

stanmorecoal



Stanmore Coal Limited
ACN 131 920 968

Whistleblower Policy

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1 Purpose of this Policy

Stanmore Coal is committed to a culture of honesty, doing business with integrity and speaking up without fear of retaliation. Stanmore Coal personnel are encouraged to speak up at the earliest opportunity where they have reasonable grounds to know of or suspect conduct described in this Policy. All reports made under this Policy are treated seriously and will be carefully considered.

2 Am I a Whistleblower?

Stanmore Coal's intention is that your identity will be protected when you make a report about serious matters relating to Stanmore Coal Limited or a related body corporate of Stanmore Coal Limited (collectively referred to in this Policy as a **Stanmore Company**).

If the below criteria apply, the protections in this Policy apply. There is no need to ask that you be regarded as a whistleblower.

Table 1: Criteria for a Whistleblower

<p>A. Your role</p>	<p>You must be a current or former:</p> <ul style="list-style-type: none"> • employee of a Stanmore Company; • officer of a Stanmore Company; • individual who supplies services or goods to a Stanmore Company (whether paid or unpaid) – this includes consultants and contractors working for a Stanmore Company; • employee of a person who supplies goods or services to a Stanmore Company (whether paid or unpaid); • individual who is an associate of Stanmore Coal (e.g. a director or secretary of Stanmore Coal, a related body corporate, or a director or secretary of a related body corporate); or • relative, dependant or spouse of any of the above (e.g. relatives, dependents or spouses of current or former employees, officers, contractors, consultants, services providers or suppliers).
<p>B. To whom your report is made</p>	<p>You must make your report to:</p> <ul style="list-style-type: none"> • Stanmore Coal's Whistleblowing Officer (see paragraph 3 below); • any officer or senior manager of Stanmore Coal (for example, any member of the Board or Executive Leadership Team); or • BDO Secure (an independent, external whistleblowing service provider) (see paragraph 3 below). <p>Subject to this Policy, it is likely reports made to officers and senior managers of Stanmore Coal will be referred to Stanmore Coal's Whistleblowing Officer.</p> <p>However, if you make a report to any of the individuals or entities referred to in paragraph 13 below, then those disclosures will also be protected under this Policy even if you have not made a report directly to Stanmore Coal.</p> <p>If you wish to obtain more information before making a report, you can contact Stanmore Coal's Whistleblowing Officer on the details below at paragraph 3.</p>

<p>C. You must have reasonable grounds to suspect certain conduct</p>	<p>You must have reasonable grounds to suspect that the information you are disclosing:</p> <ul style="list-style-type: none"> • concerns misconduct in relation to a Stanmore Company (this includes fraud, negligence, default, breach of trust and breach of duty); • concerns an improper state of affairs or circumstances in relation to a Stanmore Company; • indicates that a Stanmore Company, or an officer or employee of a Stanmore Company has engaged in conduct that: <ul style="list-style-type: none"> • constitutes an offence against, or a contravention of the <i>Corporations Act 2001 (Cth)</i>, the <i>Australian Securities and Investment Commission Act 2001 (Cth)</i> and the <i>Taxation Administration Act 1953 (Cth)</i>; • any breach of Commonwealth legislation that is punishable by imprisonment for a period of 12 months or more (i.e. indictable offences against the Commonwealth); or • conduct that represents a danger to the public or the financial system; or • concerns victimisation of someone who has made a report under this Policy (see paragraph 5.2 below). <p>For example, the types of conduct covered by this Policy includes:</p> <ul style="list-style-type: none"> • fraud, money laundering or misappropriation of funds; • offering or accepting a bribe; • financial irregularities; • failure to comply with, or a breach of, legal or regulatory requirements; and • engaging in or threatening to engage in detrimental conduct against a person who has made a report or is believed or suspected to have made, or be planning to make, a report. <p>You can still qualify for protection under this Policy, even if your report turns out to be incorrect. However, you must not deliberately lodge a false report (that is, a report that you know to be untrue). This does not mean that you should not lodge a report if you have reasonable grounds to suspect misconduct, but you may not have all the details.</p> <p>Disclosures that do not relate to the above do not qualify for protection under this Policy.</p>
<p>D. Your concern is not a personal work-related grievance</p>	<p>This Policy does not apply to personal work-related grievances that have implications for you personally, such as:</p> <ul style="list-style-type: none"> • an interpersonal conflict between you and another member of Stanmore Coal's personnel; • a decision regarding your employment, engagement, transfer or promotion;

	<ul style="list-style-type: none"> • a decision relating to your terms and conditions of employment or engagement; or • a decision to suspend or terminate your employment or engagement, or disciplinary decisions in relation to your employment. <p>Concerns about these matters are to be made to your manager at first instance or to the Chief Financial Officer.</p> <p>However, a personal work-related grievance may qualify for protection under this Policy if:</p> <ul style="list-style-type: none"> • it includes information about misconduct, or information about misconduct includes or is accompanied by a personal work-related grievance (mixed report); • a Stanmore Company Officer 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 report relates to information that suggests misconduct beyond your personal circumstances; • you suffer from or are threatened with detriment for making a report; or • you seek legal advice or legal representation about the operation of the whistleblower protections under the Corporations Act.
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3 How do I make a report?

Stanmore Coal's Whistleblowing Officer is authorised to receive reports under this Policy. BDO Secure (an independent, external whistleblowing service provider) is also authorised to receive reports under this Policy.

Reports can be made on a confidential basis via the methods listed below. Reports can also be made on an anonymous basis (see paragraph 6 below for further information).

3.1 Whistleblowing Officer Contact Details

The Whistleblowing Officer's contact details are:

Position: Company Secretary
 Email: cosec@stanmorecoal.com.au
 Phone: 07 3238 1000
 Post: Stanmore Coal Limited, GPO Box 2602, Brisbane QLD 4001
 In person: Stanmore Coal Limited, Level 15, 133 Mary Street, Brisbane QLD 4000

If you consider that the Whistleblowing Officer may have a conflict of interest in the matter being disclosed, you can report your concern to the Chief Financial Officer.

3.2 BDO Secure Contact Details

BDO Secure's contact details are:

Phone: 1300 408 955
 Email: securebdo@bdo.com.au

Post: GPO Box 457, Brisbane QLD 4001

Online: <https://www.bdo.com.au/en-au/bdosecure>

Reports may be made 24 hours a day, 7 days a week. The telephone line operates from 9am until 5pm on weekdays (excluding public holidays). Telephone calls received outside of these hours will be forwarded to the BDO Secure message bank and will be received and acted upon on the next business day.

The above individuals, and those listed in paragraph 13 below are '**Recipients**' for the purposes of this Policy.

4 What should I include in a report?

To enable thorough consideration of your report, including to determine whether an investigation is required, please provide as much detail as possible in your report. You should include the following details (if available):

- (a) the names of all parties involved in the alleged conduct;
- (b) a detailed description of the conduct complained of;
- (c) a list of all relevant witnesses.
- (d) details of when and where the conduct occurred (date, time, location etc.); and
- (e) what records may exist that would be useful for an Investigator to review (e.g. receipts, file notes, emails, etc.)

5 What protection and support is available to me?

These protections apply to you, not only if you make a report to Stanmore Coal's Whistleblowing Officer but also if you make a report to ASIC, APRA, Stanmore Coal's external auditor or a legal practitioner.

5.1 Protection of your identity and confidentiality

Your identity may only be disclosed by a Recipient:

- (a) with your consent;
- (b) to the Australian Securities and Investments Commission (**ASIC**), the Australian Prudential Regulation Authority (**APRA**) or the Australian Federal Police (**AFP**); or
- (c) to a legal practitioner for the purpose of obtaining legal advice in relation to the operation of the whistleblower provisions in the *Corporations Act 2001* (Cth) and this Policy.

You should, however, be aware that it may be necessary for Stanmore Coal to share information that is likely to reveal your identity (i.e. not your actual identity) so that it can investigate your report. If this occurs, Stanmore Coal will take all reasonable steps to reduce the risk that your actual identity can be identified.

It is illegal for a person to identify you, or disclose information that is likely to lead to your identification, other than in accordance with the exceptions listed above.

Stanmore Coal will protect your confidentiality by:

- (a) redacting any personal information (unless you consent to this information being disclosed);
- (b) referring to you in a gender-neutral context;
- (c) if possible, contacting you to help identify aspects of your report that could inadvertently identify you;
- (d) ensuring any electronic and hard copy files are stored securely;

- (e) information in relation to a report will only be provided to those directly involved in managing or investigating the report; and
- (f) communications or documents in relation to a report or investigation will not be sent to an email address or printer that can be accessed by other staff.

5.2 Protection from detrimental conduct (victimisation)

Detrimental treatment includes (actual or threatened) dismissal, demotion, harassment, discrimination, disciplinary action, bias, damage to a person's reputation, damage to a person's business or financial position or any other damage to a person.

If you are subject to actual or threatened detriment (defined below) because you made a report under this Policy, you should raise this as a concern under paragraph 3 of this Policy.

Actual detriment occurs when:

- (a) you (or another person) are subjected to actual detriment by another person;
- (b) because that other person believes or suspected that you, or any other person, made, may have made, proposes to make or could make a report under this Policy; and
- (c) that person's belief or suspicion is the reason, or part of the reason, for the person's conduct.

Threatened detriment occurs when:

- (a) another person threatens to cause you (or another person) detriment;
- (b) that person intends you to fear that their threat will be carried out, or is reckless as to whether you fear that their threat will be carried out; and
- (c) that person makes the threat because you made (or may make) a report under this Policy.

Stanmore Coal employees must not engage in any detrimental conduct in relation to anyone who may make or may have made a report under this Policy. Substantiated instances of such conduct could lead to disciplinary action, up to and including the termination of an employee's employment.

The following is not considered to be detrimental conduct:

- (a) administrative action that is reasonable for the purpose of protecting you from detriment; or
- (b) managing your unsatisfactory work performance, if the action is in accordance with Stanmore Coal's performance management framework.

Stanmore Coal will protect you from detriment by:

- (a) undertaking an assessment of the risk of detriment against you and other persons, as soon as practicable after receiving a report;
- (b) advising you of your ability to access Stanmore Coal's Employee Assistance Program (see paragraph 15 for details);
- (c) considering any actions necessary, including for example, performance of duties from another location, temporary reassignment of staff, other modifications to the workplace or the way duties are performed; and
- (d) ensuring management are aware of their responsibilities under this Policy.

5.3 Compensation and Remedies

You may be able to seek compensation and other remedies through the courts in the event it is established that:

- (a) you suffer loss, damage or injury because of your report; and

- (b) a Stanmore Company failed to take reasonable precautions and exercise due diligence to prevent the detrimental conduct.

You should seek independent legal advice if you wish to seek compensation or other remedies.

6 Can I choose to be anonymous?

Yes. You may choose to be anonymous when you make a report, over the course of any investigation and after the investigation is finalised, and the protections under this Policy will apply to you. You should be aware, however, that anonymous reports can be more difficult to investigate.

If you wish to remain anonymous, Stanmore Coal will:

- (a) communicate with you through a channel you advise, including an anonymous telephone number or email address; and
- (b) if you wish, adopt a pseudonym for the purpose of the report (for example in cases where your identity is known to the recipient, but you do not wish your identity to be known to anyone else).

7 What happens after I make my report?

If you make your report to the Whistleblowing Officer, he/she will contact you (by phone, if you have provided those details) to obtain any additional information relevant to your report. If you make your report to BDO Secure, that information will be forwarded to the Whistleblowing Officer.

The Whistleblowing Officer will need to assess your report to determine whether:

- (a) it qualifies for protection under this Policy; and
- (b) a formal investigation is required (see paragraph 8 below).

The Whistleblowing Officer will discuss with you:

- (a) the protections available to you under this Policy regarding the disclosure of your identity; and
- (b) whether you consent to your identity being disclosed to a limited number of individuals within Stanmore Coal (e.g. your line manager) or externally (e.g. an independent Investigator) to assist with the conduct of the investigation, and/or to provide you with support during the investigation.

If you make an anonymous report and do not provide any contact details, the Whistleblowing Officer will assess your report in accordance with the provisions below.

8 How will my report be investigated?

- (a) If there is a sufficient prima facie case based on the material you have disclosed, your report will be investigated – either internally (i.e. by a Stanmore Coal employee) or by an external Investigator. The Whistleblowing Officer will determine the best course of action, having regard to the nature of your report and the individuals involved.
- (b) If the Whistleblowing Officer determines that an Investigator (internal or external) should be appointed, the Whistleblowing Officer will appoint and brief an Investigator. Depending on your instructions, the Investigator may not be told your identity. Stanmore Coal will advise the Investigator of the degree to which (if at all) you consent to your identity being disclosed in the course of the investigation.
- (c) Having regard to the principles of procedural fairness and natural justice, the Investigator will conduct an investigation, interviewing: you; all relevant witnesses; and the individuals that are the subject of, or are named in, your report (though not necessarily in that order).

- (d) If you have not consented to your identity being revealed during the course of the investigation, the Investigator will not disclose your identity to anyone involved in the investigation. However, please refer further to paragraph 5.1 in relation to the necessity to provide information in an investigation that is likely to reveal your identity.
- (e) Once the Investigator has made all the necessary enquiries, the Investigator will prepare a report that summarises the evidence and the Investigator's findings regarding each allegation. If you have not consented to your identity being disclosed in the course of the investigation, your name will not be referred to in the report.
- (f) The Investigator's report (subject to preserving your confidentiality) will be provided to the Board. Depending on the findings of that investigation, Stanmore Coal will determine the next steps to be taken (e.g. disciplinary action or referral to external entities).
- (g) If there is a sufficient prima facie case, so that your report will be investigated, you will be notified within 2 weeks of lodging your report. After that time, the timeframes for undertaking the investigation and preparing the report will depend on the nature of the report. You will be provided with updates, the frequency of which may depend on the investigation, if you can be contacted.

9 All parties involved in an investigation must ensure confidentiality

Stanmore Coal employees who are involved in an investigation are required to preserve confidentiality in relation to the investigation. The Investigator will explain this obligation further to those parties involved.

Failure to comply with these confidentiality obligations could result in disciplinary action, up to and including the termination of an employee's employment.

All files and records created from an investigation will be retained securely.

10 Fair treatment

Stanmore Coal will ensure fair treatment of employees who are mentioned in a report that qualifies for protection under this Policy, including those who are the subject of a report. This includes:

- (a) by ensuring reports are handled confidentially, when it is practical and appropriate in the circumstances;
- (b) the objective of an investigation is to determine whether there is enough evidence to substantiate or refute the report;
- (c) if an investigation is undertaken it will be objective, fair and independent;
- (d) an employee the subject of a report will be advised about the subject matter of the report as and when required according to the principles of natural justice and procedural fairness and prior to any action being undertaken – e.g. if the report will be the subject of an investigation; and
- (e) you and any employee the subject of the report can contact Stanmore Coal's Employee Assistance Program (see paragraph 15 for details).

11 Disclosures that are protected under this Policy are not actionable

If you make a report that qualifies for protection under this Policy:

- (a) you are not subject to any civil, criminal or administrative liability (including disciplinary action) for making the report; and

- (b) no contractual or other remedy may be enforced, and no contractual or other right may be exercised against you on the basis of the report.

However, this does not prevent you from being liable for other conduct (or misconduct) by you that is revealed by your report.

12 Where can I find this Policy?

This Policy is available to Stanmore Coal's employees and officers, through Stanmore Coal's intranet and on Stanmore Coal's website (www.stanmorecoal.com.au).

13 Other ways to make a report

Nothing in this Policy restricts you from disclosing a concern to which this Policy applies to:

- (a) ASIC or APRA;
- (b) a legal practitioner for the purpose of obtaining legal advice or legal representation about the operation of the whistleblower provisions in the Corporations Act; or
- (c) Stanmore Coal's auditor.

14 Public interest and emergency disclosures

In limited circumstances, you may qualify for protection as a whistleblower under the *Corporations Act 2001* (Cth) if you make a public interest or emergency disclosure to a member of Parliament or a journalist. The protections will apply only if you first meet a series of strict conditions, including that a disclosure must have previously been made to ASIC, APRA or a prescribed body (90 days must have passed for a public interest disclosure) and written notice to the body to which disclosure was made has been given prior to the public interest or emergency disclosure. It is important that you understand the criteria for making a public interest or emergency disclosure. It is recommended that you obtain independent legal advice if you are considering making a public interest or emergency disclosure.

If you make a public interest or emergency disclosure that qualifies for protection under the *Corporations Act 2001* (Cth):

- (a) to the extent relevant, the confidentiality provisions of this Policy will be applied; and
- (b) the provisions relating to detrimental conduct (i.e. victimisation) and clause 10 of this Policy will apply.

15 Additional support available to employees involved in the process

Stanmore Coal will provide training on the operation of this Policy to its officers and employees.

You are reminded that Stanmore Coal's Employee Assistance Program is available to all employees and their family members. The phone number for Stanmore Coal's Employee Assistance Program provider, Gryphon Psychology, is 1800 056 076.

16 Amendment of this Policy

This Policy will be reviewed by Stanmore Coal from time to time to ensure that it remains effective and meets the requirements of Stanmore Coal. This Policy is not a term and condition of any contract, including an employment contract.

REVISION	DATE	CHANGE DESCRIPTION
1	20/08/2019	Original / New Policy
2	25/02/2020	Review and update (Board Approved)
3		