



GROUP GOVERNANCE STANDARD 5 WHISTLEBLOWER STANDARD

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1. PURPOSE AND APPLICATION

IGO Limited and its related companies (**IGO**) are committed to fostering a culture of compliance, ethical behaviour and good corporate governance. IGO values sustainability, accountability, teamwork, integrity, diligence and respect as set out in its Code of Conduct.

We rely on and encourage people to speak up about potential misconduct concerns. This standard has been adopted to provide a safe and confidential environment for people to raise any such concerns without fear of reprisal or detrimental treatment.

This standard sets out:

- when you will be protected for speaking up about misconduct;
- the protections that may be provided to you if you speak up; and
- how disclosures made under this standard will be handled by IGO.

All officers, employees and contractors of IGO, wherever they are based, must comply with this standard.

This standard is available in the Corporate Governance section of our website: <http://www.igo.com.au/site/business/governance> and in IGO's Internal Document Management System.

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

2. WHO IS PROTECTED UNDER THIS STANDARD?

You will be protected under this standard if:

- you are one of the individuals set out in section 3;
- you disclose information about the type of matters set out in section 4; and
- you disclose that information:
 - internally to one of the persons set out in section 5; or
 - externally to one of the persons set out in section 8.

We encourage you to contact the Company Secretary (who is our Whistleblower Protection Officer) if you have any questions about making a disclosure or this standard generally at IGO Limited, PO Box 496, South Perth WA 6191, phone (08) 9238 or email joanne.mcdonald@igo.com.au.

3. WHO CAN MAKE A PROTECTED DISCLOSURE?

You can make a disclosure that qualifies for protection under the Australian whistleblower laws if you are or were:

- an officer or employee of IGO, including permanent, part-time, fixed-term or temporary employees or interns and secondees;
- a IGO contractor or supplier of goods and services to IGO (whether paid or unpaid), including their employees (for example, consultants, service providers and business partners);



- an associate of IGO; or
- a parent, grandparent, child, grandchild, sibling, spouse or dependent of any of those people.

4. WHAT CAN A PROTECTED DISCLOSURE BE ABOUT?

Disclosures do not have to be about breaking the law.

Eligible disclosures can be about misconduct or an improper state of affairs or circumstances in relation to IGO (including by an IGO officer or employee) that you have reasonable grounds to suspect has occurred or is occurring in relation to IGO. However, the disclosure cannot solely be about a personal work-related grievance (unless they also relate to any detriment or threat of detriment (as set out in section 7.3)) to you, or constitute conduct that may indicate a systemic issue in relation to IGO).

Examples of eligible disclosures

Some examples of matters that are eligible disclosures and qualify for protection under the Australian whistleblower laws are:

- conduct that amounts to a criminal offence or contravention of the Corporations Act 2001 or Australian Securities and Investments Commission Act 2001;
- conduct that is a Commonwealth criminal offence punishable by more than 12 months imprisonment;
- illegal conduct, such as theft, dealing in, or use of, illicit drugs, actual or threatened violence, corruption, bribery, criminal damage to property or breaches of work health and safety laws;
- fraud, money laundering or misappropriation of funds;
- negligence, default, breach of trust and breach of duty;
- any conduct that may indicate a systemic issue in relation to IGO;
- conduct relating to business behaviours and practices that may cause consumer harm;
- conduct that represents a danger to the public or the financial system;
- information that indicates a significant risk to public safety or the stability of, or confidence in, the financial system;
- misconduct in relation to IGO's tax affairs; or
- 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.

Personal work-related grievances

A personal work-related grievance means a grievance about any matter in relation to your employment or former employment which has, or tends to have, implications only for you personally. Examples of a personal work-related grievance include (but are not limited to):

- an interpersonal conflict between you and another employee;
- a decision that does not involve a breach of workplace laws;
- a decision about your engagement, transfer or promotion;



- a decision about your terms and conditions of engagement, payroll or remuneration; or
- a decision to suspend or terminate your engagement, or otherwise to discipline you.

Disclosures about solely personal work-related grievances are not covered by this standard and do not qualify for protection under the Australian whistleblower laws unless they also relate to any detriment or threat of detriment (as explained in section 7.3) to you.

If your disclosure is a solely personal work-related grievance, you should make it in accordance with our Grievance Resolution – Group HR Standard 13 which is available in IGO's Internal Document Management System. These matters are not covered under this policy unless they constitute conduct that may indicate a systemic issue.

Reasonable grounds to make the disclosure

You may still qualify for protection if your disclosure is found to be incorrect but you must have reasonable grounds for suspecting that the information you are disclosing concerns misconduct or an improper state of affairs or circumstances in relation to IGO.

A disclosure made without reasonable grounds (such as where you know it to be false) may amount to misconduct and be subject to disciplinary action.

5. WHO CAN RECEIVE A PROTECTED DISCLOSURE?

All of the people listed in this section can receive disclosures that qualify for protection under the Australian whistleblower laws. However, we encourage you to make your disclosure to our Whistleblower Protection Officer or the IGO Whistleblower Service, which is an independent and confidential 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

If you prefer, you can instead make a disclosure to the following people:

- a member of our Regional Leadership Team;
- any other officer (which includes a director or company secretary) or senior manager of IGO;
- an internal or external auditor¹ (including a 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 agent², or an officer or employee 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.

¹ IGO's external auditor is BDO Australia

² IGO's main tax agent is Ernst & Young Australia

6. HOW CAN A PROTECTED DISCLOSURE BE MADE?

You may make a disclosure at any time to the people identified in section 5 in person, by phone, email, post, or delivered by hand.

An example form for making a disclosure is attached to this standard and is also available in the Corporate Governance section of our website (www.igo.com.au) and in IGO's Internal Document Management System.

If you make a disclosure from or to an IGO email address, your email may be accessed by certain people within our IT department in accordance with IGO's policies. If you are concerned about those limited circumstances in which your email might be accessed, you may prefer to make your disclosure verbally or by mail.

You can make your disclosure anonymously (and stay anonymous throughout and after any investigation) and still qualify for protection under the Australian whistleblower laws.

You may wish to obtain independent legal advice before making a disclosure. That communication with your legal adviser will also be protected under the Australian whistleblower laws (irrespective of the outcome of that advice).

7. LEGAL PROTECTIONS FOR DISCLOSERS

7.1 Confidentiality and secure record keeping

All persons responsible for or involved in an investigation must take all reasonable steps to reduce the risk that a whistleblower will be identified. IGO will do this by:

- obscuring your name and identifying features from any internal reporting about your disclosure (unless you agree for your identity to be known);
- referring to you in a gender-neutral context;
- where possible, contacting you to help identify certain aspects of your disclosure that could inadvertently identify you;
- engaging qualified staff to handle and investigate disclosures;
- storing all material relating to disclosures securely;
- limiting access to all information to those directly involved in managing and investigating the disclosure; and
- ensuring that anyone who is involved in handling and investigating your disclosure is aware of the confidentiality requirements.

You may lodge a complaint to a regulatory body, such as ASIC, APRA or the ATO, if you believe that your confidentiality has been breached.

Identity protections and exceptions

If you make a protected disclosure, it is illegal for anyone to identify you or disclose any information that is likely to lead to you being identified, unless:

- it is not possible to investigate the disclosure without disclosing information that might identify you (but all reasonable steps must be taken to protect your identity);
- it is necessary to obtain legal advice about your disclosure and the whistleblower laws, in which case, we can pass the information on to our lawyer;

- we need to disclose the information to the Australian Federal Police; the Australian Securities and Investments Commission (**ASIC**); the Australian Prudential Regulatory Authority (**APRA**); or the Australian Commissioner of Taxation (**ATO**), if the disclosure concerns IGO's tax affairs or the tax affairs of an associate of IGO; or
- you consent to that disclosure.

7.2 Provision of identity to a court or tribunal

No-one at IGO may disclose or produce to a court or tribunal any information or documents which disclose your identity (or information likely to lead to your identification) 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.

If you make a protected disclosure and become aware that a court or tribunal has requested disclosure of your identity or production of documents containing your identity (or information likely to lead to your identification), you may apply to the court or tribunal for an order protecting your identity.

7.3 Protection from detriment

IGO is committed to protecting people who make disclosures under this standard.

It is against the law for anyone at IGO (including any officers, employees or contractors) to cause or threaten any detriment to any person because that person:

- is or proposes to make a disclosure under this standard or the Australian whistleblower laws; or
- is suspected or believed to have made a disclosure under this standard.

"Detriment" includes (but is not limited to):

- dismissal of an employee;
- 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 financial position;
- taking action against a person (including any disciplinary action or imposing a liability) for making a disclosure; or
- threats of any of the above.

However, IGO is entitled to take steps that:

- are reasonably necessary to protect you from detriment (for example, changing your work conditions to protect you from detriment if you have made a disclosure about your immediate work area); or
- relate to managing unsatisfactory work performance in line with IGO's performance management framework.

You may seek independent legal advice or contact regulatory bodies, such as ASIC, APRA or the ATO, if you believe you have suffered detriment because of your disclosure.

7.4 Protection from civil, criminal and administrative liability

If you make a protected disclosure, you will also be protected from any of the following in relation to your disclosure:

- civil liability – for example, any legal action against you for breach of an employment contract, duty of confidentiality or another contractual obligation;
- criminal liability – for example, prosecution for unlawfully releasing information or unlawfully using your disclosure against you in a prosecution; and
- administrative liability – for example, disciplinary action for making a disclosure.

However, you may be liable for any misconduct that you have engaged in that is revealed by your disclosure (or revealed by an investigation following your disclosure).

7.5 Compensation and other remedies

You may seek compensation and other remedies through the courts if:

- you suffer loss, damage or injury because of a disclosure; and
- IGO failed to take reasonable precautions and exercise due diligence to prevent detrimental conduct.

We encourage you to seek independent legal advice if you wish to seek compensation or remedies in courts.

8. HOW THIS STANDARD INTERACTS WITH AUSTRALIAN WHISTLEBLOWER LAWS

By making a disclosure in accordance with this policy, you may be protected under the Australian whistleblower laws if the type of matter you disclose is protected by those laws.

While this standard principally deals with internal disclosures, the protections afforded by the Australian whistleblower laws (set out in section 7) also include some types of disclosure made to external parties, such as:

- legal representatives, to obtain advice or representation about the Australian whistleblower laws;
- ASIC, APRA or the ATO; or
- MPs or journalists, where you have reasonable grounds to believe that making the further disclosure would be in the public interest or the information concerns a substantial and imminent danger to the health or safety to one or more persons or to the natural environment, but only if:
 - you previously made a disclosure of that information to either ASIC, APRA or the ATO; and
 - you notified that body in writing of your intention to disclose to an MP or journalist; and
 - you notified that body in writing of your intention to disclose to an MP or journalist (where, for public interest disclosures, at least 90 days must first have passed since your previous disclosure before this notice can be given).

It is important you understand strict criteria apply and you should obtain legal advice before making a disclosure to an MP or journalist.



For more information about the Australian whistleblower laws (including how to make a disclosure directly to ASIC or the ATO), see: the information available on the ASIC website (including Information Sheet 239 How ASIC handles whistleblower reports) and the ATO website.

9. INVESTIGATIONS OF INFORMATION DISCLOSED UNDER THIS STANDARD

9.1 Investigation process

When you make a disclosure under this standard, your disclosure will typically be investigated as follows and by maintaining confidentiality in accordance with section 7.1. This process may vary depending on the nature of your disclosure.

- STEP 1** The person who receives your disclosure will provide the information to the Whistleblower Protection Officer (or to the Chief Executive Officer if the disclosure is about the Whistleblower Protection Officer), as soon as practicable, ensuring your identity is protected (in accordance with section 7.1), unless you have consented otherwise.
- STEP 2** The Whistleblower Protection Officer (or the Chief Executive Officer) will determine whether your disclosure is covered by this standard and a formal, in-depth investigation is required.
- If an investigation is required, the Whistleblower Protection Officer will determine whether the investigation of your disclosure should be conducted internally or externally and appoint an investigator with no personal interest in the matter. The Whistleblower Protection Officer may consider an external investigation is appropriate to ensure fairness and independence or because specialist skills or expertise are required.
- STEP 3** The investigator(s) will conduct the investigation in an objective and fair manner, ensuring that they give any employee who is mentioned in the disclosure an opportunity to respond to the allegations prior to any adverse findings being made against them. Those employees are also entitled to access the support services referred to in section 10.
- If you can be contacted (including through anonymous channels), we will give you regular updates on the status of the investigation as appropriate, with the frequency and timing of such updates depending on the nature of your disclosure.
- STEP 4** The outcome of the investigation will be reported to the Board (protecting your identity, if applicable) and may, if the Whistleblower Protection Officer considers appropriate, be shared with you.

Appropriate records and documentation for each step in the process will be maintained by the investigator.

We encourage you to raise any concerns you have about the investigation of your disclosure (including breach of confidentiality) with the Whistleblower Protection Officer or the person to whom you made your disclosure.

9.2 Duration of investigation

IGO will aim to conclude the investigations within six months of receiving your disclosure. But that time may vary depending on the nature of your disclosure.

9.3 IGO may require further information to investigate disclosure

IGO may not be able to undertake an investigation if it is not able to contact you or receive additional information from you required to fully investigate your disclosure. If you have made your disclosure anonymously, we suggest you maintain ongoing two-way communication with IGO, so IGO can ask follow-up questions or provide feedback. You can refuse to answer questions that you feel may reveal your identity at any time.

9.4 Investigation will be conducted in accordance with confidentiality protections

Subject to the exceptions allowed under section 7.1 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).

10. SUPPORT AND PRACTICAL PROTECTIONS

IGO has in place processes for protecting, supporting and monitoring the welfare of anyone who makes a disclosure under this standard. This includes risk assessment of any potential detriment, work adjustment considerations and support services such as stress management strategies which may include counselling.

11. BOARD REPORTING

The Whistleblower Protection Officer must, where appropriate, provide the Board at least quarterly, reports on all active whistleblower matters, which may include information on:

- the number and nature of disclosures made in the last quarter (for example, by who, who to and matter type);
- how disclosures were reported;
- the status of any investigations underway;
- any actions taken in relation to a disclosure;
- the frequency of communications with disclosers;
- the outcomes of completed investigations; and
- the timeframes for responding to and investigating disclosures.

The Board will also be informed of any material incidents reported under this standard, including any information that may be materially price sensitive in accordance with IGO's Disclosure Policy.

12. TRAINING

Our Whistleblower Protection Officer and all eligible recipients of disclosures must attend compulsory training organised by IGO on our processes and procedures for receiving and handling disclosures made under this standard, including training on confidentiality and the prohibitions against detrimental conduct.

IGO will inform its external eligible recipients (for example, its auditor and tax agent) about their obligations under the Australian whistleblower laws.

Our employees must attend compulsory training on our whistleblower program which will include information on how to make a disclosure, what the disclosure can be about, to whom



a disclosure can make it, the protections and support available and when further information or independent legal advice might be sought.

13. NON-COMPLIANCE WITH THIS STANDARD

Any breach of this standard by an IGO 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 Australian whistleblower laws, giving rise to significant penalties.

We encourage you to raise any concerns about non-compliance with this standard with the Whistleblower Protection Officer in the first instance. You can also lodge any concerns with ASIC, APRA or the ATO for investigation.

14. 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 every two years to ensure it is operating effectively. Any recommended changes must be approved by the Board or its delegated committee.

The Company Secretary is authorised to make administrative and non-material amendments to this standard provided that any such amendments are notified to the Board or its delegated committee at or before its next meeting.

IGO will ensure any updates to this standard, its processes and procedures following a review are widely disseminated to, and easily accessible by, individuals covered by this standard. Where necessary, additional training will be provided.

15. FURTHER INFORMATION

If you have any questions, concerns or feedback about this standard, you should contact the Whistleblower Protection Officer at: IGO Limited, PO Box 496, South Perth, WA 6191.

Phone: (08) 9238 8307

Email: joanne.mcdonald@igo.com.au; Attention: Whistleblower Protection Officer



OPTIONAL – DISCLOSURE FORM

The Board of Directors of IGO Limited and its related companies (IGO) are committed to fostering a culture of compliance, ethical behaviour and good corporate governance. IGO values sustainability, accountability, teamwork, integrity, diligence and respect as set out in its Code of Conduct. IGO relies on and encourages a culture of people speaking up about potential misconduct concerns in a safe and confidential environment without fear of reprisal or detrimental treatment. IGO appreciates you taking the time to bring matters of concern to our attention; thank you for speaking up.

This form can be used by anyone who is or was a director, other officer, employee, contractor, consultant, supplier, supplier's employee, as well as a parent, grandparent, child, grandchild, sibling, spouse or dependant of any of these individuals.

This form is part of IGO's whistleblower program and is intended to assist you make a disclosure in relation to IGO, or an officer or employee of IGO, under IGO's whistleblower standard.

Use of this form (including provision of all information requested in it) is optional and it is open to you to make your disclosure in another way.

You can provide this form to us by email, post or hand via:

Whistleblower Protection Officer –
Company Secretary, Joanne McDonald

Mail: Whistleblower Protection Officer, IGO
Limited, PO Box 496, South Perth, WA 6191

Email: joanne.mcdonald@igo.com.au

Phone: (08) 9238 8307

IGO Whistleblower Service

Mail: IGO Whistleblower Service at PO Box
2147, Subiaco, WA 6904

Email: securewa@bdo.com.au

Phone: 1300 408 955



SECTION A: CONSENT

- I consent to my identity being shared in relation to this disclosure; OR
- I wish for my identity to remain anonymous
(If you wish to remain anonymous, you do not need to complete section B and Section C)
- I consent to being contacted about my disclosure
(If so, please complete Section C)
- I wish to receive updates about my disclosure
(If so, please complete Section C)

SECTION B: PERSONAL DETAILS

| | |
|---|--|
| Name: | |
| Address: | |
| Department / Team (if applicable): | |
| Role / Position: | |

SECTION C: CONTACT DETAILS

| | |
|--|---|
| Preferred telephone no: <i>(this may be a private number; please include country and area code)</i> | |
| Preferred email address: <i>(this may be a private email address)</i> | |
| Preferred contact method: <i>(phone / email / in person)</i> | <input type="checkbox"/> Phone <input type="checkbox"/> Email <input type="checkbox"/> Mail <input type="checkbox"/> In person |
| Best time to contact you: | |

SECTION D: DISCLOSURE

All questions are optional – however, the more information that you provide, the easier it will be for us to investigate and address your concerns.

| | | |
|-----------------|---|--|
| <p>1</p> | <p>A description of your concerns, including:</p> <p><i>Location</i></p> <p><i>Time</i></p> <p><i>Persons involved</i></p> <p><i>(You are encouraged to include with this disclosure any supporting evidence you may hold – you can use box 7 or a separate page if you run out of space)</i></p> | |
| <p>2</p> | <p>How did you become aware of the situation?</p> | |
| <p>3</p> | <p>Who was involved in the conduct, including any names, departments and position?</p> | |

| | | |
|----------|---|--|
| 4 | <p>Does anyone else know about the matters you are concerned about?</p> <p><i>(If yes, please describe any steps you have taken to report or resolve your concern and the outcome, if applicable)</i></p> | |
| 5 | <p>Do you have any concerns about you or any other person being discriminated against or unfairly treated because of this disclosure?</p> | |
| 6 | <p>Do you think the reported conduct might happen again?</p> | |
| 7 | <p>Please include any other details which you believe are relevant</p> | |