

Bindi Metals Ltd
ACN 650 470 947
(Company)

Whistleblower Protection Policy

1. Introduction

- 1.1** The Company is committed to maintaining a high standard of integrity, investor confidence and good corporate governance within the Company and each of its related bodies corporate (as that term is defined in the Corporations Act) (together, the **Company Group** and each a **Company Group Entity**).
- 1.2** The Company's Whistleblower Protection Policy (**Policy**) forms part of Company's risk management framework, which includes the Company's Audit and Risk Management Committee Charter and other associated risk and compliance policies.

2. What is the purpose of this Policy?

- 2.1** This Policy is an important tool for helping the Company to identify wrongdoing that may not be uncovered unless there is a safe and secure means for disclosing concerns of such wrongdoing.
- 2.2** You may have concerns about conduct within the Company Group which appears to you to be illegal, unethical or otherwise improper, but you may feel apprehensive about raising your concerns because of the fear of possible adverse repercussions to you. This might be the case, for example, if your concerns relate to conduct of your immediate manager.
- 2.3** Under this Policy:
- (a) all Company Group employees and officers have a responsibility to help detect, prevent and report Disclosable Information (which is defined in paragraph 4.1 below); and
 - (b) you are encouraged to report any wrongdoing or suspicions of wrongdoing at the earliest possible stage in accordance with this Policy, whether openly or, if preferred, anonymously, and such reports by you will be properly investigated with a view to establishing the truth and correcting any wrongdoing where possible.
- 2.4** The purpose of this Policy is to:
- (a) encourage the disclosure of wrongdoing or concerns of wrongdoing within the Company Group;
 - (b) help to deter wrongdoing, in line with the Company's risk management and governance framework;
 - (c) ensure that individuals who disclose concerns of wrongdoing can, and feel that they can, do so safely, securely and with confidence that they will be protected and supported;
 - (d) to ensure disclosures are dealt with appropriately and on a timely basis;
 - (e) to provide transparency around the Company's framework for receiving, handling and investigating disclosures;
 - (f) to support the Company's values and Code of Conduct;
 - (g) to support the Company Group's long-term sustainability and reputation;

- (h) to meet the Company Group's legal and regulatory obligations;
- (i) to align with the ASX Corporate Governance Principles and Recommendations and relevant standards; and
- (j) to make you aware of the protections afforded by:
 - (i) the *Corporations Act 2001* (Cth) (**Corporations Act**) to persons who make certain disclosures in accordance with Part 9.4AAA of the Corporations Act (**Corporations Act Protections**); and
 - (ii) the *Taxation Administration Act 1953* (Cth) (**Tax Act**) to persons who make certain disclosures in accordance with Part IVD of the Tax Act (**Tax Act Protections**),(together, the **Whistleblower Protection Laws**).

2.5 If you make a report under this Policy, you will:

- (a) be afforded confidentiality unless you indicate, or the law provides, otherwise;
- (b) be advised of the outcome of the investigation and any action taken as much as practicable; and
- (c) not be victimised or adversely affected because of your action in reporting your concerns, provided of course, that there is a basis for your concerns, and that you have acted in good faith and without malicious intent.

2.6 The Company recognises that "whistleblowing" can be a very stressful and difficult thing to do. Provided that you are acting in good faith and that you have not yourself engaged in serious misconduct or illegal conduct, to the maximum extent possible you will not be subject to disciplinary sanctions by a Company Group Entity in relation to any matters that you report under this Policy.

3. Who does this Policy apply to?

3.1 This Policy applies to anyone who is or has been any of the following:

- (a) employees and officers of a Company Group Entity;
- (b) an individual who supplies services or goods to a Company Group Entity (whether paid or unpaid) and any employees of those persons (whether paid or unpaid);
- (c) individuals who are associates of a Company Group Entity;
- (d) a spouse or child of an individual referred to in (a) to (c) above; and
- (e) any dependant of an individual referred to in (a) to (c) above or of such an individual's spouse,

(each, an **Eligible Whistleblower**).

3.2 In addition to those persons listed above, the Corporations Act Protections extend the definition of 'Eligible Whistleblower' to include:

- (a) any individual prescribed by the *Corporations Regulations 2001* (**Corporations Regulations**) for the purpose of section 1317AAA(i) of the Corporations Act; and
- (b) any relative of any individual referred to in paragraphs 3.1(a) to 3.1(c) above.

3.3 In addition to those persons listed in paragraph 3.1 above, the Tax Act Protections extend the definition of 'Eligible Whistleblower' to include any individual prescribed by the *Taxation Administration Regulations 2017* (**Tax Regulations**) for the purpose of section 14ZZU of the Tax Act.

3.4 A reference to an Eligible Whistleblower throughout this Policy means an Eligible Whistleblower with the definition that the context requires (ie as defined by the Tax Act for the purpose of the Tax Act Protections, as defined by the Corporations Act for the purpose of the Corporations Act Protections, and as defined in paragraph 3.1 with respect to the application of this Policy).

4. What matters does this Policy apply to?

4.1 This Policy applies to the disclosure by an Eligible Whistleblower of suspicions or concerns of wrongdoing within the Company Group, and of Corporations Act Disclosable Information or Tax Act Disclosable Information (each defined below, together, **Disclosable Information**).

4.2 "Corporations Act Disclosable Information" is:

- (a) any information which a person has reasonable grounds to suspect concerns misconduct, or an improper state of affairs or circumstances in relation to a Company Group Entity; and
- (b) any information which a person has reasonable grounds to suspect indicates that a Company Group Entity, or an officer or employee of a Company Group Entity has engaged in conduct that:
 - (i) constitutes an offence against or a contravention of, a provision of any of the following:
 - (A) the Corporations Act;
 - (B) the *Australian Securities and Investments Commission Act 2001*;
 - (C) the *Banking Act 1959*;
 - (D) the *Financial Sector (Collection of Data) Act 2001*;
 - (E) the *Insurance Act 1973*;
 - (F) the *Life Insurance Act 1995*;
 - (G) the *National Consumer Credit Protection Act 2009*;
 - (H) the *Superannuation Industry (Supervision) Act 1993*; or
 - (I) an instrument made under an Act referred to in any of (A) to (H) above; or
 - (ii) constitutes an offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more; or
 - (iii) represents a danger to the public safety or the stability of, or confidence in the financial system; or
 - (iv) is prescribed by the Regulations for the purposes of section 1317AA(5)(f) of the Corporations Act.

4.3 “Tax Act Disclosable Information” is:

- (a) information that the discloser considers may assist the Commissioner of Taxation (**Commissioner**) to perform his or her functions or duties under a taxation law in relation to the Company or an associate of the Company; and
- (b) information that the discloser has reasonable grounds to suspect indicates misconduct, or an improper state of affairs or circumstances, in relation to the tax affairs of the Company or an associate of the Company which the discloser considers may assist in the performance a person’s functions or duties in relation to the tax affairs of the Company or an associate of the Company.

4.4 Given the nature of the Company’s business activities, Disclosable Information with respect to the Company Group may include information regarding:

- (a) the offer or acceptance of a bribe by a person within, representing, or on behalf of a Company Group Entity;
- (b) other fraudulent or corrupt behaviour in breach of the Company’ Anti-Bribery and Corruption Policy;
- (c) financial irregularities in the accounts of a Company Group Entity;
- (d) failure by a Company Group Entity, or any person within, or on behalf of a Company Group Entity, to comply with, or a breach by any of those parties of, legal or regulatory requirements;
- (e) actual or threatened harassment, discrimination, victimisation or bullying;
- (f) unethical behaviour or actions that are in breach of any of the Company’s policies, charters or Codes of Conduct; or
- (g) engaging in or threatening to engage in detrimental conduct against a person who has made a disclosure or is believed or suspected to have made, or be planning to make, a disclosure under this Policy or the Whistleblower Protection Laws.

4.5 The Whistleblower Protection Laws and this Policy will still afford protection to an Eligible Whistleblower who makes a disclosure in accordance with the Whistleblower Protection Laws or this Policy (as applicable), even if the disclosure turns out to be incorrect (provided that the disclosure has been made in good faith).

4.6 A deliberately false report of Disclosable Information or suspicions or concerns of wrongdoing, however, could have significant effects on Company’s reputation and the reputations of other staff members and could also cause considerable waste of time and effort. Therefore, any deliberately false reporting of Disclosable Information or suspicions or concerns, whether under this Policy or otherwise, will be treated as a serious disciplinary matter.

4.7 This Policy, and the protections afforded under the Corporations Act Protections, do not apply to matters that are solely personal work-related grievances that do not relate to detriment or threat of detriment to the discloser.

4.8 Under the Corporations Act Protections, *personal work-related grievances* are those that relate to the discloser’s current or former employment and have, or tend to have, implications for the discloser personally, but do not:

- (a) have any other significant implications for a Company Group Entity (or another entity); or
- (b) relate to Corporations Act Disclosable Information,

examples of which may include:

- (a) an interpersonal conflict between the discloser and another employee;
- (b) a decision that does not involve a breach of workplace laws;
- (c) a decision about the engagement, transfer or promotion of the discloser;
- (d) a decision about the terms and conditions of engagement of the discloser; or
- (e) a decision to suspend or terminate the engagement of the discloser, or otherwise to discipline the discloser.

4.9 A personal work-related grievance may still qualify for protection under this Policy or the Corporations Act Protections if:

- (a) it includes information about misconduct, or information about misconduct includes or is accompanied by a personal work-related grievance;
- (b) the entity has breached employment or other laws punishable by imprisonment for a period of 12 months or more, engaged in conduct that represents a danger to the public, or the disclosure relates to information that suggests misconduct beyond the discloser's personal circumstances;
- (c) the discloser suffers from or is threatened with detriment for making a disclosure under the Corporations Act Protections; or
- (d) the discloser seeks legal advice or legal representation about the operation of the Corporations Act Protections.

5. Who can receive disclosure?

5.1 A disclosure of a concern or concerns or suspicions of wrongdoing, or of Disclosable Information made to:

- (a) the Chairman; or
- (b) the Company's auditors
(together, the **Whistleblower Investigations Officers**); or
- (c) an officer or senior manager of a Company Group Entity,

qualifies for protection under this Policy.

5.2 Disclosures of the following information by and to the following persons qualify for protection under the Corporations Act Protections:

- (a) a disclosure of Corporations Act Disclosable Information by an Eligible Whistleblower to any of the following bodies:
 - (i) the Australian Securities and Investments Commission (**ASIC**);
 - (ii) the Australian Prudential Regulation Authority (**APRA**); or
 - (iii) a Commonwealth authority prescribed for the purposes of section 1317AA(1)(b)(iii) of the Corporations Act in relation to a Company Group Entity;
- (b) a disclosure of Corporations Act Disclosable Information by an Eligible Whistleblower to an Eligible Recipient (as defined below in paragraph 5.4);

- (c) a disclosure of information by a person to a legal practitioner for the purpose of obtaining legal advice or representation in relation to the operation of the Corporations Act Protections; and
- (d) a disclosure of Corporations Act Disclosable Information by an Eligible Whistleblower to a member of the Parliament of the Commonwealth or a State, or the legislature of a Territory, or a journalist where the disclosure is a 'public interest disclosure' or an 'emergency disclosure' (each defined in paragraphs 5.6 and 5.7, respectively). A person should contact an independent legal adviser before making a 'public interest disclosure' or an 'emergency disclosure'.

5.3 Disclosures of the following information by and to the following persons qualify for protection under the Tax Act Protections:

- (a) disclosure by an Eligible Whistleblower to the Commissioner, of information that the Eligible Whistleblower considers may assist the Commissioner to perform his or her functions or duties under a taxation law in relation to the Company or an associate of the Company; and
- (b) disclosure by an Eligible Whistleblower to an Eligible Recipient (defined in paragraph 5.4 below) of information that the Eligible Whistleblower has reasonable grounds to suspect indicates misconduct, or an improper state of affairs or circumstances, in relation to the tax affairs of the Company or an associate of the Company, which the Eligible Whistleblower considers may assist in the performance the Eligible Recipient's functions or duties in relation to the tax affairs of the Company or an associate of the Company; or
- (c) a disclosure of information by an individual to a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to the operation of the Tax Act Protections.

5.4 An "**Eligible Recipient**" means:

- (a) under the Corporations Act, any of the following:
 - (i) an officer or senior manager of a Company Group Entity;
 - (ii) an auditor or a member of an audit team conducting an audit of a Company Group Entity;
 - (iii) an actuary of a Company Group Entity;
 - (iv) a person authorised by the Company to receive disclosures that may qualify for protection under section 1317AAC of the Corporations Act, which the Company have determined to be the Whistleblower Investigations Officers; or
 - (v) any person or body prescribed by the Corporations Regulations to be an Eligible Recipient in relation to all or a class or classes of regulated entities within which the relevant Company Group Entity falls; and
- (b) under the Tax Act, means any of the following:
 - (i) an auditor or a member of an audit team conducting an audit of the relevant Company Group Entity;
 - (ii) a registered tax agent or BAS agent who provides tax agent services or BAS services to the relevant Company Group Entity;

- (iii) a person authorised by the Company Group Entity to receive disclosures that may qualify for protection under Part IVD of the Tax Act, which the Company have determined to be the Whistleblower Investigations Officers;
- (iv) any person or body prescribed for the purposes of section 14ZZV(1)(d) in relation to the relevant Company Group Entity;
- (v) a director, secretary or senior manager of the Company Group Entity; and
- (vi) any other employee or officer of the Company Group Entity who has functions or duties that relate to the tax affairs of the Company Group Entity.

5.5 A reference to an Eligible Recipient throughout this Policy means an Eligible Recipient with the definition that the context requires (ie as defined by the Tax Act for the purpose of the Tax Act Protections and as defined by the Corporations Act for the purpose of the Corporations Act Protections).

5.6 A *'public interest disclosure'* under the Corporations Act Protections is the disclosure of Corporations Act Disclosable Information by an Eligible Whistleblower to a journalist or a parliamentarian, where:

- (a) at least 90 days have passed since the Eligible Whistleblower disclosed the Corporations Act Disclosable Information to ASIC, APRA or a Commonwealth authority prescribed for the purposes of section 1317AA(1)(b)(iii) of the Corporations Act in relation to a Company Group Entity;
- (b) the discloser does not have reasonable grounds to believe that action is being, or has been taken, in relation to their disclosure;
- (c) the discloser has reasonable grounds to believe that making a further disclosure of the information is in the public interest; and
- (d) before making the public interest disclosure, the discloser has given written notice to the body to which the previous disclosure was made that:
 - (i) includes sufficient information to identify the previous disclosure; and
 - (ii) states that the discloser intends to make a public interest disclosure.

5.7 An *'emergency disclosure'* under the Corporations Act Protections is the disclosure of Corporations Act Disclosable Information by an Eligible Whistleblower to a journalist or parliamentarian, where:

- (a) the discloser has previously made a disclosure of the Corporations Act Disclosable Information to ASIC, APRA or another Commonwealth body prescribed by the Corporations Regulations;
- (b) the discloser has reasonable grounds to believe that the information concerns a substantial and imminent danger to the health or safety of one or more persons or to the natural environment;
- (c) before making the emergency disclosure, the discloser has given written notice to the body to which the previous disclosure was made that:
 - (i) includes sufficient information to identify the previous disclosure; and
 - (ii) states that the discloser intends to make an emergency disclosure; and
- (d) the extent of the information disclosed in the emergency disclosure is no greater than is necessary to inform the journalist or parliamentarian of the substantial and imminent danger.

- 5.8** You should obtain legal advice from an independent legal adviser before making a 'public interest disclosure' or an 'emergency disclosure'.
- 5.9** The Company encourages Eligible Whistleblowers to make disclosures of Disclosable Information to a Whistleblower Investigations Officer or an officer or senior manager of a Group Entity in the first instance, in order to ensure that the Company can identify and address the wrongdoing as early as possible.
- 5.10** Nothing in this Policy should be taken as restricting you from reporting any matter or providing any information to a regulator (such as ASIC), a Company Group Entity's auditor or a member of the audit team or any other person in accordance with any relevant law, regulation or other requirement.

6. How can I make a disclosure?

- 6.1** In order for a relevant disclosure to be protected under the Whistleblower Protection Laws, it must be made in accordance with the Whistleblower Protections Laws, and to the person stipulated therein. If you are unsure about your rights or obligations under the Whistleblower Protection Laws, you should seek independent legal advice in this regard.
- 6.2** Disclosures which are eligible for protection under the Whistleblower Protection Laws can be made anonymously, and will still be protected under the Whistleblower Protection Laws.
- 6.3** Reports of Disclosable Information or concerns or suspicions of wrongdoing that are protected under this Policy can be made either by post, email, telephone, or in person to either:
- (a) the Whistleblower Investigation Officers using the contact details set out in paragraph 13 of this Policy; or
 - (b) an officer or senior manager of a Company Group Entity using the contact details on the Company's internal intranet.
- 6.4** A discloser can choose to remain anonymous while making a disclosure, over the course of the investigation and after the investigation is finalised. A discloser can refuse to answer questions that they feel could reveal their identity at any time, including during follow-up conversations. A discloser who wishes to remain anonymous should maintain ongoing two-way communication with the Company, so that the Company can ask follow-up questions or provide feedback.
- 6.5** If the Company receives a disclosure from an email address from which the person's identity cannot be determined, and the discloser does not identify themselves in the email, it will be treated as an anonymous disclosure.
- 6.6** In order to maintain a discloser's anonymity, persons who are authorised by the Company under this Policy to receive disclosures under this Policy will not disclose the address, email address or phone number (if made available by means of the communication) to any other persons, and will not attempt to discover the identity of the discloser where that person has indicated that they wish to remain anonymous. You may adopt a pseudonym for the purpose of your disclosure.
- 6.7** If you are unsure of how to report under this Policy, you should speak to a Whistleblower Investigation Officer.

7. Legal Protections for Disclosers under the Corporations Act and Tax Administration Act

Identity Protection (Confidentiality)

- 7.1** It is illegal for a person to disclose the identity of a person (or information that is likely to lead to their identity becoming known) who qualifies for protection under the Whistleblower Protection Laws outside of the exceptions set out in paragraphs 7.2 to 7.5 below.
- 7.2** The identity of a discloser noted in paragraph 7.1 above (or information that is likely to lead to their identity becoming known) may be disclosed where such disclosure is made in any of the following circumstances:
- (a) with respect to disclosures protected under the Corporations Act, where that disclosure is made:
 - (i) to ASIC;
 - (ii) to APRA;
 - (iii) to a member of the Australian Federal Police
 - (iv) to a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to the operation of the Corporations Act Protections; or
 - (v) to a person or body prescribed by the Corporations Regulations for the purpose of section 1317AAE(2)(e) of the Corporations Act; or
 - (vi) with the discloser's consent; or
 - (b) with respect to disclosures protected under the protected under the Tax Act, where that disclosure is made:
 - (i) to the Commissioner;
 - (ii) to a member of the Australian Federal Police;
 - (iii) to a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to the operation of the Tax Act Protections;
 - (iv) to a person or body prescribed by the Tax Act Regulations for the purpose of section 14ZZW(2)(d) of the Tax Act; or
 - (v) with the discloser's consent.
- 7.3** The Corporations Act provides that ASIC, APRA and the Australian Federal Police may disclose the identity of a person who is protected under the Corporations Act Protections (or information that is likely to lead to their identity becoming known) to a Commonwealth authority, State or Territory authority for the purpose of assisting the authority in the performance of its functions or duties.
- 7.4** A person may disclose information that is likely to lead to the identification of a person set out in paragraph 7.1 above (provided that it is not their identity), where:
- (a) it is reasonably necessary for the purpose of investigating the matter to which the qualifying disclosure relates; and
 - (b) the first person takes all reasonable steps to reduce the risk that the discloser will be identified as a result of the disclosure.

- 7.5** No person is required to disclose to a court or tribunal the identity of a discloser who is protected under the Whistleblower Protection Laws, or information that is likely to lead to their identification, or to produce to a court or tribunal a document containing that information, unless it is necessary to do so to give effect to the relevant Whistleblower Protection Laws, or the court or tribunal thinks it necessary in the interests of justice to do so.
- 7.6** If you are concerned that you have not been afforded the confidentiality protections set out in this section, please contact a Whistleblower Investigation Officer, or officer or senior manager of the Company (as appropriate), and this will be investigated by the Company.
- 7.7** If you are concerned that you have not been afforded the confidentiality protections set out in this section, you may lodge a complaint with a regulator, such as ASIC, APRA or the Australian Taxation Office (**ATO**) for investigation. Please visit the website of the relevant regulator for more information on this process.

Protection from Detrimental Acts or Omissions

- 7.8** The Whistleblower Protection Laws prohibit certain conduct in respect of persons making disclosures in accordance with the Whistleblower Protection Laws, which are summarised at paragraphs 7.11 and 7.12 below (**Victimisation Prohibitions**).
- 7.9** The Company is committed to enforcing the Victimisation Prohibitions and any breach of the same by an employee or officer of the Company Group Entity will also be a breach of this Policy.
- 7.10** (**Conduct causing Detriment**): The Whistleblower Protection Laws prohibit any person (first person) from:
- (a) engaging in conduct which causes any Detriment (as defined in paragraph 7.13) to another person (second person) when the first person believes or suspects that the second person, or any other person made, may have made, proposes to make or could make a disclosure that qualifies for protection under those Whistleblower Protection Laws; and
 - (b) the belief or suspicion referred to in paragraph 7.10(a) is the reason, or part of the reason, for the conduct.
- 7.11** (**Threats to cause Detriment**): The Whistleblower Protection Laws prohibit any person (first person) from:
- (a) making to another person (second person) a threat (whether express or implied, conditional or unconditional) to cause any Detriment (as defined in paragraph 7.13) to the second person or to a third person; where:
 - (i) the first person intends that the second person will fear that the threat will be carried out; or
 - (ii) the first person is reckless as to causing the second person to fear that the threat will be carried out; and
 - (b) the first person makes the threat because a person makes or may make a disclosure that qualifies or would qualify for protection under those Whistleblower Protection Laws.
- 7.12** If a Company Group Entity contravenes paragraph 7.11 or 7.12 above, any officer or employee of the Company Group Entity who is involved in that contravention contravenes the Whistleblower Protection Laws.
- 7.13** "**Detriment**" includes (without limitation) dismissal of an employee, injury of an employee in his or her employment, alteration of an employee's position or duties to his or her disadvantage, discrimination between an employee and other employees of the same employer, harassment or

intimidation of a person, harm or injury to a person (including psychological harm), damage to a person's property, reputation, business or financial position, or any other damage to a person.

7.14 The following are examples of actions that are not considered Detrimental conduct:

- (a) administrative action that is reasonable for the purpose of protecting a discloser from Detriment (e.g. moving a discloser who has made a disclosure about their immediate work area to another office to prevent them from Detriment (if required)); and
- (b) managing a discloser's unsatisfactory work performance, if the action is in line with the Company's performance management framework.

7.15 The Company will ensure that a discloser is provided sufficient reasoning and explanation regarding any administrative or managerial action undertaken by a Company Group Entity which is not deemed Detrimental conduct.

Compensation and Other Remedies

7.16 The Whistleblower Protection Laws set out the remedies available to a discloser the subject of a contravention of the Victimisation Prohibitions.

7.17 The Whistleblower Protection Laws provide that a discloser (or any other employee or person) may seek compensation and other remedies through the courts if:

- (a) they suffer loss, damage or injury because of a disclosure that is protected under the Whistleblower Protection Laws; and
- (b) the Company Group Entity failed to take reasonable precautions and exercise due diligence to prevent the Detrimental conduct.

7.18 Any person seeking compensation or other remedies under the Whistleblower Protection Laws should seek independent legal advice.

Civil, Criminal and Administrative Liability Protection

7.19 The Whistleblower Protection Laws afford the following protections for disclosures which are protected under the Whistleblower Protection Laws:

- (a) the discloser is not subject to any civil, criminal or administrative liability (including disciplinary action) for making the disclosure;
- (b) no contractual or other remedy may be enforced, and no contractual or other right may be exercised, against the discloser on the basis of the disclosure, including the termination of a contract to which the discloser is a party on the basis that the disclosure constitutes a breach of that contract;
- (c) if an Eligible Whistleblower makes disclosure of Disclosable Information in the manner referred to in paragraph 5.2(a), 5.2(d) or 5.3(a) the information is not admissible in evidence against the person in criminal proceedings or in proceedings for the imposition of a penalty, other than in proceedings in respect of the falsity of the information; and
- (d) the discloser will have qualified privilege in respect of the disclosure.

7.20 The protections granted by the Whistleblower Protection Laws, however, do not grant immunity for any misconduct a discloser has engaged in that is revealed in their disclosure.

7.21 This Policy requires that the Company Group and its officers do everything reasonably necessary to ensure compliance by the Company Group and its officers and senior management with the protections set out in the Whistleblower Protection Laws and this Policy, and any concerns of breach

of such protections should be reported in the same manner as the report of any other suspicions or concerns of wrongdoing or of Disclosable Information.

8. Support and practical protection for disclosers

Identity Protection (Confidentiality)

8.1 Subject to paragraphs 7.2 to 7.5, the identity of the following persons (or information that is likely to lead to their identity becoming known):

- (a) an Eligible Whistleblower who has made a disclosure that is protected under the Whistleblower Protection Laws; or
- (b) an Eligible Whistleblower who has disclosed a concern or suspicion of wrongdoing in accordance with this Policy,

will be kept confidential, unless the discloser has consented to the disclosure.

8.2 In order to protect the confidentiality of an Eligible Whistleblower, the Company Group, and any person who is authorised under this Policy to receive disclosures will ensure that:

- (a) all personal information or reference to the discloser witnessing an event will be redacted from any reports that are provided to other persons;
- (b) the discloser will be referred to in a gender-neutral context;
- (c) where possible, the discloser will be contacted to help identify certain aspects of their disclosure that could inadvertently identify them;
- (d) disclosures will be handled and investigated by appropriately trained staff;
- (e) all paper and electronic documents and other materials relating to disclosures will be stored securely;
- (f) access to all information relating to a disclosure will be limited to those directly involved in managing and investigating the disclosure;
- (g) only a restricted number of people who are directly involved in handling and investigating a disclosure will be made aware of a discloser's identity (subject to the discloser's consent) or information that is likely to lead to the identification of the discloser;
- (h) communications and documents relating to the investigation of a disclosure will not to be sent to an email address or to a printer that can be accessed by other staff; and
- (i) each person who is involved in handling and investigating a disclosure will be reminded about the confidentiality requirements, including that an unauthorised disclosure of a discloser's identity may be a criminal offence.

8.3 It is possible that someone might deduce your identity without there having been a breach of confidentiality (ie if you have previously mentioned the matter to other people or the nature of your report points to one particular individual having made it).

8.4 In complying with this Policy, the Company will maintain appropriate information technology resources and organisational measures for securing the personal information received, handled and recorded under this Policy. In addition, to the extent that they apply, the Company will continue to ensure its compliance with the Australian Privacy Principles and other relevant government, industry and technology specific standards, guidance, and frameworks on data security to help safeguard information.

- 8.5** If you are concerned that you have not been afforded the confidentiality protections set out in this Policy, please contact a Whistleblower Investigations Officer, or an officer or senior manager of a Company Group Entity (as appropriate), and this will be investigated by the Company.

Protection from Detrimental Acts or Omissions

- 8.6** This Policy prohibits any person from engaging in conduct set out in paragraphs 7.11 or 7.12 above in respect of disclosures that qualify for protection under the Whistleblower Protection Laws, and also in respect of disclosures of concerns or suspicions of wrongdoing within the Company Group made by an Eligible Whistleblower, which are founded on a reasonable basis, and that have been disclosed in good faith, without malicious intent, and in accordance with this Policy.

- 8.7** Following a disclosure under this Policy, in order to protect Eligible Whistleblowers from Detrimental acts and omissions, the Company will employ any of the following measures and mechanisms as are appropriate in the circumstances:

- (a) as soon as possible after a disclosure is made under this Policy, the Company will assess the risk of Detriment to the discloser (or another person) and will consider what can be done to minimise this risk in the first instance;
- (b) the Company will, where practicable and required, work with the discloser to develop strategies to help the discloser to minimise and manage stress, time or performance impacts, or other challenges resulting from the disclosure or its investigation;
- (c) where required, the Company may consider:
 - (i) allowing the discloser to perform their duties from another location;
 - (ii) reassigning the discloser to another role at the same level;
 - (iii) making other modifications to the discloser's workplace or the way they perform their work duties; or
 - (iv) reassigning or relocating other staff involved in the disclosable matter;
- (d) the Company will conduct appropriate training and provide appropriate resources to ensure that management are aware of their responsibilities to maintain the confidentiality of a disclosure, address the risks of isolation or harassment, manage conflicts, and ensure fairness when managing the performance of, or taking other management action relating to, a discloser;
- (e) the Company will investigate and address any Detrimental conduct that may occur, and will take disciplinary action where appropriate; and
- (f) in certain circumstances, where Detrimental conduct does occur, the Company will consider working with the discloser to develop a career development plan for them that includes new training and career opportunities, or whether other compensation or remedies are more appropriate and/or available.

- 8.8** If you believe that you have suffered Detriment contrary to this Policy:

- (a) please contact a Whistleblower Investigations Officer, or an officer or senior manager of a Company Group Entity (as appropriate) and this will be investigated by the Company; or
- (b) you may seek independent legal advice or contact regulatory bodies, such as ASIC, APRA or the ATO.

9. Handling and investigations of disclosures

9.1 If you make a report under this Policy to either a Whistleblower Investigations Officer or an officer or senior manager of a Company Group Entity, that person will ensure that the matter is appropriately assessed and, where required, investigated by a Whistleblower Investigations Officer or the Company (as appropriate).

9.2 The purpose of the investigation is to determine:

- (a) whether or not your concerns are substantiated;
- (b) whether or not the disclosure qualifies for protection under this Policy and/or the Whistleblower Protection Laws; and
- (c) whether a formal, in-depth investigation is required,

with a view to the Company then rectifying any wrongdoing uncovered to the extent that is practicable in all the circumstances.

9.3 Investigation processes will vary depending on the precise nature of the conduct being investigated, but will generally involve:

- (a) a review of any relevant documentation in connection with the disclosure;
- (b) a review of any relevant correspondence to which the disclosure relates;
- (c) where possible, verbal interviews with persons involved in the matters the subject of the disclosure;
- (d) where possible, verbal interviews with persons not directly involved in the matters the subject of the disclosure but who may have information relevant to the matters the subject of the disclosure; and
- (e) any other actions as are required to investigate the disclosures in a manner which is thorough, objective, fair and independent of you, anyone who is the subject of the report, and any business unit concerned,

and may be undertaken jointly with an external investigation firm, if required (eg where additional specialist skills or expertise are necessary)

9.4 Without your consent, a Company Group Entity cannot disclose information that is likely to lead to the identification of you as the discloser as part of the investigation process unless:

- (a) the information does not include your identity;
- (b) the Company Group Entity removes information relating to your identity or other information that is likely to lead to the identification of you as the discloser (e.g. your name, position title and other identifying details); and
- (c) it is reasonably necessary for investigating the issues raised in the disclosure.

9.5 A Whistleblower Investigations Officer (or the person to whom you made the disclosure under this Policy, as appropriate) will keep you informed of the outcome of the investigation arising from your report, subject to considerations of the privacy of anyone who is the subject of the report, and normal confidentiality requirements.

9.6 Where practicable, you will be provided with initial feedback within one week of making your report, and any further feedback at regular intervals as the matter progresses. The frequency and timeframe of feedback will depend on the nature of the disclosure.

- 9.7** You should be aware that the Company may not be able to undertake a full investigation if it is not able to contact you (ie if you make a disclosure anonymously and have not provided a means of contacting you), unless sufficient information has been provided to proceed with the investigation without further contact with you.
- 9.8** The Company will keep detailed records of all investigatory processes taken in connection with a disclosure, including the outcomes and responses to those investigations, and the final decisions made on the basis of the investigations undertaken. These records will be maintained by the Whistleblower Investigation Officers, and all identifying information will be redacted prior to it being provided to any persons who you have not consented to receiving information about your identity (ie the Board in reviewing the Policy for effectiveness).
- 9.9** At the end of the investigation process, to the extent possible and where appropriate to do so in the circumstances (which will not always be the case), you will be given a written record of the investigation undertaken (subject to usual confidentiality restrictions) and of any disclosures of your information to anyone in accordance with the Whistleblower Protection Laws and this Policy.
- 9.10** The Company will at all times take all precautions as are reasonably necessary, and will exercise due diligence to ensure that following the making of a report, you are afforded the protections provided by this Policy.
- 9.11** In particular, the Company will take whatever action is possible consistently with this Policy to make sure that you are not personally disadvantaged for making your report, whether by dismissal, demotion, any form of harassment, discrimination or any form of current or future bias.
- 9.12** If you feel you have been the subject of any such action as a consequence of making your report, please report this to a Whistleblower Investigations Officer or an officer or senior manager of the a Company Group Entity, and this will be investigated in the same manner as other disclosures under this Policy.
- 9.13** If you are not satisfied with the outcome of an investigation the subject of a disclosure made by you under this Policy, you may:
- (a) request that the Company review whether this Policy and the processes and procedures under it were adhered to in the investigation process; or
 - (b) lodge a complaint with a regulator, such as ASIC, APRA or the ATO.
- 9.14** While the Company is not obliged to re-open any investigation, all requests for a review under paragraph 9.13(a) will be considered by an appropriate senior manager or officer of the Company, who, where possible, was not involved in the investigation the subject of the review. Should the Company determine that the investigation was properly conducted, or that new information is either not available, or would not change the findings of the investigation, the Company may conclude that review. Subject to the confidentiality protections under this Policy, all findings of such reviews will be reported to the Company's Audit and Risk Committee, or, in its absence, the Board.
- 9.15** Any person found in breach of the provisions in this Policy will be subject to disciplinary procedures, up to and including the termination of their employment or engagement with the relevant Company Group Entity.
- 10. How will the Company ensure fair treatment of persons the subject of a disclosure made under this Policy?**
- 10.1** The Company will employ the following measures to ensure the fair treatment of its employees who are mentioned in a disclosure that qualifies for protection under this Policy or the Whistleblower Protection Laws, including those who are the subject of a disclosure:

- (a) disclosures will be handled confidentially, when it is practical and appropriate in the circumstances;
- (b) each disclosure will be assessed and may be the subject of an investigation;
- (c) the Company will undertake the investigations with the objective of determining whether there is enough evidence to substantiate or refute the matters reported;
- (d) when an investigation needs to be undertaken, the process will be objective, fair and independent; and
- (e) an employee who is the subject of a disclosure will be advised about the subject matter of the disclosure as and when required by principles of natural justice and procedural fairness and prior to the Company making any adverse finding against them.

11. How can I access this policy?

- 11.1 This Policy is available to officers and employees of the Company Group via the Company's website, at [insert].
- 11.2 This Policy is available to external Eligible Whistleblowers via the Company's website, at [insert].
- 11.3 The Company will conduct initial training to all Company Group personnel regarding this Policy. Subsequent training will be provided to employees and persons authorised to receive disclosure under this Policy as and when required to ensure the effectiveness of this Policy.
- 11.4 This Policy will be made available to all new employees upon their engagement by the Company or a Company Group Entity.
- 11.5 Where appropriate, the Company will ensure that its external Eligible Recipients (ie its auditor and actuary) are aware of their obligations under the Whistleblower Protection Laws.
- 11.6 Any updates to this Policy following a review will be widely disseminated to all persons within the Company Group, and will be made available on the Company's website for external Eligible Whistleblowers.

12. Questions

- 12.1 Any questions about this Policy or the protections afforded by the Company under it, should be directed to a Whistleblower Investigation Officer.
- 12.2 The Company notes that this Policy is not legal advice, and that if you are unsure about your rights and obligations under this Policy or the Whistleblower Protection Laws, you should seek independent legal advice.

13. Whistleblower Investigation Officers Contact Details

- 13.1 [These details can be redacted on the Company's website, provided that an unredacted version is readily accessible to people who are protected under this Policy]

[The Company should ensure that at least one of the Whistleblower Investigation Officers is an external party]

- 13.2 [Insert Whistleblower Investigation Officer Name and Position]

Email: [Insert Email]

Telephone: [Insert Telephone Number]

After-hours Telephone: [Insert After-Hours Telephone] *[The Company should ensure that an*

after hours telephone number is available]

Secure Postal Address: [Insert Postal Address] *[This should be a secure address (ie not one where the letter will be opened by reception)]*

13.3 [Insert Whistleblower Investigation Officer Name and Position]

Email: [Insert Email]

Telephone: [Insert Telephone Number]

After-hours Telephone: [Insert After-Hours Telephone] *[The Company should ensure that an after hours telephone number is available]*

Secure Postal Address: [Insert Postal Address] *[This should be a secure address (ie not one where the letter will be opened by reception)]*

13.4 If you are viewing a redacted version of this Policy, and do not have access to the Company's Intranet, please contact the Company on 61 8 9481 0389 for contact details of the above persons.

14. Review

14.1 The Whistleblower Investigation Officers will periodically review this Policy in light of reports made and actions taken hereunder, and will report to the Audit and Risk Committee, or, where the Company does not have an Audit and Risk Committee, the Board as to any matters they consider could improve effectiveness.

14.2 The Audit and Risk Committee, or, where the Company does not have an Audit and Risk Committee, the Board, will formally review this Policy from time to time as determined by the Board.