

DESIGN
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PRIMERO

WHISTLEBLOWER POLICY

COMPANY STANDARD

00000-POL-CP-XXX

DATE	REVISION	STATUS	PREPARED	REVIEWED	APPROVED
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1 INTRODUCTION AND PURPOSE

Primero Group (“the Company”) strives to operate with a culture of ethical and appropriate corporate behaviour in all our business activities. This includes ensuring that the Company acts with integrity, honestly and in accordance with good governance principles.

This purpose is supported by:

- ensuring that the Company has sound procedures to allow all workers and their families to identify and report genuine concerns about illegal conduct or any improper state of affairs pertaining to the Company, without fear of reprisals; and
- ensuring all employees and officers of the Company are aware of the protections available under this policy and Whistleblower Laws.

In this policy:

Discloser(s) refers to the persons eligible to make a disclosure protected by Whistleblower Laws. These persons are identified in Section 6 below.

Protected Matters refers to the types of matters outlined at Section 5 below, which are protected by Whistleblower Laws and the terms of this policy.

Whistleblower Laws refers to the protections contained in Part 9.4AAA of the Corporations Act 2001.

Whistleblowing Officer is the Caryn Jones.

2 COMMENCEMENT AND SCOPE

This policy will commence on 31/12/2019. It replaces all other policies dealing with Whistleblowers and Whistleblower Laws.

This policy applies to all Disclosers, as defined in section 6 below.

The policy is not intended to create any contractually binding obligation on the Company and does not form part of any contract of employment or other contract for engagements with the Company.

3 TYPES OF DISCLOSURES PROTECTED BY WHISTLEBLOWER LAWS

A disclosure is protected by Whistleblower Laws if:

- a) the disclosure relates to Protected Matters;
- b) the information is disclosed by a Discloser identified in Section 5 below; and
- c) the disclosure is made to one of the persons identified in Section 6 below or Section 7 below (provided the pre-requisites in Section 7 have been satisfied).

All the above three conditions must be satisfied for a disclosure to be protected by Whistleblower Laws.

4 PROTECTED MATTERS

The types of disclosures which are protected are those where the Discloser has reasonable grounds to suspect that the information disclosed concerns misconduct, or an improper state of affairs or circumstances, in relation to the Company or its related bodies corporate.

These types of Protected Matters would include concerns that the Company, its related bodies corporate or employees or officers of the Company or its related bodies corporate, have engaged in conduct that:

- a) constitutes a contravention of the Corporations Act 2001, the ASIC Act, the Superannuation Industry (Supervision) Act 1993, the Banking Act 1959 or any insurance or life insurance statutes;
- b) constitutes an offence against a law of the Commonwealth which is punishable by imprisonment for 12 months or more; and/or
- c) represents a danger to the public or the financial system.

The disclosure of information related to a personal work-related grievance is not generally protected by Whistleblower Laws. A personal work-related grievance relates to information where:

- a) the information concerns a grievance in relation to the Discloser's employment or former employment which has implications for the Discloser personally; and
- b) the information does not have significant implications for the Company that do not relate to the Discloser; and
- c) the information does not concern conduct or alleged conduct referred to in the three examples cited at sections (a) to (c) earlier above.

Examples of personal work-related grievances include interpersonal conflicts between the Discloser and other employees, decisions regarding engaging, transferring or promoting a Discloser and decisions to discipline a Discloser or suspend or terminate the engagement of a Discloser.

5 WHO MAY MAKE DISCLOSURES ABOUT PROTECTED MATTERS?

Each of the following persons may make a protected disclosure:

- a) the Company employees and officers as well as their relatives and dependants;
- b) suppliers of goods or services to the Company;
- c) employees of suppliers of goods or services to the Company; and
- d) the Company related bodies corporate (and their directors/secretaries).

There is no requirement for a Discloser to identify themselves to be protected by Whistleblower Laws. That is, protected disclosures may be made anonymously.

6 WHO CAN A PROTECTED MATTER BE DISCLOSED TO?

In order to be protected by Whistleblower Laws, the disclosure of a Protected Matter must be made to:

- a) ASIC or APRA;
- b) a legal practitioner for the purposes of obtaining legal advice or representation in relation to Whistleblower Laws;
- c) an officer or senior manager of the Company or its related bodies corporate;
- d) an auditor or member of an audit team conducting an audit on the Company or its related bodies corporate;
- e) an actuary of the Company; and/or
- f) the Whistleblowing Officer.

A “senior manager” is a person who:

- makes, or participates in making, decisions that affect the whole, or a substantial part, of the business of the Company; or
- has the capacity to significantly affect the Company financial standing.

7 DISCLOSURES TO POLITICIANS AND JOURNALISTS

A disclosure of a Protected Matter to a journalist or member of State or Federal Parliament will be protected by Whistleblower Laws only if it qualifies for the public interest requirements or emergency requirements outlined below.

Public Interest Disclosures

A disclosure of Protected Matters to a member of State or Federal Parliament or journalist will be protected by Whistleblower Laws if all of the following requirements are satisfied:

- a) the Discloser has previously made a disclosure of the information pursuant to this policy;
- b) at least 90 days have passed since the previous disclosure was made;
- c) the Discloser does not have reasonable grounds to believe that action is being or has been taken to address the previous disclosure;
- d) the Discloser has reasonable grounds to believe that making a further disclosure of the information to a member of Parliament or journalist would be in the public interest;
- e) the Discloser has given the Company written notification that identifies the previous disclosure and states that the Discloser intends to make a public interest disclosure; and
- f) the extent of information disclosed is no greater than is necessary to inform the journalist or member of Parliament of the relevant misconduct or improper state of affairs.

Emergency Disclosures

A disclosure of Protected Matters to a journalist or member of State or Federal Parliament will be protected by Whistleblower Laws if all of the following requirements are satisfied:

- a) the Discloser has previously made a disclosure of the information pursuant to this policy;
- 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) the Discloser has given the Company written notification that identifies the previous disclosure and states that the Discloser intends to make an emergency disclosure; and
- d) the extent of information disclosed is no greater than is necessary to inform the journalist or member of Parliament of the substantial and imminent danger.

8 CONFIDENTIALITY

Where a disclosure is protected by Whistleblower Laws, the Laws prohibit persons from disclosing the identity of a Discloser or disclosing information that is likely to lead to the identification of the Discloser.

Persons may only disclose the identity of a Discloser with the Discloser’s consent or to ASIC, APRA, the AFP or a legal practitioner for the purposes of obtaining legal advice about the Whistleblower Laws.

Persons may also disclose the existence of the Protected Matters (without disclosing the identity of the Discloser) to the extent necessary for the matters to be investigated, provided all reasonable steps are taken to reduce the risk that the Discloser’s identity can be discovered. These disclosures may include disclosures to:

- the Director, Finance and Strategy, the Chief Executive Officer or the Chairman of the Audit and Compliance Committee;
- delegates to HR or other managers to make inquiries or to conduct investigations or order external investigations as is deemed appropriate; and
- disclosures to respondents to complaints to ensure that the person/s against whom allegations are made are given the opportunity to respond to any allegations.

Any breach of these confidentiality protections attract significant fines for both individuals and companies.

9 IMMUNITY FOR DISCLOSER

If a Discloser makes a disclosure protected by Whistleblower Laws, the Discloser cannot be subject to any civil or criminal liability for making the disclosure and cannot be subject to any contractual breach or other civil claim on the basis of the disclosure.

No contract of employment or contract for services can be terminated on the basis that a protected disclosure constitutes a breach of contract.

10 VICTIMISATION PROHIBITED

Whistleblower Laws prohibit any person or company from:

- a) engaging in any conduct that causes detriment to any person because that person (or another person) made a disclosure about a Protected Matter pursuant to Whistleblower Laws; or
- b) carrying out any threats to cause detriment to any person (whether express or implied threats) because the that person (or another person) made a disclosure about a Protected Matter pursuant to Whistleblower Laws.

Where a person or company engages in breaches of these protections, significant fines apply and persons who are adversely affected may obtain compensation orders from a Court in relation to any detriment caused.

Persons who have their contracts terminated in contravention of these protections may also have their contracts reinstated by a Court.

11 REPORTING AND INVESTIGATING PROTECTED MATTERS

Persons may disclose Protected Matters by either of the following steps:

1. Submit a written complaint or report and any relevant documentation on any Protected Matters to the person identified in Section 6 of this policy who is the Discloser's relevant manager, or the Company contact. The manager or contact will report the concerns to the Whistleblowing Officer.
2. If a Discloser has a concern with Step 1 (for example the Discloser reasonably believes that the manager is involved in the Protected Matters or the Discloser does not feel comfortable reporting it to their manager for any other reason), then the Discloser may submit a report directly to the Whistleblowing Officer.

Investigations

The Company will refer Protected Matters to its Whistleblowing Officer for investigation to determine whether misconduct or some other improper state of affairs exists.

The Whistleblowing Officer will investigate the relevant matters in a manner compliant with the confidentiality obligations outlined in Section 8 of this policy.

The Whistleblowing Officer may alternatively:

- appoint an appropriately qualified and impartial person or entity to investigate the relevant matters; or
- refer Protected Matters directly to ASIC, APRA or the Australian Federal Police.

Whilst every investigation process will differ according to the relevant circumstances, the Whistleblowing Officer will ordinarily ensure that appropriate enquiries are made to determine whether:

- a) the allegations are substantiated; and
- b) responsive action needs to be taken in order to address any established misconduct or other improper state of affairs.

12 SUPPORTING WHISTLEBLOWERS, PROVIDING FAIR TREATMENT AND PROTECTION FROM DETRIMENT

The Company intends to support Disclosers making disclosures about Protected Matters and to put in place procedures to promote fair treatment of Disclosers and protect them from detriment. This can be achieved by:

- Providing access to EAP counselling services to all Disclosers. These services may be accessed by contacting Access Wellbeing Services on 1300 667 700.
- Investigating all complaints in accordance with the procedures outlined in this policy.
- Implementing investigation processes which are procedurally fair to both Disclosers and respondents to allegations.
- In circumstances where a Discloser consents, having an appropriate senior manager or human resources officer monitor the Discloser's treatment in the workplace for relevant periods to ensure no victimisation takes place.
- Communicating this policy to the Company employees and officers.
- Taking appropriate disciplinary action against any employees or contractors that breach the victimisation or confidentiality provisions of the Whistleblower Laws.

13 ACCESS TO THIS POLICY

This policy will be made available to all the Company employees and officers by the following means:

- On implementation, the policy will be communicated to all employees and officers by way of email.
- The policy will otherwise be disclosed to employees on commencement of employment.
- The policy will be on the company's website.

14 BREACHES OF THIS POLICY

All employees and contractors of the Company are required to comply with this policy at all times as well as with Whistleblower Laws.

Non-compliance with this policy or Whistleblower Laws may result in disciplinary action up to and including termination of employment or termination of a contractor's services.

15 VARIATIONS

This policy may be varied, amended, replaced or terminated from time to time and at any time at the absolute discretion of the Company.