

Document controls

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1. Purpose

PanAust Limited (“PanAust”) is committed to a culture of ethical behaviour and conduct consistent with PanAust’s core values. The PanAust Way details the standard of behaviour expected of directors and employees of PanAust and its subsidiaries.

PanAust is committed to fostering an open and transparent environment in which employees are encouraged to report any conduct which is contrary to The PanAust Way.

If you think a decision or action is inconsistent with The PanAust Way (or any other policy, standard or procedure) or any law, then you have a right and a responsibility to raise that concern. By raising your concern, you help protect PanAust, your colleagues and our stakeholders.

In most cases, you should raise your concern with your superintendent or manager. However, where this is not possible, or it is inappropriate, then please contact a member of senior management. If the matter is not possible to resolve or it relates to a potential or actual instance of fraud, then please contact the Whistleblower Service where confidentiality will be respected.

The Whistleblower Service is designed to facilitate the resolution of issues arising under The PanAust Way. People who are not employees of the Company are also encouraged to use the Whistleblower Service to raise any queries or issues regarding the application of The PanAust Way.

The Whistleblower Service can be contacted by telephone, email, web form, or mail.

PanAust prohibits any form of retaliatory action against anyone for raising a genuine PanAust Way concern or for helping to address such a concern. Any such retaliation is grounds for discipline, including dismissal.

2. Scope and Application

This standard applies to all of PanAust’s operations and business. It applies to all PanAust directors and employees.

The Whistleblower Service is available for use by:

- PanAust employees, including part-time and casual employees;
- Contractors, suppliers, service providers and consultants to PanAust;
- Participants in any tender processes operated by PanAust; and
- Members of the public who have a concern about any behaviour or conduct in breach of The PanAust Way (or any other PanAust policy or standard) engaged in by anyone in connection with the operations of PanAust.

3. Standard

3.1 Conduct covered by this standard

- Fraudulent, corrupt or other dishonest behaviour (including stealing, misappropriation, the payment or soliciting of bribes, and undisclosed conflicts of interest);

- Failure to comply with PanAust’s sustainability policies and standards thereby exposing people or the environment to the risk of serious harm (including unsafe work practices where no remedial action is taken);
- Harassment, bullying or intimidation of employees, contractors, suppliers, service providers, consultants, tenderers or other people dealing with PanAust (including the making of threats or the taking of reprisal action against anyone who makes a report under this standard); and
- Breach of law or any other serious breach of The PanAust Way or any other PanAust policy or standard.

3.2 Conduct not covered by this standard

This standard is not intended to apply to situations where you have a complaint or grievance in relation to the outcome of a performance review, an application for promotion or your terms and conditions of employment. PanAust has in place a Fair Treatment System and Procedure which applies to those situations. However, if you are subjected to, or are concerned about intimidation, harassment or reprisal as a result of using the Fair Treatment System, then you should consider making a report under this standard.

While everyone is encouraged to raise a PanAust Way concern, any action taken with mischievous or malicious intent is against PanAust’s values – all issues raised must be genuine.

3.3 How to make a report

The course of action required will depend on the nature and severity of the issue. Often, advice and guidance from your superintendent or manager will resolve the concern. If it is inappropriate to raise the concern through the normal reporting structures, then you should contact the Whistleblower Service. When you raise a concern, your identity and the information you provide will be shared only on a “need to know” basis in order to address the concern, as required by law or otherwise with your consent.

You may choose to remain anonymous when raising a concern with the Whistleblower Service, and suitable arrangements can be made to enable follow-up communication. However, you are encouraged to provide your name and contact details, especially if the issue requires further investigation. More information on the Whistleblower Service can be found on the PanAust website and on the PanAust Intranet (PanNet) under Legal/Governance.

Arrangements have been made for reports to be received in the languages of the countries in which PanAust operates.

In making a report, the following information (to the extent known) should be considered for inclusion:

- details of the company name, operation, business unit, section and shift where you have a concern or an alleged breach of The PanAust Way has occurred;
- the name of the manager or supervisor of that work unit;
- the name of the person(s) involved in the issue that concerns you or who has allegedly breached The PanAust Way, including any nicknames, and their position or role;

- details regarding the issue(s) that concerns you, including when the issue occurred, over what duration the issue occurred, whether the issue is continuing (if so, when), the names of any witnesses to the issue; and
- details of any evidence available to support the report (for example, documents, photographs or emails).

It is important to note that as a person making a report under this standard you are not expected to investigate the alleged conduct. Please do not put yourself in a position of danger by attempting to obtain further details.

3.4 Procedure after a report is made

PanAust requires that all reports made under this standard are addressed and investigated promptly and appropriately.

When a report is received the following procedure applies:

- (a) The report will be forwarded by to the Whistleblower Officer who will make an assessment as to whether or not the report falls within the category of complaint intended to be dealt with by this standard. (If the report is about the Whistleblower Officer, the report will be forwarded to the Managing Director or Chief Financial Officer or the Chairman of the PanAust Board of Directors as appropriate who will perform the function of the Whistleblower Officer or will appoint a delegate to perform such function.)
- (b) If the report does fall within the category of complaint to be dealt with under this policy, then the Whistleblower Officer will forward the report to the Investigation Officer. (If the report is about the Investigation Officer, the report will be forwarded to the Managing Director or Chief Financial Officer or the Chairman of the PanAust Board of Directors as appropriate who will perform the function of the Investigation Officer or will appoint a delegate to perform such function).
- (c) The Investigation Officer will determine what resources are required to investigate the report (including any external professional assistance). An investigation plan will be prepared and forwarded to the Whistleblower Officer for approval.
- (d) Once the investigation plan is approved, the Investigation Officer will manage the investigation process.
- (e) The Investigation Officer will prepare an investigation report and forward it to the Whistleblower Officer for review. The Whistleblower Officer will forward the report to the Executive General Manager of the relevant business unit or to the Managing Director or their delegate (“Specified Key Person”) for consideration. The Specified Key Person is responsible for determining the response to be taken. The response may include addressing the particular complaint and also any remedial action to prevent a re-occurrence. Depending upon the seriousness of the complaint, the Specified Key Person may also liaise with external authorities (such as a law enforcement agency) where conduct is deemed to have breached relevant laws.

- (f) The Whistleblower Officer will provide advice of the outcomes to the person who made the report should contact details be provided.

PanAust will keep any persons who make a report under this standard regularly informed as to the progress of any investigation undertaken.

3.5 Protection of person making a report

PanAust is committed to protecting and respecting the rights of a person who makes a report in good faith under this standard. PanAust will ensure that a person who makes a report of unacceptable conduct will not be penalised in any way for making that report.

PanAust will not tolerate any reprisals, discrimination, harassment, intimidation or victimisation against either a person who makes a report under this standard or that person's colleagues or relatives. PanAust will regard any such retaliatory action as serious misconduct and will deal with it in accordance with The PanAust Way and the PanAust Disciplinary Standard.

No person is permitted to use or attempt to use their official authority, influence or position to interfere with another person's right to make a report under this standard.

If the identity of a person who makes a report under this standard is likely to be identified from the report, then the person may request special measures to be taken to protect them (for example, reassignment or leave of absence whilst an investigation is undertaken). Any such request should be made through the Whistleblower Officer who will consider the request in the context of the reasonable interests of both PanAust and the person who has made the report.

3.6 Confidentiality and anonymity

Information about unacceptable conduct that is reported by a person under this standard will be treated with the strictest confidence to the extent reasonably practical. PanAust will ensure that any records relating to a report are stored securely and are only able to be accessed by authorised personnel. Records will be kept separate from an employee's personnel file. If any disciplinary action is taken against an employee as a result of an issue arising under this standard, then a record of such disciplinary action will be kept on that employee's file.

If a person wishes to make a report on an anonymous basis, then the person's identity will be protected to the extent practicable. PanAust will not disclose the person's identity without their prior consent unless disclosure is required by law, for safety reasons or to allow a matter to be properly investigated. To the extent that confidentiality is lost, PanAust undertakes to manage the matter in good faith and provide the person with appropriate support.

Improper disclosure of confidential information (including the disclosure of the identity of a person making a report under this standard) is a breach of The PanAust Way, this standard, and may be a breach of local laws. Any person responsible for such improper disclosure will be subject to disciplinary proceedings under the Disciplinary Standard and may be subject to further investigation by external authorities (such as a law enforcement agency).

3.7 Roles and responsibilities under this standard

Under this standard, the following persons have the roles and responsibilities assigned to them below:

Role	Responsibility and Authority
Governance Committee	<ul style="list-style-type: none"> Review this standard and its implementation on an annual basis and recommend any changes to this standard where considered necessary.
Whistleblower Officer The General Counsel (or delegate) is the Whistleblower Officer	<ul style="list-style-type: none"> Makes initial assessment as to whether the information provided in a report constitutes a possible breach of The PanAust Way or any other PanAust policy or standard which falls within the ambit of this standard; Approves an investigation plan prepared and provided to the Whistleblower Officer by the Investigation Officer; Ensures that a person who makes a report under this standard is kept regularly informed as to the progress of the investigation; Reports to the Specified Key Person as to the progress of all investigations under this Standard; Provides a written report to the Specified Key Person setting out the findings of an investigation under this Standard and any remedial steps taken; Liaises (where appropriate) with any external authority (such as a law enforcement agency) where conduct is deemed to have breached relevant laws; Reports through the Managing Director to the Board of Directors with respect to the nature of the reports being received and a summary of the progress in resolution of reports. (If the Whistleblower Officer is the subject of a complaint, then the person who performs the function of the Whistleblower Officer under this standard will perform that task) and; Provide reports to the Board of Directors in relation to the nature of the reports being received under this standard and the resolution of investigations undertaken.
Investigation Officer General Manager – Human Resources & Risk Management (or delegate) is the Investigation Officer	<ul style="list-style-type: none"> Undertake fair, independent and discreet investigations in relation to reports received under this standard; Determine whether or not there is evidence to support the allegations contained in the report; Prepare an investigation plan for the consideration of the Whistleblower Officer, including consideration of matters such as the appropriate parties to assist in the investigation;

Role	Responsibility and Authority
	<ul style="list-style-type: none"> • Ensure that any person about whom an adverse comment is made has an opportunity to respond to the allegation; • Ensure that all investigation records are kept confidential; • Report to the Whistleblower Officer as to the progress of all investigations under this standard; and • Provide a written report to the Whistleblower Officer setting out the findings of an investigation and any remedial steps taken.
<p>Specified Key Person Nominated General Manager of the relevant business unit or the Managing Director (or their delegate) is the Specified Key Person</p>	<ul style="list-style-type: none"> • Considers the reports from the Whistleblower Officer as to the progress of relevant investigations under this Standard; • Considers the written report from the Whistleblower Officer that sets out the findings of an investigation under this Standard and any remedial steps taken; and • Determines the response/action to be taken.
<p>Person making a report</p>	<ul style="list-style-type: none"> • A person making a report under this standard has an obligation to do so in good faith and must first consider whether the issue can be resolved through internal reporting lines; • All material information within the knowledge of the person, except to the extent that the person is legitimately concerned that such information may result in his/her identification, should be provided; • Whilst it is understood that a person making a report may not be aware of all of the facts and circumstances relating to a matter, the person must not knowingly make false or inaccurate allegations or provide false information. If there is any doubt in the person's mind with respect to any of the facts or circumstances, then the person should disclose that doubt when making the report; and • An employee must not use the processes established under this standard to make an allegation which the employee knows to be untrue. Any such improper use of this standard will constitute serious misconduct which may result in disciplinary action in the case of an employee or adverse consequences to the relationship with PanAust in the case of a third party. Intentionally making false allegations against another person may also be illegal under local laws.
<p>Managers, supervisors and employees</p>	<ul style="list-style-type: none"> • It is the responsibility of managers and supervisors to ensure that their employees and the consultants, contractors, service providers and suppliers for whom they are responsible are aware of this standard. Managers and supervisors should ensure that their employees have received appropriate training in relation to the application of this standard.

In the event that the Specified Key Person is the subject of an investigation or allegation, then the Chairman of the Board of Directors (or his nominee) will assume the responsibilities of the Specified Key Person under this Standard. In the event that the General Counsel or the General Manager – Human Resources & Risk Management is the subject of an investigation or allegation then that party will not be involved in the process and a substitute or delegate will be nominated for that role as provided for in this standard.

4. Availability of this Standard

A copy of this standard will be provided on the PanAust intranet and extranet websites and is available from the Human Resources Department.

5. Documents Referenced

Document name	Document location
Fair Treatment System & Procedure	PanNet Intranet
The PanAust Way	PanAust website and PanAust intranet (PanNet)
PanAust Vision and Values	PanAust website and PanAust intranet (PanNet)

6. Review Of This Standard

This standard will be reviewed on an annual basis by the PanAust Board to ensure that it continues to reflect best practice and the requirements of PanAust.

This standard was approved by the Governance Committee on 28 November 2016.