

WHISTLEBLOWING POLICY

1. INTRODUCTION

- 1.1 We promote and support a culture of honest and ethical behaviour, compliance and good corporate governance.
- 1.2 We expect and encourage the reporting of any suspected or actual unethical, illegal, corrupt, fraudulent or undesirable conduct involving our business.
- 1.3 We recognise that employee and stakeholder reporting is often the most effective and fastest way for senior management to become aware of issues affecting our business.
- 1.4 We are committed to ensuring that employees and stakeholders who report their concerns may do so without fear of intimidation, disadvantage or reprisal.

2. POLICY

- 2.1 This policy establishes procedures and protections in respect of:
 - (1) the reporting of suspected or actual unethical, illegal, corrupt, fraudulent or undesirable conduct involving our business; and
 - (2) investigation of reports which subject matter falls within the scope of this policy.
- 2.2 Protections are available under this policy and at law where:
 - (1) you are one of our officers, employees, or otherwise have a connection with us as set out at paragraph 3 of this policy;
 - (2) you have reasonable grounds for your concern (even if your disclosure turns out to be incorrect);
 - (3) your concern relates to the types of matters set out at paragraph 4 of this policy; and
 - (4) you raise your concern with one of the eligible recipients set out at paragraph 5 of this policy.
- 2.3 This policy was developed having regard to the Whistleblower Protection Laws, to the ASIC Regulatory Guide 270 (Whistleblower policies) and to the ASX Corporate Governance Principles and is available on our website and our intranet.
- 2.4 This policy is a very important tool for helping us to identify wrongdoing that may not be uncovered unless there is a safe and secure means for disclosing wrongdoing.
- 2.5 However, this policy is not intended to replace our first obligation to resolve concerns quickly and internally where appropriate. All reasonable attempts to resolve a concern should first be tried (if realistic, depending on the nature and magnitude of the concern). You are encouraged to raise a concern as early as possible with your supervisor or manager.

3. APPLICATION

3.1 This policy applies to:

- (1) anyone who performs work for us, including:
 - (a) officers and employees;
 - (b) consultants, secondees and volunteers;
 - (c) associates¹; and
 - (d) contractors, suppliers, agents and their employees;
- (2) the following external persons:
 - (a) our former officers, employees, consultants and associates²;
 - (b) relatives³ of our current and former officers, employees, consultants and associates;
 - (c) our former contractors, suppliers, agents, and their employees; and
 - (d) relatives of current and former contractors, suppliers, agents and their employees.

3.2 This policy is not intended to be contractually binding and does not form part of any contract you may have with us, nor does it form part of any industrial instrument.

4. WHAT ARE REPORTABLE MATTERS?

4.1 We encourage you to speak up about a Reportable Matter. A Reportable Matter exists if you see or have reasonable grounds to believe that we or any of our officers or employees have attempted to engage or have engaged in conduct that falls under any of the categories below.

- (1) Misconduct in relation to our business.

This includes but is not limited to:

- (a) deliberately or negligently breaching laws in the conduct of our business;
- (b) fraud, money laundering or misappropriation of funds;
- (c) corrupt activity, including offering or accepting a bribe or facilitation payments;
- (d) dishonestly altering company records or data; and
- (e) adopting questionable accounting practices.

- (2) Improper state of affairs or circumstances in relation to our business.

¹ Associate in this context means an individual who is an associate of ours within the meaning of the Corporations Act. This includes directors and company secretaries of us and our related bodies corporate, and may also include a range of individuals with whom we act in concert or we otherwise associated in a formal or informal way.

² Associate in this context is defined in the Corporations Act.

³ A relative includes a spouse (including de facto), parent, child or dependant.

This includes but is not limited to:

- (a) illegal activity, such as theft, drug sale or use, violence or threatened violence, criminal damage to property;
- (b) serious breaches of industry codes or professional standards;
- (c) substantial waste of company resources;
- (d) harassment or intimidation; and
- (e) serious unethical conduct or any other conduct that substantially breaches our policies.

- (3) Breach of the Corporations Act or other laws administered by ASIC and APRA.⁴

This includes but is not limited to:

- (a) insider trading, trading while insolvent, breach of continuous disclosure rules;
- (b) breaching the confidentiality of a whistleblower; and
- (c) threatening to or engaging in detrimental conduct (e.g. harassment, discrimination or victimisation) against a person who is, or is thought to be, a whistleblower.

- (4) Breach of any other Commonwealth laws, punishable by 12 months or more imprisonment.

This might include but is not limited to:

- (a) unsafe work practices;
- (b) breach of conditions attached to an environmental approval;
- (c) knowingly damaging critical habitat or offences related to threatened species;
- (d) health risks; and
- (e) abuse of our property or resources.

- (5) Danger to the public or to the financial system.

This includes but is not limited to information that indicates a significant risk to public safety or the stability of, or confidence in, the financial system, even if it does not involve a breach of a particular law.

- (6) Misconduct or an improper state of affairs or circumstances, in relation to our tax affairs, or of an associate⁵ of ours.

4.2 Personal work-related grievances

⁴ ASIC: The Corporations Act 2001 and the ASIC Act 2001; APRA: Banking Act 1959; the Financial Sector (Collection of Data) Act 2001; the Insurance Act 1973; the Life Insurance Act 1995; the National Consumer Credit Protection Act 2009; the Superannuation Industry (Supervision) Act 1993; or an instrument made under those Acts.

⁵ Associate in this context refers to an associate of a company as defined in the *Income Tax Assessment Act 1936*, and includes a partner, a trustee of a trust where the company or their associate benefits from the trust, a controlling entity, and a controlled company.

- (1) A Reportable Matter generally does not include complaints relating to *personal work-related grievances*. These include interpersonal conflict between the reporter and another person, a decision relating to engagement, transfer or promotion of the reporter, a decision relating to the terms and conditions of engagement of the reporter, or a decision relating to suspension, termination or discipline of the reporter. Reports of concerns of this nature are generally beyond the scope of this policy and should be raised with your manager or Human Resources as appropriate.
- (2) In limited circumstances, a personal work-related grievance may be covered by this policy, such as where the grievance arises from knowledge or reporting of misconduct or has implications that are not solely in relation to your personal employment.

4.3 Reasonable grounds for suspicion

- (1) A report may have serious consequences, including potential damage to the career prospects and reputation of people who are the subject of allegations of wrongdoing, or potential damage to our reputation. Therefore, it is very important that, if you report under this policy, you do so with reasonable grounds to suspect the existence of a Reportable Matter.

4.4 False or Misleading Information

- (1) You must not intentionally provide false or misleading information when making a disclosure of information about Reportable Matters or in connection with an assessment or investigation about Reportable Matters.
- (2) If you are found to have intentionally provided false or misleading information, disciplinary action may be taken against you. In some circumstances, providing false or misleading information could be a criminal offence.

5. HOW CAN YOU REPORT?

5.1 If you do not feel safe or able to raise the concern informally and outside this policy with your supervisor or manager, you may make a disclosure via the channels set out below.

5.2 You may report a concern to the independent whistleblower service provider we have engaged, **Your Call**.

5.3 Reporting through Your Call allows you to:

- (1) remain completely anonymous if you wish;
- (2) identify yourself to Your Call only; or
- (3) identify yourself to both Your Call and NRWH.

5.4 Your Call reporting options include:

- (1) Website: <https://www.yourcall.com.au/report>
Available 24/7. Our organisation's unique identifier code is: "NRW1994"
- (2) Telephone: 1300 790 228
Available 9am and 12am (AEST) on recognised Australian national business days
- (3) National Relay Service: If you are deaf, or have a hearing or speech impairment, you can contact Your Call online or through the National Relay Service. Simply choose your

contact method at www.relayservice.gov.au and request Your Call's hotline 1300 790 228.

- 5.5 You can securely upload onto the Your Call portal any relevant document and/or material relevant to your disclosure.
- 5.6 After making a disclosure, you will be provided with a unique Disclosure Identification Number (DIN) and access to a secure online Message Board which can be used to receive updates, share further information or evidence, request support or report retaliation. You must keep the DIN private and not share it with others.
- 5.7 Your Call remains an independent intermediary at all times and will only communicate with the Disclosure Officers set out in paragraph 5.9 of this policy. Your Call can circumvent any of the above Disclosure Officers upon your request.
- 5.8 In the event a disclosure received by Your Call relates to a Disclosure Officer, Your Call will exclude that Disclosure Officer from all communications when providing the disclosure to our organisation. The Disclosure Officers who are not named in the disclosure will then receive and determine how the matter will be addressed or investigated as required.
- 5.9 While we encourage you to report via Your Call, you may report a concern to either of the Disclosure Officers below:
- (1) Jasmyn Wardell-Johnson (General Manager – Corporate Services), Perth Head Office (Belmont), Ph: (08) 9232 4200, Email: Jasmyn.Wardell-Johnson@nrw.com.au; or
 - (2) Kim Hyman (Company Secretary), Perth Head Office (Belmont), Ph: (08) 9232 4200, Email: kim.hyman@nrw.com.au.
- 5.10 You may also report to an 'officer' or 'senior manager' of ours⁶, or of a related body corporate.
- 5.11 You may also report to any of the following:
- (1) an auditor or a member of an audit team of our business or a related company; or
 - (2) an actuary of our business or a related company.
- 5.12 If your concern relates to our tax affairs, then in addition to the parties referred to above you may report to:
- (1) any other employee or officer who has functions or duties relating to our tax affairs, including our the NRWH Chief Financial Officer (**CFO**); or
 - (2) a registered tax agent or BAS agent providing tax agent or BAS services to us.
- 5.13 To enable us to properly investigate and respond to your disclosure, we encourage you to provide your name when reporting a concern. However, a report may be made anonymously if you prefer. We will assess an anonymous report in the same way as if you had disclosed your identity, but there may be practical limitations in conducting the investigation of an anonymous report.

⁶ i.e. the CEO, CFO, directors or General Managers.

5.14 If authorities take legal action on the reported matter, you may need to identify yourself. In these circumstances, we will continue to support you and to ensure that you are protected from detrimental treatment.

6. OUR INVESTIGATION OF REPORTABLE MATTERS

6.1 We will assess any matter you report under this policy as soon as practicable after you report it. While the assessment and/or investigation process will vary depending on the nature and the circumstances of the report, the steps generally taken are set out below.

6.2 We will initially consider if a report falls within the scope of this policy. We have the discretion to determine that a report will not be dealt with under this policy if the subject matter does not fall within the scope of the Whistleblower Protection Laws.

6.3 If it is appropriate to deal with the report under this policy, we will endeavour to:

- (1) investigate the report within a reasonable period;
- (2) ensure that any investigation is fair and objective;
- (3) avoid conflicts of interest in carrying out any investigation; and
- (4) subject to paragraph 7.1, keep information relating to the report (including your identity) confidential, except as required or permitted by law.

6.4 In some cases, we may appoint external investigators such as lawyers or forensic accountants.

6.5 If you can be contacted, we will keep you informed as to the progress or outcome of the investigation where we consider it appropriate to do so.

6.6 Any investigation report produced in connection with your report will be our property and will remain confidential.

6.7 The outcome of any investigation will be reported to the Chief Executive Officer (**CEO**). If you have not consented to the disclosure of your identity, you will not be named in this report.

7. CONFIDENTIALITY OF DISCLOSURES

7.1 We will keep your identity (or information likely to suggest or reveal your identity as the whistleblower) confidential, except in the following circumstances:

- (1) you consent in writing to this information being disclosed;
- (2) in order to obtain confidential legal advice or representation; or
- (3) we are required or permitted to do so by law, or we need to disclose the information to prevent a serious and imminent threat to life, health or property.

7.2 We are permitted by law to disclose information relating to your report (but not your identity) where it is reasonably necessary for the purposes of the investigation. In these circumstances, we will take reasonable steps to reduce the risk of you being identified as a result.

- 7.3 Anyone who receives information about your identity (whether directly or indirectly) in connection with your report will be required to keep that information confidential (except in the circumstances permitted or required above). If that information is not kept confidential, or information likely to lead to you being identified as a whistleblower is revealed (other than in the circumstances permitted or required above):
- (1) if because of our employees, they will be subject to disciplinary action, which may include a formal written warning, or termination of their employment; and
 - (2) if because of another stakeholder, we may terminate their engagement or appointment, or take other corrective action we consider appropriate.

8. PROTECTION OF WHISTLEBLOWERS

8.1 We are committed to ensuring that those who report under this policy are provided support, treated fairly and do not suffer any reprisals. This is achieved through the following:

8.2 Protection of your identity and confidentiality

- (1) We will only disclose your identity or any information that would suggest or reveal your identity as a whistleblower if you consent to the disclosure or in the limited circumstances permitted or required by the Whistleblower Protection Laws (see paragraph 7.1 of this policy).
- (2) If you consent to the disclosure of your identity or any information that would suggest or reveal your identity as a whistleblower, any such disclosure will be on a strictly confidential basis.
- (3) However, your report (including your identity or any information that would suggest or reveal your identity) may be disclosed without your consent to a statutory enforcement body such as ASIC or a statutory law enforcement body.

8.3 Protection of files and records

- (1) Files and records relating to your report will be treated as confidential and stored securely.

8.4 Protection from victimisation and detriment

- (1) If you are subjected to *detrimental treatment* as a result of reporting under this policy, this is a Reportable Matter and you should report this immediately via the channels set out in paragraph 5 of this policy.
- (2) *Detrimental treatment* includes dismissal; demotion; harassment; discrimination; disciplinary action; bias; threats, damage to a person's reputation, property, business or financial position or causing any other damage to a person; altering an employee's position or duties to their disadvantage, harming or injuring a person, including causing psychological harm or other unfavourable treatment connected with making a report.
- (3) If an employee is found to have engaged in victimisation, they may be subject to disciplinary action including a formal written warning, or termination of employment. If one of our stakeholders is found to have engaged in victimisation, we may terminate their engagement or appointment, or take other appropriate corrective action.
- (4) If you disclose a Reportable Matter and you suffer any detriment as a result of the disclosure, you may also be eligible to claim compensation and remedies under the Corporations Act. Nothing in this policy is intended to change or take away any other protections which may be available at law.

8.5 Protections generally

- (1) A release of information in breach of this policy will be regarded as a serious matter and will be dealt with under our disciplinary procedures.
- (2) If you are one of our employees or officers, you may request a support person and we will allocate one to support you. We may explore options to protect you and to assist you in maintaining your wellbeing such as taking leave, relocating to another area of the business or a secondment arrangement while the report is being investigated.

8.6 Additional statutory protections

- (1) You cannot be subject to any civil, criminal or administrative liability, for making a protected disclosure. However, you may be subject to civil, criminal or administrative liability for personally engaging in the unlawful conduct revealed by the protected disclosure.
- (2) No contractual or other remedy may be enforced, and no contractual or other right may be exercised against you on the basis of the protected disclosure.
- (3) If the protected disclosure is made to ASIC, APRA or the Commissioner of Taxation, or is a public interest disclosure or emergency disclosure as permitted under the Corporations Act (see paragraph 10 of this policy), the information is not admissible in evidence against you in criminal proceedings, or in proceedings for the imposition of a penalty, except for proceedings in respect of the provision of false information.

9. HOW DO WE ENSURE FAIR TREATMENT OF EMPLOYEES MENTIONED IN A REPORT?

- 9.1 The investigation process will be conducted in an objective, sensitive and fair manner.
- 9.2 We will provide employees and officers who are mentioned in a disclosure, or to whom a disclosure relates, an opportunity to respond to allegations made against them (where appropriate and subject to our requirements to maintain confidentiality).

10. CAN THE WHISTLEBLOWER REPORT HIS/HER CONCERN EXTERNALLY?

- 10.1 This policy is intended to facilitate internal disclosures of Reportable Matters which may or may not be a protected matter (as defined in the Whistleblower Protection Laws).
- 10.2 In addition to being reportable under this policy, you may report a *protected matter* directly to an external regulatory body including ASIC or APRA, or the Commissioner of Taxation (for a protected disclosure under the TAA).
- 10.3 The Corporations Act enables you to make a public interest disclosure or an emergency disclosure about a protected matter to a journalist or a member of parliament in certain limited circumstances.
- 10.4 We recommend that you seek independent legal advice (at your own cost) before reporting any concern to an external regulatory body, a journalist or a member of parliament.
- 10.5 A disclosure to a legal practitioner for the purposes of obtaining legal advice or representation in relation to the operation of the Whistleblower Protection Laws is a protected disclosure.
- 10.6 Nothing in this policy is intended to prevent you from reporting possible breaches of laws to relevant government agencies or authorities.

11. COMMONWEALTH CONTRACT RELATED DISCLOSURES

- 11.1 The PID Act deals with disclosures by a 'public official'. You may be a 'public official' if:
- (1) you are one of our employees or officers; and
 - (2) we have a contract with the Commonwealth or any statutory agency as defined in the PID Act (**Commonwealth contract**).
- 11.2 The PID Act offers protection from reprisal action to "public officials" who disclose suspected illegal conduct, corruption, maladministration, abuses of public trust, deception relating to scientific research, wastage of public money, unreasonable danger to health or safety, danger to the environment or abuse of position or conduct which may be grounds for disciplinary action.
- 11.3 For the protection under the PID Act to apply to you as a 'public official', your disclosure must relate to the Commonwealth contract.
- 11.4 If you wish to make a disclosure in relation to a Commonwealth contract that we have entered, you may do so under this policy. Alternatively, you may make the disclosure to the Commonwealth agency that is party to the contract, the Commonwealth Ombudsman or the Inspector-General of Intelligence and Security.

12. INTERPRETATION

In this policy, where the context requires, the following terms are used:

- (1) **APRA** means Australian Prudential Regulation Authority;
- (2) **ASIC** means Australian Securities and Investments Commission;
- (3) **Corporations Act** means *Corporations Act 2001 (Cth)*;
- (4) **Disclosure** means a disclosure of improper conduct, made on reasonable grounds;
- (5) **Misconduct** includes fraud, negligence, default, breach of trust and breach of duty;
- (6) **PID Act** means the *Public Service Act 1999 (Cth)*;
- (7) **Protected disclosure** means a disclosure protected by the Whistleblower Protection Laws (and includes a public interest disclosure and an emergency disclosure as defined in the Corporations Act);
- (8) **Protected matter** means a matter protected under the Whistleblower Protection Laws;
- (9) **Reportable Matter** means the matters set out in paragraph 4.1 of this policy;
- (10) **TAA** means *Taxation Administration Act 1953 (Cth)*;
- (11) **Tax affairs** means affairs relating to any tax imposed by or under, or assessed or collected under, a law administered by the Commissioner of Taxation; and
- (12) **We or our or ours** means:
 - (a) NRW Holdings Limited (ABN 95 118 300 217);
 - (b) NRW Civil and Mining (ABN 69 828 799 317);

- (c) Action Drill & Blast (ABN 13 144 682 413);
 - (d) AES Equipment Services (ABN 18 058 473 331);
 - (e) RCR Mining Technologies (ABN 41 107 724 274);
 - (f) RCR Heat Treatment (ABN 19 631 155 032);
 - (g) NRW Contracting (ABN 88 008 766 407);
 - (h) DIAB Engineering (ABN 95 611 036 689);
 - (i) Primero Group (ABN 96 149 964 045); and
 - (j) Overflow Industrial (ABN 99 227 134 227).
- (13) **Whistleblower** or **you** means a person who makes a disclosure to which this policy applies; and
- (14) **Whistleblower Protection Laws** includes the Corporations Act and the TAA.

13. OTHER INFORMATION ABOUT THIS POLICY

- 13.1 The Company Secretary is responsible for this policy, including ensuring its review every two years.
- 13.2 We will provide training on this policy. Employees and officers are required to undertake the training on commencement of employment or appointment, and periodically thereafter.
- 13.3 If you have any questions about this policy, please contact the Company Secretary.
- 13.4 This policy may be reviewed from time to time, at our absolute discretion, to ensure that it remains effective and meets best practice standards.