

Natura & Co

WHISTLEBLOWER POLICY AUSTRALIA

November 2021

1. Purpose and Scope

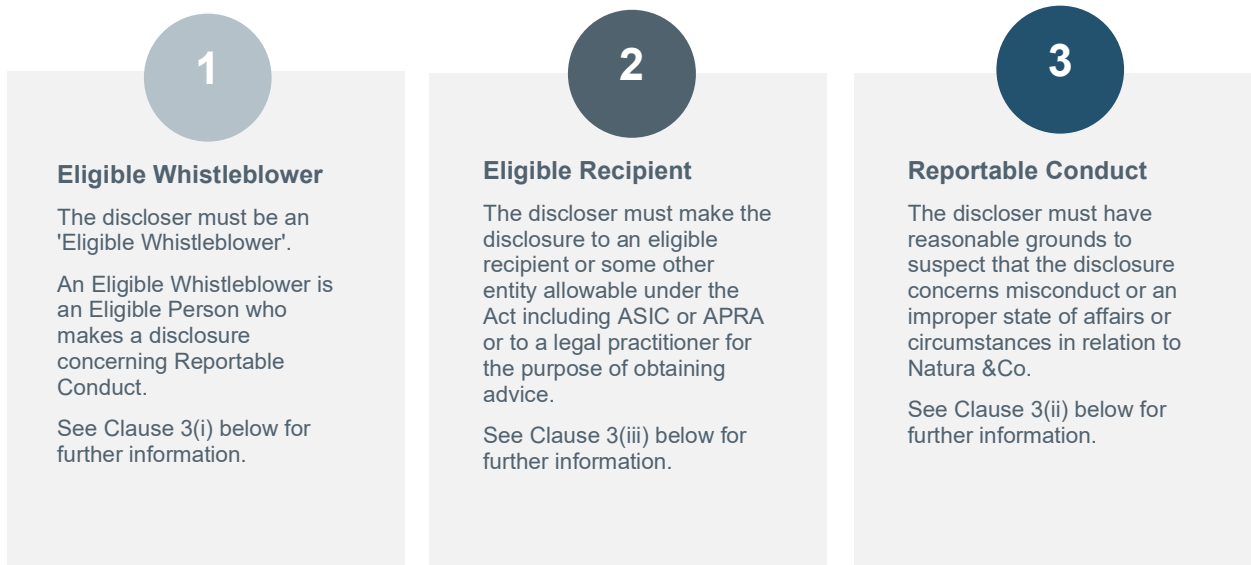
Natura & Co fosters an open and honest working environment that encourages candid communication. Employees are empowered to report misconduct and raise ethical concerns without fear of retaliation.

This Whistleblower Policy outlines the processes and protections provided by Natura & Co to support the disclosure of Reportable Conduct. It provides guidance on how to make a report, explains the process that will be undertaken to investigate and remediate such reports, and outlines Natura & Co's commitment to protecting whistleblowers against retaliation.

Natura & Co is a multinational company and observes all laws in the countries in which it does business. Natura & Co complies fully with its obligations relating to the protection of whistleblowers as stated in the Corporations Act 2001 (Cth) (**the Act**), and any other relevant Australian legislation.

This Policy is available both on The Body Shop Australia's employee [intranet](#) and external website to ensure full accessibility to The Whistleblower Policy.

2. To qualify for protection under the Act the following requirements must be met:



These concepts and other requirements for protection are explained further below.

i. What is an Eligible "Whistleblower"?

An **Eligible Whistleblower** is an Eligible Person who makes a disclosure concerning Reportable Conduct.

For the purposes of this Policy, an **Eligible Person** is someone who is, or has been, an employee, contractor, officer, volunteer, or supplier of Natura & Co¹; or a spouse, relative or dependent of such a person.

ii. What is Reportable Conduct?

Reportable Conduct means information that the Eligible Whistleblower has reasonable grounds to suspect concerns misconduct, or an improper state of affairs or circumstances in relation to Natura &

¹ "Natura & Co" refers to all wholly owned subsidiaries of Natura & Co Holding SA, which includes The Body Shop Australia Pty Ltd (The Body Shop) and Emeis Holdings Pty Ltd (Aesop).

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Co. This includes conduct which:

- a) is fraud, negligence, default, a breach of trust or breach of duty;
- b) represents a danger to the public or financial system;
- c) constitutes an offence against, or a contravention of, a provision of any of the following:
 - i. the Act;
 - ii. the [Australian Securities and Investments Commission Act 2001](#);
 - iii. the [Banking Act 1959](#);
 - iv. the [Financial Sector \(Collection of Data\) Act 2001](#);
 - v. the [Insurance Act 1973](#);
 - vi. the [Life Insurance Act 1995](#);
 - vii. [National Consumer Credit Protection Act 2009](#);
 - viii. the [Superannuation Industry \(Supervision\) Act 1993](#); or
 - ix. an instrument made under an Act referred to at 3(c)(i)-(vii) above;
- d) constitutes an offence made against any other law of the Commonwealth, State or Territory;
- e) is prescribed by the regulations;
- f) is dishonest or illegal;
- g) is corrupt or constitutes financial malpractice;
- h) is unethical or improper;
- i) is materially or potentially damaging to the Company's financial performance or reputation;
- j) impedes internal or external audit processes;
- k) is causing an unsafe workplace or unsafe work practices;
- l) constitutes a substantial mismanagement of the Company's resources;
- m) is adverse to basic human rights;
- n) is a breach of Natura &Co's Code of Conduct or other governance policies;
- o) represents a substantial risk to the environment;
- p) constitutes concealment of wrongdoing; or
- q) is detrimental conduct or threatens to engage in detrimental conduct against someone who has made a report under this Policy.

An Eligible Whistleblower can still qualify for protection under this Policy even if their report of Reportable Conduct turns out to be incorrect.

A disclosure that is not about Reportable Conduct will not qualify for protection under this Policy or the Act. Disclosures that relate solely to personal work-related grievances, and that do not relate to detriment or threat of detriment to the discloser do not qualify for protection.

Personal work-related grievances concern a grievance about any matter in relation to the person's employment, or former employment which may have implications for the discloser personally, but which does not have significant implications for Natura &Co (or another entity), or relates to any Reportable Conduct.

Personal work-related grievances include:

- a) interpersonal conflicts with other employees;
- b) decisions relating to engagement, transfer or promotion of the Eligible Whistleblower;

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- c) decisions about the terms and conditions of employment of the Eligible Whistleblower; or
- d) suspension, termination or disciplinary decisions in relation to the Eligible Whistleblower.

Personal work-related grievances may still be reported via the reporting avenues outlined in this Policy, but they will be referred to the appropriate Human Resources department for review.

A disclosure involving a personal work-related grievance can still qualify for protection if:

- a) the disclosure also includes information about Reportable Conduct;
- b) the Eligible Whistleblower suffers from or is threatened with detriment for making the report; or
- c) the Eligible Whistleblower seeks legal advice or legal representation about the operation of the Eligible Whistleblower protections under the Act (even if the legal practitioner concludes that the disclosure does not involve Reportable Conduct).

iii. Who can receive a report of Reportable Conduct?

The following people are **Eligible Recipients** under the Act who can receive disclosures of Reportable Conduct that qualify for protection:

- a) any officer or senior manager of Natura & Co (e.g. a director, company secretary or senior executive);
- b) any internal or external auditor or actuary of the Company; and
- c) any other person authorised by Natura & Co to receive a disclosure that may qualify for protection under the Act.

3. Making a Report

i. The Natura & Co Ethics Line [NEL]

Natura & Co provides a secure, anonymous reporting channel that can be accessed online or by toll-free phone 24 hours a day, 7 days a week. It is operated by an independent third-party and is available in 22 global languages.

NEL is authorised to receive reports on behalf of Natura & Co, which means that reports made to NEL qualify for the protections described in this Policy and in the Act.

The local NEL telephone number, the mobile reporting QR code, and the web reporting [URL](#) are displayed in all company external websites. This information is also published on the employee [Intranet](#).² Further information on how to access NEL can be found in section 7, "Further Resources" below.

ii. Internal Reporting Avenues

In addition to the NEL, reports can be made directly to Legal, Human Resources, Executive Leadership Teams and Natura & Co Ethics & Compliance [E&C]. The recipient of the report may forward the report to E&C Investigations to ensure it is handled in accordance with this Policy, only if forwarding the report complies with the confidentiality obligations outlined in this Policy and the Act.

iii. External Reporting Avenues

In Australia, Reportable Conduct can also be disclosed by Eligible Whistleblowers to Natura & Co's auditors, ASIC, APRA, ATO [tax disclosures only] or any other prescribed Commonwealth authority or regulator in accordance with the Act. Reporting to an independent legal practitioner for the purposes of obtaining legal advice or legal representation is also protected under local law.

If an Eligible Whistleblower chooses to report externally, Natura & Co may not automatically become aware of the report and cannot, therefore, guarantee a response to it in accordance with this Policy. The ability of a Natura & Co employee to report violations externally is not restricted or prohibited by any obligation to protect confidential company information, or by the terms of any other Natura & Co policy or agreement.

Nothing in this policy is intended to restrict Eligible Whistleblowers from disclosing Reportable Conduct to, or

² NEL details for Australia appear at the end of this policy document.

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communicating with, a government agency, law enforcement body, or a regulator.

For the avoidance of doubt, Eligible Whistleblowers qualify for protection if they are disclosing Reportable Conduct regardless of which of the above listed channels they choose to report to.

iv. Public Interest and Emergency Disclosures

In certain circumstances, if a Eligible Whistleblower disclosure has been made to ASIC or APRA, and there is reason to believe the disclosure has not been addressed within 90 days; and the Eligible Whistleblower believes that further disclosure is in the public interest [Public Interest Disclosure]³, the Eligible Whistleblower may make a disclosure to a journalist or to an Australian State, Federal or Territory Member of Parliament.

If the Eligible Whistleblower believes there is a substantial and imminent danger to the health and safety of any person and/or the environment [Emergency Disclosure] and there is reason to believe this disclosure has not been addressed, the Eligible Whistleblower may make a disclosure to a journalist or to an Australian State, Federal or Territory Member of Parliament. Before making a Public Interest or Emergency Disclosure, the Eligible Whistleblower must provide written notice to ASIC or APRA (who received the initial disclosure), identifying the matter in question and advising of the intent to make a Public Interest or Emergency Disclosure.

When making a Public Interest or Emergency Disclosure, Eligible Whistleblowers must not disclose more information than is necessary to disclose the relevant Reportable Conduct.

v. Anonymity and Confidentiality

Eligible Whistleblowers may elect to make a disclosure anonymously and will still be protected under the Act. The Eligible Whistleblower can choose to remain anonymous while making a disclosure, over the course of the investigation and after the investigation is finalised. Natura & Co will protect anonymity of Eligible Whistleblowers by:

- a) allowing for anonymous disclosures to be made to the NEL;
- b) allowing Eligible Whistleblowers to use anonymised email addresses; and
- c) allowing Eligible Whistleblowers to adopt a pseudonym for the purpose of their disclosure (for example, where the Eligible Whistleblowers identity is known by the Eligible Recipient who received the report, but they do not wish to disclose their identity to others).

Eligible Whistleblowers making an anonymous disclosure through the NEL will receive a “report key”. This allows the Eligible Whistleblower to request updates, talk with the investigator, and provide further information about their disclosure at any time, without revealing their identity.

Natura & Co will keep reports confidential and comply with the confidentiality obligations set out in this Policy and the Act.

vi. Matters to consider before Reporting

An Eligible Whistleblower who makes a report under this Policy must have reasonable grounds to suspect that Reportable Conduct has occurred. This means that they should have an objective basis for believing that the Reportable Conduct has occurred

All Eligible Whistleblowers will be protected from reprisal for making the disclosure, as outlined in section 6 of this Policy and the Act (even if those reports turn out to be incorrect). Further, all investigations into any reports made under this Policy (and in accordance with the Act) will be conducted in accordance with principles of fairness and natural justice.

A person who makes a false report knowingly, maliciously, with an ulterior motive, for personal gain or with reckless disregard as to the truth or falsity of the contents of the report will not be able to access the protections under this Policy. Natura & Co reserves the right to take appropriate action against persons who make such reports, including any disciplinary action.

³ Public Interest Disclosures can only be made if 90 days have passed since the initial Disclosure, and the Eligible Whistleblower reasonably believes that (a) action is not being taken to address the matters raised and (b) a Public Interest Disclosure would be in the public interest.

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While Natura & Co acknowledges that Eligible Whistleblower's may not have absolute proof or evidence of Reportable Conduct, a report should, where possible, include the reasons for their concerns and make full disclosure of the relevant details of the conduct and supporting documentation.

4. Investigation of Reports

i. Initial Evaluation

Group Investigations (GI), part of the Natura & Co Legal, and Ethics and Compliance (E&C) function, promptly reviews every report of actual or potential misconduct, and ensures that it is accurately logged in Natura & Co's case repository.

If a report is received from an identifiable employee of one of the Natura & Co brands, GI will inform this person as soon as practicable that GI has received the report. For any other report, GI will determine if a response is necessary or appropriate under the circumstances.

The Head of Group Investigations (or his/her designee) has discretion to determine that a report does not fall within the scope of this Policy, provided that it is not covered by any Whistleblower legislation. If a report does not fall within the scope of this Policy, it will be referred to an appropriate Subject Matter Expert (e.g. Human Resources) for further action. Wherever possible, the reporter will be notified that their report is being referred, and a contact name will be provided.

If a report is determined to be Reportable Conduct, an independent investigation will be opened.

ii. Investigation Process

Each report shall be investigated with the appropriate level of time, attention and resources required for the responsible handling of the matter. GI may secure outside counsel or outside experts when necessary.

All investigations must be free from actual or perceived bias or conflict of interest. Therefore, no individual who participates in the investigation of a report may:

- Have a professional or personal relationship with the person providing the report (if known), the subject matter of the investigation, or any key witnesses;
- Have any personal knowledge of the report; or
- Lack objectivity for any other reason.

In the interests of objectivity and the perception of objectivity, Natura & Co may engage other investigators in relation to an investigation (including independent external investigators).

At the outset of the investigation, the investigator will, wherever possible, provide their contact details to the Eligible Whistleblower. The Eligible Whistleblower may contact the investigator at any time to discuss the progress of the investigation, or to add additional information to their initial disclosure. Investigators will pursue all reasonable and proportionate lines of enquiry. The investigator will review all supporting documentation, and obtain further information as required, including by interviewing individuals named in the report or relevant witnesses. All interviews and document reviews will be conducted in accordance with local labor and data privacy legislation. All investigations will be conducted without bias and all parties will be given adequate notice of meetings to discuss the issues raised and have time to prepare. All parties will be given the opportunity to be heard and will have the right to representation and any employee mentioned in a report of Reportable Conduct will be treated fairly at all times. To avoid jeopardising an investigation, an Eligible Whistleblower who has made a report under this Policy is required to keep confidential the fact that a report has been made (subject to any legal requirements).

It is important to note that Natura & Co may in certain circumstances not be able to undertake an investigation if it is unable to contact the Eligible Whistleblower (eg if the disclosure is made anonymously and the Eligible Whistleblower has refused to provide, or has not provided, a means of contacting them).

Natura & Co aims to conclude investigations within 60 days; however, some cases may require an extended timeline. Where appropriate and possible, GI will update the Eligible Whistleblower in the event of an investigation exceeding this 60-day timeline.

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iii. Investigation Findings and Remediation

All investigation reports, and accompanying evidence, are stored securely within Natura &Co's case repository. Investigation reports are confidential and will not be shared with Eligible Whistleblowers.

If an investigation is substantiated [i.e. a confirmed violation of company policy and/or law] the report will be shared with the applicable Remediation Committee ["the Committee"]. The investigator will arrange a Remediation Meeting with the Committee as soon as practicable following the conclusion of the investigation, and the Committee will agree upon a Remediation Plan; which will include any disciplinary action to be taken against employees involved in the misconduct.

The members of the Committee change according to the seniority of the individuals involved, the severity of the issues and the potential impact to Natura &Co. Every Committee includes, as a minimum, participants from HR, Legal and E&C. The Committee will have an appropriate level of seniority in relation to the employees involved in the misconduct. The most serious violations of policy and/or law are remediated at Executive level and reported to the Audit Committee.

The investigator will, if possible, inform the reporter that the investigation has closed. The extent to which findings will be shared depends on the subject matter of the case and applicable local laws; and will be balanced against the company's interests and the rights of others involved in the investigation.

iv. Individuals mentioned in a disclosure

Natura &Co will make every effort to ensure that natural justice and procedural fairness is afforded to a person mentioned in, or who is the subject of a report of Reportable Conduct that qualifies for protection under the Act. Where an investigation does not result in a finding of Reportable Conduct being made, the fact that the investigation has been carried out, the results of the investigation and the identity of the person who is the subject of the disclosure or mentioned in the disclosure, will remain confidential.

The person who is subject to any disclosure or who is mentioned in a disclosure has the right to:

- a) be informed of any allegations made against them;
- b) be given the opportunity to answer any allegations made against them prior to any final decision being made; and
- c) access Natura &Co's local Employee Assistance Programs.

5. Support for Eligible Whistleblowers

i. Confidentiality

When a person makes a disclosure they are assured that every effort will be made to keep their identity confidential. It is unlawful for a person to identify an Eligible Whistleblower, or to disclose information that is likely to lead to the identification of an Eligible Whistleblower (which they have obtained directly or indirectly because the Eligible Whistleblower made a disclosure that qualifies for protection), to a person who is not connected with the investigation into the Reportable Conduct, except where:

- a) the disclosure is made to ASIC, APRA or a member of the Australian Federal Police;
- b) the disclosure is made to a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to the operation of the whistleblower provisions in the Act;
- c) the Eligible Whistleblower who made the report consents in writing to the disclosure; or
- d) the disclosure is required by law.

This rule does not apply where:

- a) the disclosure does not include the Eligible Whistleblower's identity;
- b) the disclosure is reasonably necessary for the purposes of investigating the issues raised by the Eligible Whistleblower; and
- c) Natura &Co has taken all reasonable steps to reduce the risk that the Eligible Whistleblower will be identified from the information.

To maintain confidentiality of the Eligible Whistleblower, Natura &Co will:

- a) ensure personal information or references to the Eligible Whistleblower's identity is redacted in all investigation and reporting documents;

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- b) refer to the Eligible Whistleblower in a gender-neutral context; and
- c) ensure that all paper and electronic documents and materials relevant to the report of Reportable Conduct will be stored securely, with access limited to those directly involved in managing and investigating the disclosure.

It is an offence for Natura & Co to breach the confidentiality obligations set out in the Act.

ii. Retaliation and Detrimental Conduct

Eligible Whistleblowers are protected under the Act from detriment arising from making a report of Reportable Conduct.

It is unlawful for a person to engage in, or threaten to engage in, conduct which causes detriment to any Eligible Whistleblower because that person proposed to, has or is suspected to have made, a report of Reportable Conduct.

For the avoidance of doubt, this protection is a legal right available to those who make a disclosure of Reportable Conduct.

In addition, Natura & Co will not tolerate any form of retaliation against Eligible Whistleblowers, or any employee who has assisted in the investigation or remediation of an Eligible Whistleblower report. This applies regardless of the method by which the Eligible Whistleblower made their disclosure.

Where a disclosure of Reportable Conduct is made, Natura & Co will take all reasonable steps to ensure that the Eligible Whistleblower will not be personally disadvantaged or suffer any detriment including the following:

- a) dismissal or alteration of their position or duties to their disadvantage;
- b) injury to the person in their employment;
- c) discrimination, harassment or intimidation;
- d) harm or injury including psychological harm; or
- e) damage to the person or their property, reputation, business or financial position.

Anyone who is found to have engaged in such behaviour will be subject to disciplinary action, including termination of employment.

Natura & Co will protect Eligible Whistleblowers from detriment arising from making a report of Reportable Conduct by:

- a) conducting a risk assessment of the disclosure to manage the risk of detriment to the Eligible Whistleblower;
- b) where applicable, making such reasonable adjustments as required to allow the Eligible Whistleblower to perform their duties at work without being potentially exposed to detriment (eg by changing reporting lines or moving the Eligible Whistleblower's desk to another location); and
- c) subjecting anyone found to have engaged in such behaviour to disciplinary action, including termination of employment.

It is an offence to cause an Eligible Whistleblower detriment. If an Eligible Whistleblower believes they are being subjected to retaliatory behaviour, they should immediately report this to E&C for investigation. Support and counselling is also available through local Employee Assistance Programs.

iii. Compensation and other remedies

An Eligible Whistleblower can seek compensation and other remedies through the courts if:

- a) they suffer loss, damage or injury because of making a disclosure of Reportable Conduct; and
- b) Natura & Co failed to take reasonable precautions and exercise due diligence to prevent the detrimental conduct.

iv. Civil, criminal and administrative liability protection

Any Eligible Whistleblower who makes a report of Reportable Conduct in accordance with this policy has protection under the Act from:

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- a) civil liability (e.g. legal action against the Eligible Whistleblower for breach of a contractual obligation or duty of confidentiality);
 - b) criminal liability (e.g. attempted prosecution for releasing information); and
 - c) administrative liability (e.g. disciplinary action for making the disclosure)
- in relation to the making of the disclosure.

These protections do not grant the Eligible Whistleblower immunity for any misconduct the Eligible Whistleblower has engaged in that may be revealed in their disclosure of Reportable Conduct.

6. Support and Training

The Company will periodically provide training and support to employees about this Policy and new staff inductions will include education about this Policy.

The Company will also provide training and support to Eligible Recipients who may receive disclosures of Reportable Conduct and how to respond to them in accordance with this Policy

7. Amendment

This Policy can only be amended with the approval of the Board of the Company.

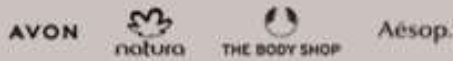
8. Further Resources

Any questions regarding this Policy should be directed to Legal or E&C. Questions can also be submitted anonymously via the NEL.

ASIC Information Sheet 238, "Whistleblower rights and protections", available at: <https://asic.gov.au/about-asic/asic-investigations-and-enforcement/whistleblowing/whistleblower-rights-and-protections/>

ASIC Information Sheet 239, "How ASIC handles whistleblower reports", available at: <https://asic.gov.au/about-asic/asic-investigations-and-enforcement/whistleblowing/how-asic-handles-whistleblower-reports/>

[Natura &Co Code of Conduct](#)



Ethics & Compliance

Ethical behavior. Beautiful results.

Speak up

integrity FOR a better world

- 1 You can make a report to:
 - the local Ethics Line phone number
 - your Manager
 - HR
 - Legal
 - Ethics & Compliance
 - Executive Leadership Team



The Ethics Line is a third-party service available 24 hours / 7 days a week.

Telephone number 1-800-339275

Reports can be made in local language and anonymously, if necessary.



If you make a report from outside the office, you must report it. Do not investigate on your own.

- 2 Report is sent to Ethics & Compliance and the reporter receives confirmation.

- 3 Ethics & Compliance begins investigation or directs to another company function.

- 4 Report is professionally investigated.

- 5 If report is substantiated, Management makes disciplinary decisions.



Disciplinary decisions may include written or verbal warnings, training or coaching, reduction in performance ratings, suspension, and termination of employment.

- 6 Reporter receives notification of closure.

Creating Open Communications

We will not tolerate retaliation against anyone for asking questions or making a report about a possible violation of the law, the Code of Conduct, or other company policies.