



GraceKennedy Limited Policy WHISTLE BLOWING POLICY

1. OVERVIEW

- 1.1 GraceKennedy Limited (the Company) is committed to providing an environment that promotes the highest levels of honesty, integrity and ethical conduct.
- 1.2 This policy supports the provisions of the GraceKennedy Code of Ethics and Guidelines for Business Conduct ("GK Code of Ethics") which sets out the responsibility of each employee to report to the Company any breach of the GK Code of Ethics or any of the Company's policies and any serious weakness or deficiency in the Company's policies, procedures or controls which might enable breaches to occur or to go undetected.
- 1.3 This policy is applicable to GraceKennedy Limited, each of its Subsidiaries, Joint Ventures and Associated Companies (as applicable), (the Group).

2. SCOPE

This policy applies to the process for the administration of whistle blowing reports. This may include but is not limited to breaches of company policies, frauds or irregularities, unethical or questionable conduct, or suspected fraud, irregularity involving employees, contractors or agents or in respect of any aspect of the company's business and activities whether internally or in respect of dealings with third parties.

3. DEFINITIONS

Anonymous means That the identity of the person/s making the report has not been revealed and is unknown to persons receiving the report

Designated Person means such person appointed by the Group CEO to administer the Whistle Blowing Hotline and manage the process for documenting and reporting on whistle blowing reports throughout the Group in keeping with policy and based on terms of reference to be provided. As at the date of this policy the Designated Person shall be the Chief Audit Executive.

4. HOW REPORTS CAN BE MADE

- 4.1 Employees should generally make reports by using the usual chain of communication, that is to their immediate supervisor, failing which to the supervisor's supervisor and so on up to the Group CEO. If an employee is not comfortable using the usual chain of communication the employee may make the report directly to:
 - (i) The Chief Human Resources Officer, General Counsel & Chief Corporate Secretary/ or Chief Audit Executive or

- (ii) The GraceKennedy Limited Board Chair, Chair of the Audit Committee or Chair of the Corporate Governance & Nomination Committee of the Board, if the circumstances warrant this.
- (iii) Any senior officer within the Company or the Group to whom the employee feels comfortable to make such a report.

4.2 Through the Hotline number and Web portal provided, administered by an external service provider, primarily to facilitate Anonymous reports, further details of which are set out in section 6 below.

5. CONFIDENTIALITY

- 5.1 The confidentiality of persons making reports under this policy will be strictly observed except in cases where it is reasonably determined that a disclosure is required to protect the health, life or security of the employee making the report or other employee or third party.
- 5.2 A report which is made on a confidential basis will be investigated and handled without disclosing the reporter's identity.
- 5.3 Reports which are made in confidence, which cannot however be properly investigated without breaching the reporter's confidentiality, and concerns that are raised anonymously, will only be considered at the discretion of the Company.
- 5.4 Any breach of confidentiality will be considered a serious breach of this policy and may be subject to appropriate level sanctions depending on the circumstances.
- 5.5 Persons making a report on a confidential basis or anonymously may at any time choose to change the status of the report.
- 5.6 This section 5 applies to all reports whether made to a person under section 4 or through the Hotline number and Web Portal.

6. SUPPORT FOR WHISTLE BLOWERS

- 6.1 The Company will protect persons who, in good faith, make a report on any of the matters covered within the scope of this policy as stated in section 2.
- 6.2 Persons who make a report under the policy (including those whose identity is disclosed based on the circumstances set out in section 5 or 7.4) will not be at risk of losing their job or suffer other adverse consequence provided that:
 - (i) the report is made in good faith, without malice or other improper motive, and
 - (ii) the person making the report reasonably believes that the information provided in the report and any allegations contained in it are substantially true.
- 6.3 Appropriate sanctions may be taken by the Company where it is determined that a report was made maliciously or in bad faith.

7. WHISTLE BLOWING HOTLINE SERVICE

- 7.1 The Whistle Blowing Hotline, administered by an external provider, facilitates Anonymous reports, although it may also be used for confidential reports where the identity of the person making the report is taken on the basis that it will be maintained on a confidential basis.
- 7.2 Examples of reports which may be made through the Whistle Blowing Hotline are outlined in the Appendix to this Policy. However, this list is not exhaustive.
- 7.3 The Whistle Blowing Hotline facilitates reports being made via telephone (as per numbers provided), or via a web-portal, both of which facilitate reports being made anonymously.
- 7.4 Under the terms of the arrangements with the 3rd party provider, the Company

will not be advised of the identity of the person making the report if this is provided on a confidential basis, unless the reporter indicates that his or her identity may be passed on to the Company on a confidential basis.

- 7.5 Persons making a report through the Whistle Blowing Hotline will be provided with a number by the 3rd party provider for tracking reports. This number may be used by the party making the report for follow up communications to the Hotline.
- 7.6 The 3rd party provider administering the Whistle Blowing Hotline will receive the communication and collect all the relevant information regarding the issue or the incident that is being reported.
- 7.7 The provider will pass on reports received to the Designated Person who is responsible for:
 - (i) Submitting the report to the appropriate senior officer (s) within the organization for investigation, handling and the taking of the appropriate action.
 - (ii) Following up to ensure the prompt resolution of the matter.
 - (iii) Providing feedback as appropriate to the 3rd Party provider for further communication with the party submitting the report.
 - (iv) Maintaining a record of all reports.

8. INVESTIGATIONS

- 8.1 All reports will be handled promptly and will be investigated fairly and impartially regardless of the person who is the subject of the reports, length of service, position/title, or relationship to the Company's employees the Company or the Group.
- 8.2 Management of all GraceKennedy subsidiaries will be required to fully support and cooperate with any investigation which has been reported through the whistle blowing process.

9. REPORTING

- 9.1 The Designated Person is responsible for maintaining a record of the number and types of Whistle Blowing reports made throughout the Group to keep track of these reports and be able to analyze trends and take the appropriate actions.
- 9.2 To facilitate the central recording of Whistle Blowing matters, Divisional CEOs and Department Heads GK Executive Office are to provide the Designated Person with data concerning Whistle Blowing reports received. The data provided shall be limited to generic information and case numbers assigned for reference purposes.
- 9.3 The Designated Person shall provide periodic reports to the Group CEO and the Company's Audit Committee in respect of reports received.

9. BREACH OF POLICY

An employee who breaches this Policy, may face disciplinary action including separation from the Company in accordance with the Corrective/Disciplinary Action Policy.

10. POLICY REVIEW

This Policy shall be reviewed at least every three (3) years.

APPENDIX

Examples of matters which may be reported through the GraceKennedy Whistleblowing hotline. This list is not exhaustive.

Allegation	Definition
Accounting/Audit Irregularities	Acts related to the misstatement and/or destruction of Company audit work papers or accounting documents. Acts that fraudulently influence any public or certified accountant who is either preparing financial statements or conducting an audit for the Company. This is usually performed at the corporate level. It does not include Wage/Hour Issues nor cash register issues EXAMPLES: A person destroys accounting documents to keep auditors from discovering poor accounting practices. A person knowingly enters false information into the Company's financial records KEY WORDS: Audit, Accounting, revenue, million, Audit Committee, SEC, Security Exchange, Misstate.
Antitrust or Fair Trading	Discussions or agreements with competitors about prices or credit terms, submission of bids or offers, allocation of markets or customers, restrictions on production, distribution or boycotts of suppliers or customers that would result in monopolization or anticompetitive markets.
Breach of Accounting and Auditing Practices	Statements, actions or questionable conduct that violate or conflict or could violate or conflict with either internal accounting controls, accounting and auditing policies, procedures, or practices or government regulations related to the detailed reporting of the financial state or transactions of an organization or the examination, verification, or correction of its financial accounts.
Conflict of Interest	Any interest, business or professional activity or relationship, prior or current employment, or any obligation that may interfere with the ability to objectively perform job duties and responsibilities or impair independence and objectivity. Any situation in which the personal interest of a director or employee interferes or may even appear to interfere with the objective and independent discharge of the employee's or director's responsibilities to the company or to act in the best interest of the company. An employee owes a duty to the employer to act in the interest of the employer (and no other) when carrying out the duties of an employer. A Conflict of Interest exists when the employee has some personal kinship, friendship or financial interest in the transaction that may divide the employee's interests and put his duty to his employer in jeopardy. The more common actions include: sending a customer to a business owned by the employee or one in which the employee has some kind of interest; working for a competitor in any manner while working for a client company; accepting gifts or money from a supplier in order to gain additional business; using company goods and services to support their own business. Any financial interest, any business or professional activity, prior or current employment, or any obligation that may interfere with the ability to objectively perform job duties and responsibilities or impair independence and objectivity.
Customer Relations	The real or perceived display of lack of customer service or courtesy exhibited by employees of a client company either by actions, lack of action, or something which was said by an employee or a combination of both.
Disclosure of Confidential Information	The unauthorized or illegal disclosure, copying, duplication, misuse or release of confidential or personal data including but not limited to employment, financial, medical and health, customer lists, contracts, business plans, personnel records or other property marked or generally regarded as confidential or trade secrets.

Allegation	Definition
Discrimination	Statements or actions based on age, race, colour, national origin, sexual orientation, gender, disability or religion that are the basis for employment, promotion or compensation decisions. Any act or omissions which fails to meet the standards of the Equal Opportunity Commission (EEOC) which includes all types of discrimination, to include based race, religion, age, nationality, sex, sexual orientation or disability.
Employee Relations	Any act or omission, which is perceived to be detrimental to the physical or mental wellbeing of an employee. If available issues related to the 'Retaliation of Whistle Blowers' should be could be coded as such. For more information regarding retaliation issues, see the 'Retaliation of Whistle Blowers' definition.
Environment, Health and Safety	Conduct, actions, policies or practices that either violate local, provincial or federal environmental, health or safety laws or regulations or may cause or result in potentially hazardous conditions that impact the environment or the health or safety of employees, customers or others.
Espionage or Sabotage	Actions that result in the gathering, receipt or acceptance of non-public confidential information or trade secrets about competitors to gain a competitive advantage or the deliberate destruction, disruption or damage to a competitor's equipment or property for competitive advantage or gain.
Falsification of Company Records	Any act or omissions, which alters any company record from its genuine condition to a false condition. If the document is considered an accounting document, code the incident as 'Accounting/Audit Irregularities'. If the falsification resulted in some form of gain for the perpetrator or benefactor, code as Fraud. If the falsification resulted in the misstatement of payroll hours or money, code as Theft of Time. KEYWORDS: Falsified, Changed Document, False Information
Falsification or Destruction of Information and Records	Statements or actions that encourage or result in unlawful, untimely, false or intentional misrepresentation, concealment or destruction of information or records in order to deceive or mislead.
Fraud	Deliberate attempts to deceive in order to receive gain; such as a fraudulent refund, transaction, or credit card. If available issues related to the misstatement and/or destruction of Company audit workpapers or accounting documents should be coded as 'Accounting/Audit Irregularities'. If available issues related to generating personal loans to or for any executive officer or director should be coded as 'Improper Loans to Executives'. For more information, see the 'Accounting/Audit Irregularities' and the 'Improper Loans to Executives' definitions.
Fraudulent insurance Claims	The claiming and acceptance of insurance benefits provided by a client company for a condition that did not exist or a condition that existed and no longer exists or occurred in another way as what was stated.
Gifts, Bribes and Kickbacks	Payments, payments in kind, gifts, bribes, extensions of credit or benefits extended to or received by customers, employees, suppliers, vendors, competitors, directors, officers, auditors, government employees, government officials or agencies, or other parties that are unlawful, improper, or designed to influence business decisions or political processes.
Harassment – Workplace	Persistent statements conduct or actions that are uninvited, degrading, offensive, humiliating or intimidating and create an unpleasant or hostile environment.
Improper Loans to Executives	Directly or indirectly arranging for the extension of credit, or to renew an extension of credit, in the form of a personal loan to or for any Executive, Officer or Director.

Allegation	Definition
Inappropriate Behaviour	Statements or actions that are not harassing in nature but are believed to be unsuitable for the workplace.
Insider Trading	<p>The purchase or sale of stock or other securities of a publicly listed company based on non-public material information about the company or communicate that information to another person if it is known, or ought reasonably to be known that the other person will make use of the information to purchase or sell or cause others to purchase or sell the company's stock.</p> <p>The buying or selling of a stock based on insider information that is not available to the general public. An insider is defined as someone who has access to or possession of important information about a company that affects its stock price, or which might influence investors' decisions. This incident type includes buying or selling any company's stock based on non-public information as well as passing this information on to someone else who then buys or sells stock.</p>
Kickbacks	The solicitation or acceptance of cash, gifts or favours to perform, a function which the employee is required by the job description to perform.
Misuse of Resources	The improper, unauthorized or unlicensed use of property or resources for non-business-related reasons or purposes including improper use of systems and timekeeping.
Other	Statements actions or policies that concern the caller but are not currently resulting in harm injury or corporate liability and cannot be included in any other category.
Policy Issues	Any departure from company policy or facility procedures by any person subject to policy or procedure. This code is generally a secondary code, it should only be used if 'Policy Issues' is the primary issue.
Product Quality Concern	Any issues with goods or services produced by the client company. This would include outdated products, poor workmanship, etc.
Quality Control	Complaints about product or service quality or effectiveness due to deliberate acts or omissions; allegations of product tampering; violation of policies and practices for manufacturing controls; allegations of non-compliance with product standards or service delivery.
Release of Proprietary information	The conveying of information considered sensitive by a client company to another person, company, or entity by any person. If available Issues related to the buying or selling of a stock based on insider information should be coded as 'Insider Trading'. For more information, see the 'Insider Trading' definition.
Retaliation or Retribution	Statements or actions discharging, demoting, suspending, threatening, harassing or discriminating against an employee because of any lawful act taken by such employee in connection with reporting a violation of law or policy, filing a complaint, or assisting with an investigation or proceeding.
Retaliation against Whistle blowers	Adverse treatment of an individual in retaliation of their report of unethical activity in the workplace. The victim is required to have filed a concern/report (not necessarily to the Network) in order for them to be considered a 'whistle blower'. EXAMPLE: A manager threatens, abuses or carries out other forms of harassment directly or indirectly against a person (including his/her family or friends), who has made an ethics violation report. KEYWORDS: Retaliate, Retaliated
Safety Issues and Sanitation	Any condition which appears to be hazardous or unsanitary to the well-being of an employee, customer, facility, or general public.
Sexual Harassment	Statements or actions expressing unwelcome sexual advances, requests for sexual favours, unsolicited physical contact or propositions, unwelcome flirtations, or offensive verbal or visual expressions or physical conduct of a sexual nature.

Allegation	Definition
	Unwelcome advances, request for sexual favors, and other verbal or physical conduct of a sexual nature may constitute sexual harassment.
Substance Abuse	The unlawful use, possession, sale, conveyance, distribution, concealment, transportation or manufacture of illegal drugs, intoxicants, controlled substances or drug paraphernalia in the workplace or while conducting business.
Theft	The unauthorized removal or taking of supplies, equipment, furniture, fixtures, products, cash, merchandise or other tangible property.
Theft of Cash	The taking of money or money instruments from the premises of a client company without authoritative permission. This would include false refunds for which cashiers obtained voids.
Theft of Goods/Services	The taking or removal of any merchandise or property from the premises of a client company without authoritative permission and with the intent to permanently deprive the company of the goods.
Theft of Time	Any act or omission, which causes an employee to be paid for, time not worked for the benefit of the client company.
Threats of Violence	Statements or actions that threaten acts of violence or the presence of weapons, firearms, ammunition, explosives or incendiary devices in the workplace, on work premises or in work vehicles.
Unauthorized Discounts	The offering or giving of a discount or additional discount to any person whether employee or customer which is not authorized by company policy.
Unfair Employment Practices	Employment decisions, practices or disciplinary actions that are believed to be unfair regardless of whether they are the result of job performance, changes in business needs or other business-related decisions.
Wage/Hour Issues	Any departure from existing labor laws or concerns over hours or wages. This includes but is not limited to the following examples: EXAMPLES: Employees being asked or required to work overtime without the appropriate compensation Employees not paid for the work they have performed Employees being paid less than minimum wage KEYWORDS: Compensation, wages, overtime
Workplace Violence/Threats	Any act which causes physical injury to a person or any acts or statements which cause a person to believe that his / her physical well-being is in jeopardy.

POLICY HISTORY			
VERSION	RELEASED	REAFFIRMED	REVISED
1	June 24, 2010		March 3, 2022
2	June 20, 2022		