



MODERN SLAVERY STATEMENT 2023

For the partnership between:

Berry Holdings of Australia Pty Ltd and

Costa Berry Holdings Pty Ltd

(trading under the name Driscoll's Australia Pty Ltd)

ABN 32 685 595 255

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INTRODUCTION

This is the fourth Modern Slavery Statement for the Driscoll's Australia Partnership between Berry Holdings of Australia Pty Ltd and Costa Berry Holdings Pty Ltd (trading under the name Driscoll's Australia Pty Ltd) ABN 32 685 595 255 ("we" or "Driscoll's") in accordance with the *Modern Slavery Act 2018* (Cth) (the "Act").

This modern slavery statement outlines the activity and progress we have made to understand, mitigate and address human rights and modern slavery risks within our operations and supply chain for the financial year January 2, 2023, to December 31, 2023 ("Reporting Period").

At Driscoll's we are committed to respecting human rights across all our operations. We are committed to a program of continuous improvement to ensure our processes, policies and actions remain effective in identifying the risk of and remediating modern slavery and protecting human rights.

Mandatory Criteria	Page number
Identify the Reporting Entity.	2
Describe the Reporting Entity's structure, operations, and supply chains.	3
Describe the risks of modern slavery practices in the operations and supply chains of the Reporting Entity.	7
Describe the actions taken to assess and address these risks including due diligence and remediation processes.	8
Describe how the Reporting Entity assesses the effectiveness of these actions.	11
Describe the process of consultation on the development of the statement with any entities the Reporting Entity owns or controls, (a joint statement must also describe consultation with the entity covered by the statement).	12
Any other information that the Reporting Entity considers relevant.	12

STRUCTURE, OPERATIONS AND SUPPLY CHAIN

Reporting Entity Structure

Driscoll's is a general law partnership and joint venture. Driscoll's is owned 50:50 by Berry Holdings of Australia Pty Ltd ABN 95 108 172 425 and Costa Berry Holdings Pty Ltd ABN 15 142 331 780.

Berry Holdings of Australia Pty Ltd is a wholly owned subsidiary of Driscoll's Incorporated, domiciled in California, USA. Costa Berry Holdings Pty Ltd is a wholly owned subsidiary of Costa Group Holdings Limited. Costa Group Holdings Limited shares were quoted on the Australian Securities Exchange (referred to as Costa in this statement) at the end of the Reporting Period.

As of February 26, 2024, Costa Group Holdings Limited is a private company, Costa Group Holdings Pty Ltd; owned by Paine Schwartz Partners, Driscoll's Incorporated, and British Columbia Investment Management Corporation.

As Costa has a 50% interest in Driscoll's, is the largest individual Grower, and provides services to Driscoll's, we also refer interested parties to the Costa Modern Slavery Statement 2023.

As Driscoll's is a partnership, Driscoll's Australia Pty Ltd (ACN 141 680 364) acts as its manager and may enter into supply and distribution agreements as manager of the partnership.

Operations

Driscoll's registered office relocated during 2023 from Ravenhall, Victoria to Level 5, 818 Bourke Street, Docklands, Victoria. Driscoll's core operations include the licensing of berry plant genetics and the supply of berry plants and the marketing and distribution of berries on behalf of producers. We do not commercially farm berries however we do manage small test plots where berries can make their way into the supply chain.

At the end of the Reporting Period, Driscoll's had a total of 127 full-time equivalent employees, excluding workers sourced through labour hire providers. All these employees had a contract of employment with Driscoll's, and all are employed within Australia.

The Driscoll's business model is built on the 52-week supply of fresh quality strawberries, raspberries, blueberries, and blackberries to consumers. As a result, our supply base extends from Far North Queensland, south to Tasmania, and west to Western Australia, depending upon seasonality in the different climatic conditions.

Licensing berry plant genetics:

Driscoll's holds authorities to sub-licence berry plant genetics licenced by the joint venture partners to third party growers as well as Costa (collectively referred to as "Growers").

Driscoll's directly contract with the Growers for the supply of these genetics and the exclusive marketing rights for the fruit produced.

Driscoll's licence those plants, grown in Australia at internal and third-party nurseries from authorised source material, to the Growers for a plant fee. The Growers produce fresh berries from the plants supplied. These fresh berries are packed and returned to designated Driscoll's distribution centres for marketing and distribution by Driscoll's, primarily domestically in Australia, to both retailers and wholesalers.

Producing berry plants:

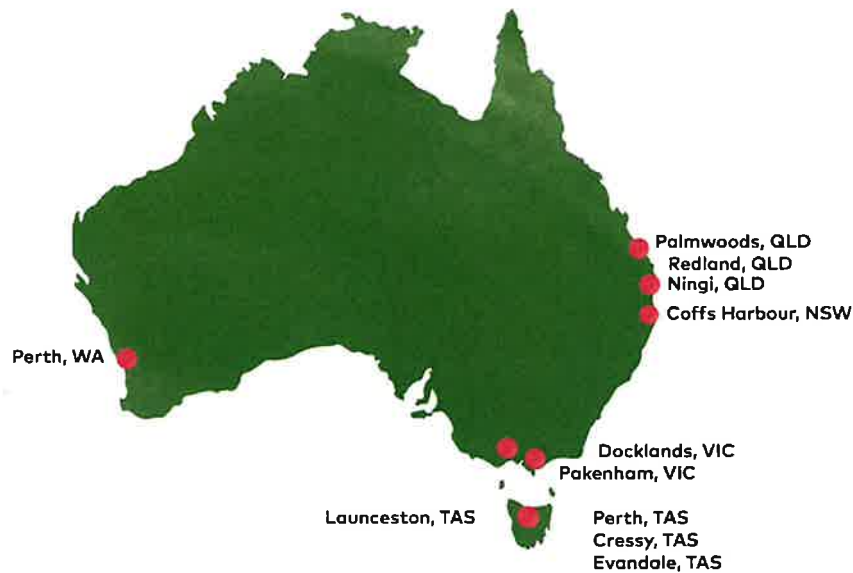
Driscoll's plant nurseries and tissue culture facilities produce the plants for sub-licencing to Growers. In addition, Driscoll's outsource to other Australian based plant nurseries the generation of plants for sub-licencing to Growers. All commercial plant production for growing in Australia occurs within Australia.

Buying and distributing berries:

In addition, Driscoll's may buy berries from a grower, or co-operative of growers, who have grown berries from plant genetics licenced by other parties, and market that fruit for agreed returns to each party.

Driscoll's co-ordinate berry packaging for the Growers and may also co-ordinate freight to the customers, from designated distribution centres. Two of these distribution centres are managed and controlled by Driscoll's (Coffs Harbour, NSW and Ningi, Queensland) with other distribution centres managed and controlled by third parties or Costa.

The Grower base and operations are supported by regional agronomy teams, tissue culture facilities, nurseries, distribution centres, a test plot and head office. The Driscoll's managed facilities are displayed below.



Palmwoods, Queensland – Tissue culture facility

Redlands, Queensland – Tissue culture facility

Ningi, Queensland – Distribution centre and regional staff

Coffs Harbour, NSW – Distribution centre and regional office

Docklands, Victoria – Head office and administration

Pakenham, Victoria (under construction) – Tissue culture and plant nursery facility

Perth, Tasmania – Plant nursery operations

Cressy, Tasmania – Plant nursery operations

Launceston, Tasmania – Regional office

Evandale, Tasmania – Test plot

Perth, Western Australia – Regional staff

Supply Chain

Driscoll's source fresh berries from contracted Growers in Australia. In addition, we source fresh berries from other suppliers in Australia on an agreed basis, and source some fresh berries from New Zealand.

During 2023, over 99% of our fresh berry sourcing is Australian produced, with the remainder from New Zealand.

During 2023, over 99% of our sales of fresh berries occurred to retail and wholesale customers within Australia for consumption within Australia. The remaining small percentage was for export, with the joint venture partner, Driscoll's Incorporated being our customer.

The berry plant genetic Licensors import small number of plants, for quarantining and clearance by Australian authorities and regulators. Once cleared, Driscoll's manufacture berry plants at our internal nurseries in Australia but also at industry available third-party nurseries within Australia, under agreement. All commercial plant production for growing in Australia occurs within Australia.

Driscoll's supply chains also include labour hire and procurement of other services (such as transport) and goods (such as packaging, agricultural inputs, and machinery). While these are predominantly sourced from Australian based companies, their supply chains may be geographically diverse.

During the Reporting Period, Driscoll's increased the number of labour hire providers from 6 to 11 labour hire providers for circa 150 full-time equivalent employees. All are engaged within Australia, at different times of the year, depending in seasonality of production cycles. The maximum FTE equivalent at any one time from labour hire providers is circa 310.

With the exception of suppliers of fresh berries, and transactions with the joint venture partners, Driscoll's have classified suppliers with which Driscoll's has an annual spend of greater than \$50,000 as "Major Suppliers". During the Reporting Period, Driscoll's identified its Major Suppliers as part of the supply chain mapping process. Circa 96 per cent of Driscoll's total 2023 procurement spend (excluding suppliers of fresh berries, and joint venture partner spend) was contributed by Major Suppliers and represent circa 110 individual suppliers.

Many of these are Australian based suppliers who may also make submissions under Modern Slavery Statements.

RISKS OF MODERN SLAVERY PRACTICES

The Global Slavery Index 2023 ranked Australia 26 out of 27 countries in terms of prevalence of modern slavery in the Asia Pacific region, and 149 out of 160 countries globally. The report identified Australian agriculture as one of the industries at high risk for cases of forced labour to occur.

In horticulture, the types of slavery Driscoll's have identified as being most likely are forced labour, debt bondage and deceptive recruiting for labour or services.

These types of slavery have been identified as the horticultural sector has a high reliance on migrant workers, many of whom may have limited understanding of English and who may be less aware of their human rights. They are primarily undertaking seasonal tasks (for example, picking and packing work) and are often employed under temporary or casual employment arrangements. Workers may be on temporary visas, with some of these visa categories binding an employee to a specific employer for the duration of their stay in Australia, for example through the Australian Government's seasonal worker program.

Driscoll's continue to assess our direct workforce as being of low risk to modern slavery and believe our people and policies (including recruitment due diligence) further mitigate this risk. Driscoll's has identified that our greatest risk of involvement in modern slavery is being indirectly linked to it through our supplier relationships. In particular, the risk is considered to be greater where labour is being outsourced, such as:

- Sourcing produce from Growers and other suppliers of fresh berries where these suppliers outsource labour.
- Labour hire companies which supply labour to Driscoll's operations.

Driscoll's also identified geographic risks of modern slavery in its supply chain in relation to:

- packaging products sourced from overseas, such as punnets from China.
- agricultural inputs sourced from overseas, such as coir from India and Sri Lanka.

In addition to sector and geographic risks of modern slavery, within Driscoll's supply chain, services that have lower skill base entry requirements and where recruitment may be outsourced were also identified for potential modern slavery risks, such as cleaning and courier services:

ACTIONS TAKEN TO ADDRESS MODERN SLAVERY RISKS

During the Reporting Period, Driscoll's continued with plans to assess and address modern slavery risks in our operations and supply chain.

Governance

Driscoll's has a suite of policies that reflect our core values, and which outline our ways of working and expectations for our employees and suppliers. Policies are reviewed and updated on a regular basis.

Driscoll's has in place robust systems, policies and procedures aimed at protecting the rights of all our employees

Outlined below are the policies, processes and activities that are most relevant to mitigate human rights and modern slavery risks for Driscoll's operations and supply chain:

- **Recruitment and Selection Policy**
Sets our recruitment and selection practices to be fair, equitable and free from discrimination. This includes eligibility to work in Australia and compliance with child labour laws.

All employees are covered by a contract of employment.
- **Code of Conduct and Behaviour Standards**
Sets out the values, commitments, ethical standards and policies of Driscoll's and outlines the standards of conduct expected of our business and people.
- **Human Rights Policy**
Sets our commitment to respecting internationally recognised human rights and our expectations for the conduct of our employees and suppliers.
- **Supplier Code of Conduct**
A Supplier Code of Conduct has been developed and we continue to aim to include into new or renewed agreements.
- **Centralised Payroll System**
a centralised payroll system which monitors work hours and deductions for employees.

Supply chain management and due diligence

- **Ethical sourcing program**

Driscoll's ethical sourcing program includes the use of Sedex (Supplier Ethical Data Exchange) and Fair Farms as management tools to help the company understand the level and scope of ethical sourcing practices across our own sites and within our Grower base.

Fair Farms is an industry-led initiative aimed at fostering fair and responsible employment practices in Australian horticulture and has continued to be introduced since 2022 as an option to Sedex for our berry supplier base. It is designed to help growers improve their compliance with workplace laws and to demonstrate to buyers and the community that they treat workers in a fair, ethical, and responsible manner.

Sedex provides a platform for entities to manage and improve working conditions in supply chains. It enables businesses to share and analyse information on four key pillars: labour standards, health and safety, environment, and business ethics.

Sedex and Fair Farms are used to help assess our supply base risk and form a key part of Driscoll's internal system to assess risks of forced labour. They also facilitate due diligence monitoring and form part of any remediation activities.

Driscoll's requires its Growers to register on Sedex or Fair Farms and complete self-assessment questionnaires (SAQ).

Supply chain mapping

During the reporting period, Driscoll's continued to categorise our Australian suppliers of berries into two groups:

- the first, larger, source being Growers who pack the fruit into punnets themselves for delivery to Driscoll's for onselling to customers. The Growers are direct (tier 1) suppliers of Driscoll's; and
- the second source, where a Packing Operator receives fruit into their packing operation, packs into punnets and delivers the fruit to Driscoll's for onselling to customers, after having received the fruit from their suppliers. The Packing Operator is a direct (tier 1) supplier of Driscoll's, and its suppliers are indirect (tier 2) suppliers of Driscoll's.

At the end of the reporting period, 100% of our tier 1 suppliers, were registered on Sedex or Fair Farms and shared visibility of their site information with Driscoll's. During the Reporting Period, we used this information to risk assess employment management practices and identify areas of potential risk including forced labour.

During 2023, 6 SMETA (Sedex Members Ethical Trade Audit) audits and 10 Fair Farms audits were performed on our berry suppliers, which represents 29% of tier 1 growers. No critical non-conformances were identified during these audits, and all other non-conformances have been remediated.

Driscoll's continues to raise awareness to assist suppliers of berries to improve in this area, acknowledging that some suppliers are significantly less resourced, primarily in the tier 2 category. Driscoll's have invested in a full-time permanent Compliance Officer. The role of the Compliance Officer includes providing region assistance and support to the Growers and other suppliers of berries to Driscoll's.

During the Reporting Period, Driscoll's have joined the Fair Farms External Stakeholder Reference Group (ESRG). This forum provides the formal mechanism for Fair Farms' engagement with its stakeholders, including growers, relevant government departments, supply chain partners, retailers, audit bodies, peak industry bodies, worker representatives and others who are involved in improving workplace practices in Australian horticulture.

The ESRG achieves its purposes by providing to the Scheme Owner, constructive feedback on the implementation of the program, assessing current and potential risks for the program's success, identifying opportunities for the programs success and providing feedback on proposed changes to the Fair Farms requirements to reflect reasonable and practical compliance standards.

During the Reporting Period, Driscoll's expanded the periodic reviews with individual retailers on ethical sourcing compliance, via scheduled meetings with key stakeholders to review grower compliance including discussion around enhanced processes and practices to mitigate risks of Modern Slavery.

- **Labour hire firm audits**

During 2023, Driscoll's increased the number of labour hire providers from 6 to 11 labour hire providers. The onboarding process of these labour hire providers requires them to complete a pre-qualification process before being designated as a company approved supplier. This pre-qualification involves collecting detailed information about the supplier's management practices to assess the risk of modern slavery, as well as reviewing employment conditions and any records of regulatory notices or compliance actions.

During the Reporting Period, for 5 of the 6 existing labour hire providers, Driscoll's conducted audits ensuring compliance with the Driscoll's Supplier Code of Conduct. The audits identified no significant remedial action. Investigations are undertaken should issues be discovered, followed by appropriate remediation.

Agreements with those Driscoll's direct labour hire providers include reference to Driscoll's expectations for such providers, including that they are registered, where required. All have been issued with the Driscoll's Supplier Code of Conduct.

Labour hire licensing schemes have been introduced in several states to regulate the labour hire sector, including in Queensland, Victoria, and South Australia

Direct labour recruitment

Driscoll's are a holder of a Horticultural Labour Agreement with the Australian Government to enable the business to directly source and secure agricultural roles, obtained during 2022. This provides further control to Driscoll's to mitigate modern slavery risks.

Training and communication

Our on-line training module allows education of new staff to our key HR policy expectations around human rights, equal employment opportunity, harassment, and discrimination, as well as biennial refresher training for existing staff.

Remediation – grievances/complaints

Driscoll's have a Grievance and Dispute Resolution Policy, which provides a channel for employees, contractors, and visitor stakeholders to raise concerns about suspected instances of modern slavery.

The complaints procedure provides information on the key steps to follow for personal workplace grievances (such as discrimination, harassment or bullying in the workplace) to ensure the situation can be dealt with in an effective and prompt manner.

ASSESSING THE EFFECTIVENESS OF OUR ACTIONS

Driscoll's worked during the Reporting Period to understand the effectiveness of initiatives outlined in this statement and broader activities across the business which impact human rights, and to further develop a framework for the ongoing assessment of our performance.

During the Reporting Period, we assessed our effectiveness through the following mechanisms:

Governance

- Policy reviews
- Joint Venture partners, Board and Executive oversight

Risk Management

- Sedex and Fair Farms implementation
- SMETA audits (Sedex Members Ethical Trade Audit) and Fair Farms audits
- Participation in Fair Farms ESG Committee
- Labour Supplier audits for Driscoll's labour hire providers for compliance to the Driscoll's Supplier Code of Conduct
- Full time permanent Compliance Officer role

Monitoring

- Supplier self-assessment questionnaire (SAQ) for SEDEX and Fair Farms
- Supplier audits
- Accommodation audits
- Site visits to monitor compliance
- Training participation

Grievance mechanisms

- Complaints Procedure

CONSULTATION WITH ENTITIES OWNED OR CONTROLLED

Driscoll's is a general law partnership and joint venture. Driscoll's is owned 50:50 by Berry Holdings of Australia Pty Ltd ABN 95 108 172 425 and Costa Berry Holdings Pty Ltd ABN 15 142 331 780.

As Driscoll's is a partnership, Driscoll's Australia Pty Ltd (ACN 141 680 364) acts as its manager and may enter into supply and distribution agreements as manager of the partnership.

The Reporting Entity does not own or control any other entities, however, as Costa has a 50% interest in Driscoll's, is the largest individual Grower, and provides services to Driscoll's, we also refer interested parties to the Costa Modern Slavery Statement 2023.

Driscoll's also participate in a Modern Slavery Working Group within the Costa Group, comprising representatives from their Australian and international operations across the areas of procurement, human resources, legal, ethical sourcing and operations.

With both Costa and Driscoll's operating in Australia, there are common suppliers of goods and services not for resale. Where appropriate, the two organisations have common supply agreements and common risk mitigation practices on those suppliers in regard to the risks of modern slavery.

As a partnership, the two partners, Costa and Driscoll's Incorporated, ensure Driscoll's is committed to developing a company wide approach to managing and mitigating the risks of modern slavery.

Prior to being put to the Board and Management Committee for review and approval, this modern slavery statement has been reviewed by senior management of Driscoll's.

ADDITIONAL INFORMATION

Driscoll's recognises that modern slavery in horticulture cannot be resolved in isolation.

Driscoll's is a member of the Australian Fresh Produce Alliance (AFPA) which continues to advocate for enhanced workforce policies including visa arrangements and incentives. The AFPA supports the implementation of national labour hire licensing.

Costa, our 50% joint venture partner, in addition to also being a member of the AFPA, is a member of the Fair Work Ombudsman's Horticulture Reference Group. The membership of this Group consists of horticulture industry associations, unions, retailers, and employers.

Costa is also a member of Berries Australia which has consistently supported the implementation of a national labour hire licensing scheme.

LOOKING AHEAD

As we continue to mature in our response to modern slavery risks, Driscoll's remains focussed on a process of continuous improvement in relation to the protection of human rights and reduction of risks of modern slavery.

In future years, actions may include:

1. Continue to target 100% compliance of Tier 1 suppliers to be registered with Sedex or Fair Farms.
2. Ongoing audits of labour hire firms utilised with the business.
3. Continued use of Supplier Code of Conduct
4. Implementation of an anonymous whistleblower reporting mechanism during 2024.
5. Expand modern slavery training through Awareness Raising Training materials to a greater number of staff, and
6. Continue to work with partners in this area and identify opportunities for supplier cooperation, including scheduled independent audit activity on supplier SEDEX and Fair Farm registrations, and internal Driscoll reviews of berry supplier compliance, including Tier 2 suppliers of berries.

This statement was approved by the Board of Driscoll's Australia Pty Ltd, as manager of Driscoll's and by the Management Committee of Driscoll's on 26th June 2024.



Christian Parsons

Member of the Driscoll's Australia Partnership Management Committee, and
Director of Driscoll's Australia Pty Ltd