



GraceKennedy Limited Policy Document					
Policy	WHISTLE BLOWING POLICY				
Policy #		Version #	1	Classification	CORPORATE
Approval	EXECUTIVE COMMITTEE	Approval Date	2010 JUNE 24	Effective Date	2010 JUNE 24

1. OVERVIEW

- 1.1. GraceKennedy is committed to providing an environment that promotes the highest levels honesty, integrity and ethical conduct.
- 1.2. This whistle blowing policy supports the provisions of the GraceKennedy Group 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. In particular, the GK Code of Ethics commits to “affording employees a reliable process through which breaches, irregularities or concerns over any wrongdoing occurring within the Group may be reported without fear of loss of job or other reprisals.”
- 1.4. This policy applies to all companies in the GraceKennedy Group and associated companies under the management control of GraceKennedy in Jamaica and internationally.

2. SCOPE OF THE WHISTLE BLOWING POLICY

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 conduct, or suspected frauds or 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. HOW REPORTS CAN BE MADE

- 3.1 The Whistle Blowing policy provides that 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:
 - The Chief Human Resources Officer, Chief Corporate Secretary/Senior Legal Counsel or Chief Internal Auditor or
 - The Group Chairman & CEO, Chairman of the Audit Committee or Chairman of the Corporate Governance Committee of the Board, if the circumstances warrant this.
 - Any senior officer within the Company or the GraceKennedy Group with whom the employee feels comfortable in making such a report.

- 3.2 Through the Hotline number provided administered by an external service provider primarily to facilitate anonymous reports, further details of which are set out in item 6 below.

4. CONFIDENTIALITY

- 4.1 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.
- 4.2 A report which is made on a confidential basis will be investigated and handled without disclosing the reporter's identity.
- 4.3 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.
- 4.4 Any breach of confidentiality will be considered a serious breach of this Policy subject to appropriate level sanctions depending on the circumstances.
- 4.5 Persons making a report on a confidential basis or anonymously may at any time choose to change the status of the report.
- 4.5 The foregoing applies to all reports whether made to an officer of the company or through the Hotline number.

5. SUPPORT FOR WHISTLE BLOWERS (NON RETALIATION POLICY)

- 5.1 The Whistle Blowing policy protects persons who, in good faith, report actual or perceived breaches, irregularities or wrongdoing within the Group. .
- 5.2 Persons who make a report under the Policy will not be at risk of losing their job or suffer other adverse consequence provided that:
- The report is made in good faith, without malice or other improper motive, and
 - The person making the report reasonably believes that the information provided in the report and any allegations contained in it are substantially true.
- 5.3 Appropriate sanctions may be taken by the Company where it is determined that a report was made maliciously or in bad faith.

6. WHISTLE BLOWING HOTLINE SERVICE

- 6.1 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.
- 6.2 Examples of reports which may be made through the Whistle Blowing Hotline are outlined in the Appendix to this Policy. This list is not exhaustive however.
- 6.3 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.
- 6.4 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.
- 6.5 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.

- 6.6 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.
- 6.7 The provider will pass on reports received to the Designated Person who is responsible for:
 - (1) Submitting the report to the appropriate senior officer (s) within the organization for investigation, handling and the taking of the appropriate action.
 - (2) Following up to ensure the prompt resolution of the matter
 - (3) Providing feedback as appropriate to the 3rd Party provider for further communication with the party submitting the report.
 - (4) Maintaining a record of all reports.

7. INVESTIGATIONS

- 7.1 All reports will be handled promptly and will be investigated fairly and impartially regardless of the suspected wrongdoer's length of service, position/title, or relationship to the other Company employees or the Company.
- 7.2 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.

8. REPORTING

- 8.1 The Designated Person is responsible for maintaining a record of the number and types of Whistle Blowing reports made throughout the Group so that the Group may keep track of these and be able to analyze trends and take the appropriate actions.
- 8.2 To facilitate the central recording of Whistle Blowing matters, Divisional CEOs and Department Heads GK Corporate Offices 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.
- 8.3 The Designated Person shall provide periodic reports to the Group Chairman & CEO in respect of reports received.

7. DEFINITIONS (FOR THE PURPOSES OF THIS POLICY)

- a. **Anonymous** – That the identity of the person/s making the report has not been revealed and is unknown to persons receiving the report
- b. **Designated Person** – Such person appointed by the GraceKennedy 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 Internal Auditor of the Group.

- c. **Fraud** – Is defined as the use of deception with intent of obtaining an unfair advantage or unlawful gain, avoiding an obligation, or causing loss to another party. The criminal act is the attempt to deceive and attempted fraud is therefore treated as seriously as accomplished fraud.
- d. **Victimization** – Negative action against an individual such as demotion, termination, transfer with due cause or justification, blacklisting, or other negative action against an individual implemented solely as a result of a whistle blowing report made in good faith.

8. BREACH OF POLICY

A breach of this policy may result in disciplinary actions or other sanctions up to and including dismissal.

APPENDIX

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

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.
Harassment – Sexual	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.
Harassment – Workplace	Persistent statements, conduct or actions that are uninvited, degrading, offensive, humiliating or intimidating and create an unpleasant or hostile environment.
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.
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.
Inappropriate Behaviour	Statements or actions that are not harassing in nature, but are believed to be unsuitable for the workplace.
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.
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.
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.
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.

Allegation	Definition
Breach of Accounting and Auditing Practices	Statements or actions that violate or conflict with either internal 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 - Financial	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.
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.
Insider Trading Information	The purchase or sale of stock or other securities based on non-public and material information obtained during the course of employment or providing such information to another person who purchases or sells stock or other securities based upon that information.
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.
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.
Theft	The unauthorized removal or taking of supplies, equipment, furniture, fixtures, products, cash, merchandise or other tangible property.
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.
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.
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 or Destruction of Information	Statements or actions that encourage or result in unlawful, untimely, false or intentional misrepresentation, concealment or destruction of information in order to deceive or mislead.
Quality Control	Complaints about product or service quality or effectiveness; allegations of product tampering; violation of policies and practices for manufacturing controls; allegations of non-compliance with product standards or service delivery.

POLICY HISTORY	DATES				
	VERSION	RELEASED	REAFFIRMED	REVISED	HYPERLINK POLICY PREVIOUS
1	June 24, 2010				