may not be possible to adequately deal with a Disclosure.

If an Eligible Whistleblower does not consent to their identity being disclosed, it will still be lawful to disclose their identity to:

- ASIC, APRA, the AFP or the Commissioner of Taxation (in relation to tax matters);
- a legal practitioner for the purposes of obtaining legal advice or legal representation about the Disclosure; or
- to any other Commonwealth body by law.

It will also be lawful to disclose information in a Disclosure without the Eligible Whistleblower's consent if this is reasonably necessary for the purpose of investigating the Disclosure (provided the information does not include the Eligible Whistleblower's identity and the Company takes reasonable steps to reduce the risk that the Eligible Whistleblower will be identified as a result of the Disclosure).

ASIC, APRA or the AFP can disclose the identity of an Eligible Whistleblower, or information that is likely to lead to the identification of the Eligible Whistleblower, to a Commonwealth, State or

Territory authority to help the authority in the performance of its functions or duties.

### **Detriments and threats of detriment prohibited**

The protections also make it unlawful for a person to engage in conduct against another person that causes or will cause a detriment:

- in circumstances where the person believes or suspects that the other person or a third person made, may have made, proposes to make or could make a Disclosure; and
- if the belief or suspicion held by that person is the reason or part of the reason for their conduct.

Threats of detriments will also be unlawful if the person making the threat intended to cause fear that a detriment would be carried out or was reckless as to whether the person against who it was directed would fear the threatened detriment being carried out.

Threats may be express or implied, conditional or unconditional. An Eligible Whistleblower (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.

The meaning of 'detriment' is very broad and includes:

- dismissing a team member;
- injuring a team member in their employment;
- altering a team member's position or duties to their disadvantage;
- discriminating between a team member and other team members;
- harassing or intimidating a person;
- harming or injuring a person;
- damaging a person's property, reputation, business or financial position; and
- any other damage to a person.

It may be necessary during the course of an investigation to take reasonable administrative action to protect an Eligible Whistleblower from detriment (e.g. changing the Eligible whistleblower's reporting line if the Disclosure relates to a manager). Such conduct will not be detrimental conduct. A Disclosure will also not prohibit the Company from managing (in the ordinary way) any separate performance issues that may affect the work of an Eligible Whistleblower.

If, in the course of investigating a Disclosure, the Company determines that the Eligible Whistleblower was complicit in the misconduct or improper state of affairs or has otherwise acted in an improper way then the Eligible Whistleblower may be subject to disciplinary action - a team member may be dismissed, and the engagement of a contractor, labour hire worker, trainee or work experience student may be terminated.

Information about what the Company will do to provide support to and protect an Eligible Whistleblower is set out in the part of this Policy titled 'Support and Fair Treatment'. However, if an Eligible Whistleblower believes they have suffered detriment they can lodge a complaint with an Authorised Recipient or a regulator such as ASIC or APRA.

## Court orders

Courts are given broad scope to make orders remedying a detriment or threatened detriment. These include injunctions, compensation orders, reinstatement, exemplary damages and the making of apologies if an Eligible Whistleblower suffers loss, damage or injury because of a Disclosure or an employer does not take reasonable precautions or exercise due diligence to prevent detrimental conduct. Civil and criminal sanctions also apply to breaches of the Whistleblower Protection Scheme. The Company encourages Eligible Whistleblowers to seek independent legal advice in regards to seeking compensation or other remedies.

## Investigations of Disclosures

The Company will acknowledge receipt of a report within a reasonable period, assuming the Eligible Whistleblower can be contacted (including through anonymous channels).

The Company will assess reports to determine whether:

- they fall within the Whistleblower Protection Scheme; and
- if an investigation is required – and if so, how that investigation should be carried out.

Generally, if an investigation is required, the Company will determine:

- the nature and scope of the investigation;
- who should lead the investigation – including whether an external investigation is appropriate;
- the nature of any technical, financial or legal advice that may be required to support the investigation; and
- the anticipated timeframe for the investigation. Each investigation will be different which will impact the applicable timeframe. However, the Company's intent is to complete an investigation as soon as practicable.

Where practicable, the Company will keep the Eligible Whistleblower informed of the steps taken or to be taken (or if no action is to be taken, the reason for this), and provide appropriate updates, including about the completion of any investigation. However, the extent of the information provided, or whether it will be provided at all, will be subject to applicable confidentiality considerations, legal obligations and any other factors the Company considers relevant in the particular situation. The Whistleblower Protection Officer can be contacted to discuss the Company's measures for ensuring confidentiality.

The Company may not be able to undertake an investigation, or provide information about the process etc, if it is not able to contact the Eligible Whistleblower, for example, if a Disclosure is made anonymously and has not provided a means of contact.

Where practicable, an Eligible Whistleblower will receive updates about when the investigation has begun, while the investigation is in progress and after the investigation has been finalised. The frequency and timeframe of any updates may vary depending on the nature of the Disclosure. The Company will also have regard to confidentiality considerations when providing updates.

Where appropriate, the Company will report findings of an investigation to the Company's Vice

President of Audit. The method for documenting and reporting the findings of an investigation will depend on the nature of the Disclosure. Any reporting of findings will have regard to applicable confidentiality requirements. There may be circumstances where it may not be appropriate to provide details of the outcome to the Eligible Whistleblower.

### **Support and fair treatment**

The Company is committed to transparency and to building an environment in which people feel free to raise legitimate issues relating to the Company's operations. The Company is also committed to protecting Eligible Whistleblowers from detriment.

When a Disclosure is made, the Company will reiterate the requirements of this Policy to relevant individuals to ensure the protections are not undermined.

Appropriate action may be taken against any person who causes or threatens to cause any detriment against an Eligible Whistleblower. For a team member that may be to terminate their employment. In the case of a contractor, labour hire worker, trainee or work experience student their engagement may be terminated.

In addition, the Company's Employee Assistance Program [EAP] services will be available to all Eligible Whistleblowers and other team members affected by the Disclosure, should they require that support.

The Company may also consider a range of other matters to protect an Eligible Whistleblower from the risk of suffering detriment and to ensure fair treatment of individuals mentioned in a Disclosure. Measures that may be taken to achieve fair treatment include:

- handling Disclosures confidentially, when it is practical and appropriate in the circumstances;
- assessing whether an investigation is required to in relation to a Disclosure;
- when an investigation needs to be undertaken, ensuring the investigation is independent of the Eligible Whistleblower and the individuals who are subject to the Disclosure;
- providing support services such as counselling services and access to resources for strategies to manage stress, time or performance impacts resulting from the investigation; or
- where necessary, undertaking specific interventions to protect an Eligible Whistleblower where detriment has already occurred.

If the Disclosure mentions or relates to team members of the Company other than the Eligible Whistleblower, the Company will take steps to ensure that those individuals are treated fairly.

### **Vexatious or false Disclosures**

An Eligible Whistleblower will only be protected if they have objectively reasonable grounds to suspect that the information that they disclose concerns misconduct or an improper state of affairs or circumstances or other conduct falling within the scope of the Whistleblower Protection Scheme.

The protections under the Whistleblower Protection Scheme will not extend to vexatious or

deliberately false Disclosures. If any investigation of a Disclosure demonstrates that it was not made on objectively reasonable grounds, it will not be protected.

Depending on the circumstances, it may be appropriate for the Company to take appropriate action against any person who does not have objectively reasonable grounds for their Disclosure. For a team member that may be to terminate their employment. In the case of a contractor, labour hire worker, trainee or work experience student their engagement may be terminated.

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