



GROUP GOVERNANCE STANDARD 5 WHISTLEBLOWER PROTECTION

DATE: 24 JUNE 2019



DATE	CHANGE	APPROVED
24/6/2019	Last amendment	Board
24/6/2019	Last review	Board
23/1/2015	Original adoption	Board



TABLE OF CONTENTS

1.	PURPOSE AND APPLICATION	1
2.	WHO IS ELIGIBLE FOR WHISTLEBLOWER PROTECTION UNDER THIS STANDARD? ...	1
2.1	Who may make a disclosure?.....	1
2.2	What types of matters can be disclosed?.....	1
2.3	Who should I disclose to?	2
3.	CONFIDENTIALITY	2
3.1	Whistleblower identity must be kept confidential	2
3.2	Permitted exceptions	3
3.3	Provision of whistleblower information to a court or tribunal.....	3
4.	PROTECTION AGAINST VICTIMISATION.....	3
5.	INVESTIGATIONS OF INFORMATION DISCLOSED UNDER THIS STANDARD	3
6.	BOARD REPORTING	4
7.	TRAINING	4
8.	HOW THIS STANDARD INTERACTS WITH WHISTLEBLOWER LAWS	4
9.	REVIEW	5
10.	CONSEQUENCES FOR NON-COMPLIANCE WITH STANDARD	5
11.	DEFINITIONS.....	5
12.	REPORTING A BREACH	6



1. PURPOSE AND APPLICATION

Independence Group NL (**IGO** or the **Company**), is committed to the values of sustainability, accountability, teamwork, integrity, diligence and respect as set out in our Code of Conduct.

We rely on and encourage our employees, *officers* and contractors to speak up about any unlawful, improper or unethical conduct within our organisation. This standard has been adopted to provide a safe and confidential environment where such concerns can be raised by *whistleblowers* without fear of reprisal or detrimental treatment.

This standard sets out:

- who is entitled to protection as a *whistleblower* under this standard;
- the protections *whistleblowers* are entitled to under this standard; and
- how disclosures made by *whistleblowers* will be handled by *IGO*.

All *officers*, employees and contractors of *IGO* must comply with this standard.

This standard is available to all *officers* and employees of *IGO* in the Corporate Governance section of our website (<https://www.IGO.com.au/site/our-business/governance>) and in the internal Document Management System.

2. WHO IS ELIGIBLE FOR WHISTLEBLOWER PROTECTION UNDER THIS STANDARD?

To be treated as a *whistleblower* under this standard you must:

- be one of the individuals set out in section 2.1;
- disclose information regarding the type of matters set out in section 2.2; and
- disclose that information to one of the persons set out in section 2.3.

This standard also protects those who are entitled to *whistleblower* protection under the *whistleblower laws* (see section 8 of this standard).

2.1 Who may make a disclosure?

Disclosures can be made by a current or former:

- *officer* or employee of *IGO*;
- contractor or supplier of goods and services to *IGO*, or their current and former employees;
- *associate* of *IGO*; or
- *family member* of an individual mentioned above.

You may choose to disclose information anonymously if you wish.

2.2 What types of matters can be disclosed?

Disclosures can be about any unlawful, unethical or improper conduct which you suspect on **reasonable grounds** has occurred or is occurring within *IGO*, including conduct by an *officer* or employee of *IGO*. However, disclosures cannot be made under this standard about solely personal work-related grievances.



Examples of disclosable matters may include:

- misconduct or an improper state of affairs or circumstances in relation to *IGO*, including in relation to:
 - corporate governance
 - accounting or audit matters
 - *tax affairs*, or the *tax affairs* of an *associate* of *IGO*
- illegal conduct at *IGO* or by an *officer*, employee or contractor of *IGO*, such as fraud, theft, corruption, bribery, drug supply or use, violence and intimidation, criminal damage to property or breaches of work health and safety laws
- improper, unethical or dishonest conduct at *IGO* or by an *officer*, employee or contractor of *IGO*, such as:
 - breaches of our policies (including our Code of Conduct or this standard)
 - a misuse of company assets, conflicts of interest or abuses of authority
- an activity that poses a substantial risk to people, property, operations or the environment
- an activity that constitutes a danger to the public or financial system, or
- conduct that is damaging to *IGO*'s financial position or reputation.

2.3 Who should I disclose to?

We encourage you to make your disclosure in writing or by phone to our *Whistleblower Protection Officer* or the *IGO Whistleblower Service*, which is an independent external service operated by BDO on behalf of *IGO*.

Our *Whistleblower Protection Officer* is Joanne McDonald, Company Secretary, who can be contacted by phone (08) 9238 8307 or by email joanne.mcdonald@IGO.com.au.

The *IGO Whistleblower Service* can be contacted by:

- Telephone: 1300 408 955
- Email: securewa@bdo.com.au
- Mail: *IGO Whistleblower Service* at PO Box 2147, Subiaco, WA 6904

Alternatively, you can make a disclosure to any one of the following:

- an *officer* or *senior manager* within *IGO*;
- an auditor or member of an audit team conducting an audit on *IGO*; or
- if the disclosure concerns *IGO*'s *tax affairs* or the *tax affairs* of an *associate* of *IGO*: *IGO*'s registered tax agent or BAS agent, or an employee or *officer* at *IGO* who has functions or duties relating to its *tax affairs* and who you consider may be assisted in their role by knowing that information.

3. CONFIDENTIALITY

3.1 Whistleblower identity must be kept confidential

Subject to section 3.2, the identity of a *whistleblower* (or information that is likely to lead to their identity becoming known) must be kept confidential unless the *whistleblower* has consented to the disclosure.



3.2 Permitted exceptions

The identity of a *whistleblower* (or information that is likely to lead to their identity becoming known) may be disclosed without the *whistleblower's* consent if 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 laws*;
- the Australian Federal Police;
- the Australian Securities and Investments Commission;
- the Australian Prudential Regulatory Authority; or
- the Commissioner of Taxation if the disclosure concerns IGO's *tax affairs* or the *tax affairs* of an *associate* of IGO.

3.3 Provision of whistleblower information to a court or tribunal

You must not disclose or produce to a court or tribunal any information or documents which discloses the identity of a *whistleblower* (or information likely to lead their identity becoming known) without seeking the advice of our General Counsel, Kate Barker, who can be contacted by phone (08) 9238 8331 or by email kate.barker@IGO.com.au.

4. PROTECTION AGAINST VICTIMISATION

You must not cause or threaten any detriment to any person for a reason which includes that they or any other person:

- is or proposes to be a whistleblower; or
- is suspected or believed to be, or could be, a whistleblower.

However, a *whistleblower* may be held liable for any personal misconduct revealed by their disclosure or an investigation following a disclosure.

“**detriment**” includes (but is not limited to):

- dismissal;
- injury of an employee in their employment;
- alteration of an employee's position or duties to their disadvantage;
- discrimination, harassment or intimidation;
- harm or injury including psychological harm, damage to property, reputation or business of financial position;
- taking action against a *whistleblower* to enforce a right (for example, a breach of confidentiality) or subjecting them to any liability or action, simply for making a disclosure.

5. INVESTIGATIONS OF INFORMATION DISCLOSED UNDER THIS STANDARD

When a disclosure is made which may fall under this standard, the following steps must be followed except where, in the opinion of the *Whistleblower Protection Officer*, it would be inappropriate or unreasonable in the circumstances to do so:

- any person listed in section 2.3 who receives the information must provide the information to the *Whistleblower Protection Officer* as soon as practicable, removing

any information which identifies or may identify the discloser of the information (the potential *whistleblower*) prior to doing so (unless the potential *whistleblower* has provided their consent to that disclosure);

- as soon as practicable, the *Whistleblower Protection Officer* must determine whether the disclosure falls within the scope of this standard and, if so, appoint an investigator with no personal interest in the matter to conduct an investigation into the matters disclosed, if they determine it to be necessary or appropriate;
- the investigator must conduct any investigation in an objective and fair manner, ensuring to provide any employee who has been adversely mentioned in information provided by a *whistleblower* an opportunity to respond to the allegations made in respect of them prior to any adverse findings being made;
- the outcome of the investigation must be reported to the Board, and may be reported to the *whistleblower* and any persons affected as the *Whistleblower Protection Officer* considers appropriate;
- subject to the exceptions allowed under section 3.2 of this standard or otherwise by law, the identity of a *whistleblower* (or information that is likely to lead to their identity becoming known) must be kept confidential at all times during and after the investigation (including in any reporting to the Board or to any persons affected). All persons responsible for or involved in an investigation must take all reasonable steps to reduce the risk that a *whistleblower* will be identified; and
- a *whistleblower* may raise any concerns or complaints regarding this standard or their treatment with the *Whistleblower Protection Officer*.

6. BOARD REPORTING

Subject to the confidentiality obligations in section 3, the *Whistleblower Protection Officer* must provide the Board at least quarterly reports on all active *whistleblower* matters, including information on:

- the number and nature of disclosures made in the last quarter;
- the status of any investigations underway; and
- the outcomes of any investigations completed and actions taken as a result of those investigations.

7. TRAINING

All *officers* and employees of IGO must attend compulsory training organised by IGO regarding its *whistleblower* program.

All the persons listed in section 2.3 of this standard must attend compulsory training organised by IGO on responding appropriately to disclosures made by *whistleblowers* or potential *whistleblowers*.

8. HOW THIS STANDARD INTERACTS WITH WHISTLEBLOWER LAWS

By making a disclosure in accordance with this standard, you may also be afforded protection under the *whistleblower laws*.

While this standard principally deals with internal disclosures, the *whistleblower laws* also protect some types of disclosure made to external parties (such as to legal representatives, the Australian Securities and Investments Commission, to the Commissioner of Taxation, members of parliament or journalists). Any person who is a *whistleblower* under the



whistleblower laws must be treated in accordance with, and is entitled to the protections afforded by, this standard.

For more information about these laws, see the information available on the [ASIC website](#) and the [ATO website](#).

9. REVIEW

This standard must be reviewed by the Board or its delegated corporate governance committee with the assistance of the *Whistleblower Protection Officer* at least annually to ensure it is operating effectively. Any recommended changes must be approved by the Board or its delegated committee.

10. CONSEQUENCES FOR NON-COMPLIANCE WITH STANDARD

Any breach of this standard by an *officer*, employee or contractor will be taken seriously by IGO, and may be the subject of a separate investigation and/or disciplinary action.

A breach of this standard may also amount to a civil or criminal contravention under the *whistleblower laws*, giving rise to significant penalties.

11. DEFINITIONS

Unless the context requires, italicised terms in this standard have the following meaning:

associate means any individual who is:

- an *associate* within the meaning of the Corporations Act; or
- if the disclosure relates to our *tax affairs*, an *associate* within the meaning of section 318 of the Income Tax Assessment Act 1936 (Cth).

Corporations Act means the Corporations Act 2001 (Cth).

detriment has the meaning given in section 4 of this standard.

family member means a:

- spouse, parent, child, sibling or other relative of an individual; or
- dependent of the individual or their spouse.

IGO means Independence Group NL and its related bodies corporate.

officer has the same meaning as in the Corporations Act (which includes but is not limited to directors and company secretaries).

personal workplace grievances means a grievance about any matter in relation to an individual's employment or former employment which has, or tends to have, implications only for the individual personally, and where the information does not:

- have significant implications to the entity to which it relates, or any other entity, that does not relate to the individual;
- concern *whistleblower* victimisation (see section 4 of this standard); or
- concern the following types of misconduct or an improper state of affairs or circumstances:



- a criminal offence or contravention of the Corporations Act or Australian Securities and Investments Commission Act 2001 (Cth) suspected to have been committed by *IGO*, or an *officer* or employee of *IGO*;
- a Commonwealth criminal offence punishable by more than 12 months imprisonment suspected to have been committed by *IGO*, or an *officer* or employee of *IGO*;
- a danger to the public or the financial system posed by *IGO*, or an *officer* or employee of *IGO*; or
- misconduct or an improper state of affairs or circumstances in relation to *IGO*'s *tax affairs*, or the *tax affairs* of an *associate* of *IGO*.

relative has the same meaning as in the Corporations Act.

senior manager means those persons, other than a director or company secretary, who make up the Regional Leadership Team.

spouse means the married, de facto or registered partner of the individual.

tax affairs means affairs relating to any tax imposed by or under, or assessed or collected under, a law administered by the Commissioner of Taxation.

whistleblower means a person who is eligible for protection as a *whistleblower* under this standard or under the *whistleblower laws*.

whistleblower laws means either or both of regimes contained in Part 9.4AAA of the Corporations Act and Part IVD of the Taxation Administration Act 1953 (Cth).

Whistleblower Protection Officer means the person(s) identified in section 2.3 of this standard.

12. REPORTING A BREACH

If you have any questions, concerns or feedback about this Standard, you should contact the Company Secretary at: Independence Group NL, PO Box 496, South Perth, WA 6191.

Phone: 08 9238 8300 Email: contact@IGO.com.au, Attention: the Company Secretary