

## **IODM Limited (IODM) and Subsidiaries – IODM**

### **Whistleblower Policy**

#### **Commitment**

IODM is committed to the highest standards of ethical conduct in all of its business activities.

#### **Purpose of this policy**

The purpose of this policy is to support IODM's commitment to the highest standards of ethical conduct and to provide everyone working at IODM and subsidiaries with the means to raise concerns, without the fear of retaliation, regarding Reportable Conduct.

IODM encourages the reporting of any instances of unethical, illegal, fraudulent or undesirable conduct involving the Company's businesses and will ensure that those persons who make a report shall do so without fear of intimidation, disadvantage or reprisal.

This policy encourages people to raise concerns, explains how employees may raise concerns, details how IODM deals with said concerns and promotes a workplace environment of support for those employees that report such concerns.

#### **Who is covered by this policy?**

This policy applies to all businesses in IODM globally. It is applicable to all current and former directors, officers, employees, associates, consultants, and contractors (or any relative or dependent of these persons), as well as suppliers and service providers and other persons who may be aware of Reportable Conduct concerning IODM or any of its directors, officers, associates, employees, or contractors.

Spouses, dependents, and relatives of who are covered under this policy may also raise concerns, however, competitors, customers, consumers, and clients may not.

#### **What is "Reportable Conduct"?**

You may make a report under this Whistleblower Policy (Policy) if you believe that an IODM director, officer, employee, contractor, supplier, tenderer, or other person who has business dealings with IODM has engaged in conduct (Reportable Conduct) which:

- is dishonest, fraudulent, or corrupt activity, including bribery.
- is illegal activity (such as theft, drug sale or use, violence, harassment or intimidation, criminal damage to property or other breaches of state or federal law).
- is unethical or in breach of IODM's policies (such as dishonestly altering company records or data, adopting questionable accounting practices or wilfully breaching IODM's Code of Conduct or other policies or procedures).
- is potentially damaging to IODM, an IODM employee or a third party, such as unsafe work practices, environmental damage, health risks or abuse of IODM property or resources.
- amounts to an abuse of authority.
- may cause financial loss to IODM or damage its reputation or be otherwise detrimental to IODM's interests.
- involves harassment, discrimination, victimisation or bullying.
- involves any other kind of serious impropriety; or
- deliberate concealment of any of the above

Reportable Conduct also includes any conduct which comprises retaliation against any person who raises concerns of Reportable Conduct under this policy or against anyone who helps address a concern raised.

Any perceived misconduct may also include conduct by anyone that IODM does business with that affects IODM in the manner of which is described above.

### **How do I raise a concern about possible Reportable Conduct?**

If you are an employee of IODM and you become aware of any conduct which you consider or believe, on reasonable grounds or otherwise in good faith, may be Reportable Conduct, then you should initially raise it with a senior manager within your business division or function. In many cases, this should satisfactorily address your concern.

If you believe that you have been subject to harassment, discrimination or bullying, then you should first raise the issue with your direct report or with a member of IODM as listed below.

IODM also recognises that there may be issues of such sensitivity that you do not feel comfortable raising with your direct manager or you may feel that a concern you have raised has not been adequately addressed. If that is the case, then you can submit a formal report of Reportable Conduct in accordance with the processes below.

If you feel comfortable, you may raise such concerns with the person or persons involved. If pursuing this course of action, detailed diary notes must be kept in the manner, time, and response to such action.

### **How do I submit a report?**

To submit a formal report of Reportable Conduct, you can:

- Report the matter to:
  - the IODM Chief Executive Officer; or
  - the IODM General Manager; or
  - the IODM Group Company Secretary; or
  - the IODM Group Remuneration Committee Chairman
  
- Report the matter to your Office Manager by phone or email:

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Chief Executive Officer IODM  
**Mark Reilly**

General Manager and Company Secretary IODM  
**Petrina Halsall**

Chairman of Remuneration Committee  
**Anthony Smith**

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### **What information is needed?**

When raising a concern, you must provide as much information as possible including, but not limited to:

- The dates, times, and location of the incident/s
- The potential concern
- Those parties involved and their position in the company.
- Have you reported or discussed the concern previously and the details of those communications?
- Any other relevant information

### **Can I make a report anonymously?**

If you make a report, you may choose to remain anonymous and there is no requirement that you provide your name to qualify for protection under this policy.

### **Investigation of Reportable Conduct**

IODM will investigate all matters reported under this Policy as soon as possible after the matter has been reported. An investigation team may be appointed to assist in the investigation of a matter raised. Where appropriate, IODM will provide feedback to the whistleblower regarding the investigation's progress and/or outcome (subject to considerations of the privacy of those against whom allegations are made).

The investigation will be conducted in an objective and fair manner, and otherwise as is reasonable and appropriate having regard to the nature of the Reportable Conduct and the circumstances.

**Corrective action** -- If necessary, corrective action will be recommended to the appropriate managers for implementation.

All responses by IODM regarding disclosure will vary depending on the situation.

### **Protection of Whistleblowers**

IODM is committed to ensuring confidentiality in respect of all matters raised under this Policy, and that those who make a report in good faith are treated fairly and do not suffer any disadvantage.

#### *Protection of your identity and confidentiality*

Subject to compliance with legal requirements, upon receiving a report under this Policy, IODM will not disclose any particulars that would suggest or reveal your identity as a whistleblower, without first obtaining your consent.

Any disclosure that you consent to will be disclosed on a strictly confidential basis.

#### *Protection of files and records*

All files and records created from an investigation will be retained under strict security and unauthorised release of information to someone not involved in the investigation (other than senior managers or directors who need to know to take appropriate action, or for corporate governance purposes) without your consent as a whistleblower will be a breach of this Policy.

Whistleblowers are assured that a release of information in breach of this Policy will be regarded as a serious matter and will be dealt with under the IODM's disciplinary procedures.

#### *Fairness*

An IODM employee or contractor who is subjected to detrimental treatment because of making a report in good faith under this Policy should inform the IODM Company Secretary immediately. If the matter is not remedied, it should be raised to a nominated director or manager as above.

Detrimental treatment includes dismissal, demotion, harassment, discrimination, disciplinary action, bias, threats, or other unfavourable treatment connected with making a report.

The Corporations Act 2001 (Cth) (Act) also provides special protection to disclosures about breaches of that Act, as long as certain conditions are met – refer to Annexure A for further details

## **Reporting**

The IODM Company Secretary will report on whistleblower incidents quarterly to the Audit Committee. These reports will be made on a 'no names' basis, maintaining the confidentiality of matters raised under this policy.

In addition, serious and/or material Reportable Conduct will be considered by the IODM Group Company Secretary for immediate referral to the IODM Chair and Audit Committee.

## **Implementation of this policy**

This policy must be implemented in accordance with the local laws of the relevant jurisdiction in relation to which a disclosure is made. To the extent of any inconsistency between local jurisdictional requirements and the requirements of this policy, the local jurisdictional requirements will prevail.

## **Availability of this policy**

This policy is available on IODM's website.

## **Review of this policy**

The IODM Board, Company Secretary and Audit Committee will monitor and review and/or cancel the effectiveness of this policy on a needs basis.

## **Amendment of this policy**

This Policy can only be amended with the approval of the Audit Committee of IODM.

This version of the Policy was approved by the IODM Board of Directors and Audit Committee March 2021

This policy does not form any part of a directors, officers, employees, associates, consultants and contractor's employment contract or agreement.

## **ADDENDUM FOR AUSTRALIAN WHISTLEBLOWERS**

Whistleblower protection laws in Australia prescribe that whistleblower policies must include certain information about the protections available to Australian whistleblowers, and other important matters such as those outlined in this addendum. None of the below should be construed as limiting the rights or protections of whistleblowers in other jurisdictions in which IODM Group operates. This information is supplementary to and should be read in conjunction with the policy.

If you are unsure about the statutory protections available in Australia, please seek independent legal advice.

## **Statutory protections**

Part 9.4AAA of the Corporations Act 2001 (Cth) gives special protection to disclosures about Corporations Act breaches, where these conditions are satisfied:

- the whistleblower is an officer or employee of a company, or a person or company who has a contract for the supply of goods and services with a Company (a 'contractor') or an employee of such a contractor.
- the report is made to:
  - a Protected Disclosure Officer;
  - a director, officer or senior manager of the company concerned;
  - the company's external auditor (or a member of that audit team); or
  - the Australian Securities and Investments Commission (ASIC);

- the whistleblower gives their name before making the report (i.e. the report is not anonymous); and
- the report is made in good faith, and the whistleblower has reasonable grounds to suspect that there has, or may have, been a breach of the Corporations Act by the company or any of its officers or employees.

Briefly, the protections provided by the Corporations Act when these conditions are met are:

- the whistleblower cannot be subject to legal liability for making the report.
- anyone who victimises or threatens the whistleblower is guilty of an offence and may be liable for damages; and
- the person receiving the report commits an offence if they disclose the substance of the report or the whistleblower's identity, without the whistleblower's consent, to anyone except ASIC, the Australian Federal Police or the Australian Prudential Regulatory Authority.