

A message from the Managing Director and CEO

Orora is a global leader in packaging and visual communication solutions. Orora is highly regarded and the integrity of Orora's operations is one of Orora's most important assets.

Each team member has a part to play in protecting the reputation of Orora, through Orora's strong culture of integrity and ethical conduct. In short, Orora does what is right, and places a premium on being a responsible corporate citizen that conducts its business in accordance with applicable laws and internationally accepted practices and procedures.

No matter where Orora team members are located, and what role they perform, the Orora Values – Teamwork, Passion, Respect and Integrity – guide the behaviour of Orora team members and the way they work. The Orora Whistleblower Policy describes how the Orora values are put into practice. It explains the Orora commitment to our whistleblower program and the commitment to protect whistleblowers, and provides guidance for all Orora team members and anyone else who acts on behalf of Orora.

Orora team members should read the Policy carefully, as it is an important resource that will help maintain trust in Orora and strengthen relationships with Orora's customers, partners, suppliers and the local community. Similarly, if a team member has reasonable grounds to suspect misconduct or an improper state of affairs or circumstances to improve the way in which Orora conducts its business, then I encourage team members to speak out and stay true to the Orora value of Integrity.

Every Orora team member must comply with the Policy. I am proud to work as part of a team that upholds strong ethical standards and I thank each Orora team member for their support of Orora's Whistleblower Policy.

Brian Lowe

Managing Director and CEO

Overview

- Orora is committed to ethical and honest behaviour.
- Do you have reasonable grounds to suspect misconduct or an improper state of affairs or circumstances? A detailed list is available in the policy below.
- If so, you can make a disclosure to the Whistleblower Service Provider (WSP). This is run by an independent third party. You can choose to remain anonymous if you wish.
- When a disclosure is made to the WSP, it will be investigated and reported through to the Orora Board.
- Protections are available under the policy for disclosers. There may be further protections provided to whistleblowers under local laws outside of Australia.

If you believe the conduct breaches the law or Orora's policies, or you have difficulty or feel uncomfortable answering these questions, you should seek assistance.

Orora Limited's Code of Conduct and Ethics Policy sets out its policy on whistleblowing and its commitment to protect whistleblowers. This whistleblower policy describes how that commitment is implemented.

This policy is available on Orora's intranet and on Orora's website.

Background and outline of contents

The Orora Group's whistleblower program is an integral part of its compliance program. The program is intended to satisfy whistleblower requirements in all countries in which the Orora Group operates.

Orora recognises that an effective whistleblower program:

- is a strong indicator that Orora is complying with its legal and ethical obligations;
- enables individuals to feel that the company is properly addressing their concerns; and
- does not penalise or victimise whistleblowers, including employees, for fulfilling their obligation to ensure that Orora's conduct meets its policies on compliance and ethics.

The policy covers, in general terms, the following:

- Who does this policy apply to? (part 2)
- Who can the whistleblower talk to and what sort of concerns can be raised? (parts 3 to 7)
- The process after disclosure (part 8)
- What happens to the whistleblower, protecting the identity of the whistleblower and reasons for whistleblowing (parts 9 to 11)
- Reporting and review (parts 12 to 14)

Who does this policy apply to?

Categories of people covered by the policy

Orora is committed to making this whistleblowing policy available for concerns affecting the company's activities held by the following:

- current or former employees and officers of the Orora Group, whether full-time, part-time or casual, at any level of seniority and wherever employed;
- a person who has or had a contract to supply services or goods, to the Orora Group;
- a current or former employee of a person who has or had a contract to supply services or goods to the Orora Group;
- a current or former associate of the Orora Group (eg a director of Orora or of another member of the Orora Group); and
- a current or former relative, spouse or dependent of any of the above.

Employees obliged to ensure all company conduct complies with law and company policy

Employees and officers are reminded that under the terms of their employment, they are obliged to ensure that they comply with the law and company policy.

Who can the whistleblower talk to?

Raise initial concerns with supervisor or usual contact officer

Employees of the Orora Group should initially (and promptly) discuss any concerns with their supervisors. In most cases, this should satisfactorily address the concern.

Other people should first raise concerns with their usual contact officer within the Orora Group.

- For consumers, this will be the consumer hotline service advertised on the Orora website and in Orora's product information brochures;
- For contractors, it will usually be the Orora Group employee who manages the account.

Protections under this policy which apply to an eligible whistleblower do not apply unless a disclosure is made to a Senior Manager of Orora (that is, a Group General Manager or above), the Whistleblower Service Provider (WSP), an Orora Board member, or an auditor employed by, or engaged by Orora (each an Eligible Recipient).

Protections will also apply if a disclosure is made to a relevant Australian regulatory body, or to a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to the operation of this policy.

If not satisfied with response to initial concern, contact a Senior Manager of Orora, a member of the audit team or the WSP

Orora has appointed an external independent WSP. If a person is not satisfied with the response of their supervisor or contact point, or otherwise feels uncomfortable to raise their issues with them, they can contact the WSP by telephone, facsimile, email and mail (contact details are displayed at every Orora site and at www.ororagroup.deloitte.com.au).

Once a disclosure is made under this section 3, protections under this policy apply to the eligible whistleblower.

Role of, and reporting by, WSP

The Orora Board has engaged Deloitte as its WSP. The Board believes that reporting to an independent party will serve the interests of all Orora stakeholders better by reducing the anxiety people might feel if they were required to report their concerns to an Orora employee.

Orora is committed to ensuring that the WSP has the independence, authority and resources needed to:

- hear all disclosures falling within this policy;
- if requested by Orora, assist to investigate them under this policy; and
- if requested by Orora, assist to obtain specialist, independent legal and financial advice for any investigation.

The WSP:

- will generally report to the Company Secretary and Group General Counsel who will liaise with the Whistleblower Committee;
- may choose to refer a matter to a representative of Orora's Audit and Compliance Committee or report to the Audit and Compliance Committee directly; and
- is entitled to elect to report directly to the Managing Director and CEO or the Board about major allegations of non-compliance.

Employee support

Orora's Employee Assistance Program is available to any employees who need support, guidance or counselling 24/7.

What sort of concerns can be raised?

The following are, generally, the issues that Orora encourages stakeholders to report to the WSP, if they have reasonable grounds to suspect misconduct or an improper state of affairs or circumstances:

- conduct or practices which are illegal or breach any law or regulation, or significantly breach any contract binding a member of the Orora Group;
- fraudulent or corrupt practices (including offering or accepting bribes or otherwise gaining advantage from a relationship with the Orora Group to which the Orora Group has not agreed);
- a serious breach, or continuing or regular breaches of Orora's policies or other rules of conduct;
- coercion, harassment or discrimination by, or affecting, any member of the Orora Group's team members;
- misleading or deceptive conduct of any kind;
- situations within the Orora Group's control that pose a danger to the health or safety of any person; and
- situations within the Orora Group's control that are a significant danger to the environment.

Such concerns that are raised with Eligible Recipients or relevant Australian regulatory bodies or legal practitioners for the purposes of obtaining legal advice or legal representation in relation to the operation of this policy will be covered by this policy.

However, personal workplace-related grievances are not covered under the scope of this policy (unless such grievance is in relation to victimisation as a result of making a disclosure under this policy). Examples of personal work-related grievances include disclosures regarding interpersonal conflicts with other employees, transfer and promotion decisions, decisions regarding the terms and conditions of employment, decisions regarding suspension and termination of employment and disciplinary decisions.

How 'big' should the issue be before it is raised with the WSP?

WSP can informally advise about whether or not a matter falls under this policy

If an individual has any doubts about whether their concerns fall within the matters that are covered by this policy, they should discuss the matter informally with the WSP. The WSP can advise the individual whether the matter:

- is within the scope of this policy; or
- would ordinarily be viewed as one of normal commercial business judgment or opinion (and therefore not a matter of a breach of Orora's compliance or ethics policies). The WSP will not deal with these matters.

WSP must report all matters formally raised

The WSP must report matters formally raised by an individual whether or not the WSP has informally advised the individual.

Orora requires the WSP to treat all disclosures with the utmost seriousness, even though they may cost substantial time and money to investigate and can damage the career and morale of people who are the subject of the allegations. The individual should take this into account when deciding whether a matter is sufficiently serious to formally raise with the WSP. One-off, minor infringements may be most constructively dealt with without formal investigations or action.

Matters already investigated

If all the facts of a matter have already been investigated within another complaints mechanism of Orora (such as discrimination issues through HR), then depending on the circumstances, it may not be appropriate to raise the same matter with the WSP.

Repeated misconduct should be raised with WSP even if minor or long standing

If an individual becomes aware of continuing or repeated misconduct, however minor, the matter should be pursued through the appropriate channels: small matters, when repeated, can become bigger matters. A stakeholder should also contact the WSP even though the stakeholder has been aware of parts, or indeed all, of the non-compliant conduct for some time.

What evidence is needed before the matter can be investigated?

For employees of the Orora Group, their knowledge of the practices and situation of their location and department is generally enough to provide the WSP with sufficient evidence to report the matter to Orora for an investigation.

For other individuals, to enable the WSP to report the matter to Orora, it is desirable to have some sort of documentary evidence of the concerns. At the very least, the individual needs to be able to tell the WSP whom he or she reasonably suspects is involved in the misconduct, when it occurred and who is affected.

The more evidence provided to the WSP, the more effective the investigation is likely to be. However, the individual should not delay approaching the WSP once he or she has reasonable grounds to suspect facts within the scope of this policy.

Can disclosures be made anonymously?

Disclosure may be anonymous and the protections under this policy will apply even if the individual does not give his or her name. However, it may assist in the investigation process if the name of the whistleblower is provided to the WSP. If the individual chooses to disclose his or her name to the WSP, this is done so on a strictly confidential basis.

What happens after a disclosure is made?

WSP informs senior management and investigates disclosure

When the WSP receives any disclosure, they will immediately inform the appropriate member of senior management (Group General Counsel and Company Secretary) who will proceed with an investigation of the accuracy of the disclosure and the extent of non-compliance, via the Whistleblower Committee.

On receiving a request to undertake any investigation, the investigator must take all reasonable steps to ensure that investigations into disclosures are fair and unbiased. This means that:

- any person accused of misconduct or affected by the investigation should be entitled to the presumption of innocence and have the opportunity to put their case and be aware of the allegations and evidence against them;
- the investigator will obtain specialist, independent advice on matters outside the knowledge or expertise of the investigator and all employees of Orora are required to assist the investigator to the maximum possible extent in carrying out investigations; and
- investigations will be carried out as fast as reasonably practicable and with a degree of confidentiality consistent with the seriousness of the allegations.

The investigator will keep detailed records of all interviews conducted and all records reviewed which affect the outcome of the investigation.

Private disclosure to Whistleblower Committee

At the end of the investigation, the investigator must submit a report to the Whistleblower Committee. This report:

- summarises the conduct of the investigation and the evidence collected;
- draws conclusions about the extent of any non-compliance; and

- recommends action to remedy the non-compliance to prevent recurrence.

The investigator may choose to involve the person making the disclosures in the investigation, either by seeking more information or providing feedback to the individual. However, to ensure that the investigation is fair or to protect the person making the disclosures, the investigator may exclude the person making the disclosures from the investigation.

Report to Audit and Compliance Committee and the Human Resources Committee

Matters raised under the Whistleblower Policy are reported by the Whistleblower Committee to the Orora Board through either the Audit and Compliance Committee or the Human Resources Committee. As the investigation may damage the career prospects and reputation of people who are the subject of serious allegations, it will generally be inappropriate for reports regarding progress of an investigation to be made to anyone other than the Audit and Compliance or Human Resource Committee, sitting in private.

Outcomes

Where an investigation is performed, the whistleblower can contact the WSP to ascertain the progress or outcome of an investigation.

Protections for the whistleblower

Orora acknowledges that there may be substantial personal costs to a person who makes serious disclosures outside the normal lines of management. Orora is committed to minimising those costs for the benefit of the Orora Group as a whole.

Consequences of disclosure

There are 4 consequences of disclosing.

- Protection from legal consequences i.e., a protection from civil or criminal liability for making the disclosure (however, there is no protection for any civil or criminal liability committed by the whistleblower), and protection from contractual or other remedy or right that may be enforced or exercised against the person on the basis of the disclosure.
- Protection from victimisation (discussed below).
- Compensation to victim and other remedies – if there is victimisation and the victim suffers loss, the victim may recover compensation from the person inflicting the loss or from Orora, or other remedies (such as conduct ceasing or a victim being reinstated to their former position) may apply depending on the circumstances.
- Protection of identity – the WSP must treat the identity of the individual as confidential, but may give the information to the relevant regulatory body in their country or, with the consent of the whistleblower, someone else.

Protection from victimisation

Orora forbids any team member from causing or threatening to cause detriment to any person who makes, proposes to make or could make a disclosure or contacts the WSP or any other Eligible Recipient to make a disclosure within the scope of this policy. This includes causing or threatening to cause any dismissal, reprimand, reprisal, change in work duties, change in employment amenities, change in reporting requirements, damage to career prospects or reputation, harassment or intimidation, harm or injury to the person or damage to their property, or other damage to the person.

A person who makes material disclosures to the WSP is entitled to request that Orora, through the WSP:

- grant the person leave of absence during the investigation;
- be relocated to a position of equivalent pay and seniority at a different location or in a different department; and
- provide independent professional counselling for the distress caused by the matters which led to the disclosures.

Orora will grant such requests wherever it is reasonably practicable to do so. Orora will also take any steps reasonably requested by the person to ensure that the person is not the subject of victimisation or reprisals as a result of the contact with the WSP.

Protecting the identity of a whistleblower

One of the key ways to protect someone making disclosures to the WSP from reprisals or victimisation is to keep their identity confidential. The WSP and Orora are required to do everything reasonably possible to ensure that the identity of any person who has made disclosures to them is kept secret, including during the course of any investigation and after the outcome is made public.

Does it matter why a person contacts the WSP?

People can be motivated to make disclosures about non-compliance affecting Orora for many reasons, some less admirable than others.

To gain protection, the person making the disclosure must have objectively reasonable grounds to suspect misconduct or an improper state of affairs or circumstances.

Where the person making the disclosure does not have reasonable grounds to suspect misconduct or an improper state of affairs or circumstances and the purpose of the disclosure is to:

- harm another person;
- avoid an issue arising from performance reviews in the normal course of business; or
- abuse the whistleblowing policy,

the WSP is entitled to discuss the person's conduct with the HR Department for disciplinary action and otherwise limit the rights available to the whistleblower. These rights will be limited where it is necessary to protect another person who has been a victim of the whistleblower's conduct or to ensure that any improper purposes of the whistleblower are not met.

Training

Orora will provide training for employees and officers about this policy, and for individuals who may receive a disclosure under this policy. Information about this policy will be included in regular compliance training.

General reporting

Matters raised under the whistleblower program are reported regularly to the Board through either the Audit and Compliance Committee or the Human Resources Committee. This report may be used to make general proposals to continually improve Orora's governance framework. Material breaches of this policy will be reported to the Board through the relevant committee.

The Board may publish a summary of Orora's whistleblower policy and its consequences in Orora's annual report to shareholders.

Reporting non-compliance to persons outside Orora

Orora aims to ensure that team members do not feel the need to discuss Orora Group concerns outside the group. Team members are reminded of their duty to keep confidential company information secret.

If circumstances compel an individual to consider making disclosures of non-compliance outside the Group, Orora encourages the individual to reconsider whether someone in the Group can help and recommends that, as a last resort, individuals take the matter to the police or other appropriate authority.

Review of the whistleblowing program and this policy

The whistleblowing program (including this policy) is reviewed regularly by the Board through the Audit and Compliance Committee and Human Resources Committee in consultation with the Whistleblower Committee and the Managing Director and CEO. A report summarising this review and proposing recommendations is made to the Board. The review must address generally the efficacy of the whistleblowing program, in particular:

- the fairness of investigations undertaken;
- the actual consequences of making disclosures;
- the performance of the WSP; and
- compliance with this policy.