

# ADDENDUM TO OUR SPEAK UP POLICY (AUSTRALIA)



## 1. Purpose

As a global diversified mining and metals company, South32:

- operates across many jurisdictions with varying whistleblower (**WB**) protections laws applying; and
- applies its global Speak Up Policy (contained in Section 18 of our Code of Business Conduct (**Code**) (our **Global Policy**) for the benefit of anyone who reports (a **Reporter**) a Business Conduct Concern to us.

### 1.1 Identity Protection and Protection from Retaliation

Our Global Policy sets two important Reporter protective standards, being:

- Identity protection (confidentiality); and
- HR Protection from retaliation.

### 1.2 Relevance of the Australian WB protection laws

Under Australian WB protection laws<sup>(1)</sup> (**WB Laws**):

- South32 is legally required to supplement its Global Policy with the information contained in this Addendum (our **Australian Speak Up Addendum**); and
- Certain eligible Reporters may also have a legal right to the protective standards at 1.1 above and additional legal protections, if certain criteria are met.

### 1.3 Relevance of this Australian Speak Up Addendum

This Australian Speak Up Addendum:

- Is part of our Global Policy and applies to Reporters that meet the eligibility requirements in **section 2** below.
- Provides legal protections to eligible people in addition to our Global Policy (the Additional Legal Protections). See **section 3** for a summary of these protections.
- Is available to everyone on our website, and internal intranet. We also raise awareness to it through internal management communications and training.

**+ Read our Global Policy and this Addendum to be fully informed**

## 2. For the additional legal protections to apply

2.1 You **must** be a current or former:

- South32 officer, employee or associate;
- Contractor (or contractor employee) who has supplied goods or services to South32; or
- Spouse, relative or dependant of any of the above persons.

2.2 There **must also be a sufficient Australian nexus** for a reported concern to qualify for the Additional Legal Protections. This nexus can be, for example, that the concern relates to our Australian operations, and/or the Reporter is located in Australia.

2.3 Your reported concern (i.e. disclosable matter) **must**:

- Relate to a South32 entity or its officers and employees (**South32**);
- Be based on a reasonable suspicion (not necessarily proven) of unethical, improper or illegal conduct (including a breach of law) by South32 (e.g. fraud, bribery, money laundering or other corrupt conduct); and

• Be made directly to:

- any Eligible Recipient – see list below;
- a regulatory body referred to in the WB Laws (including any of the entities under 'External' below); or
- your own lawyer for legal advice on the WB Laws.

### Eligible Recipients

#### South32

Any of our following leaders:

- Chief People and Legal Officer
- VP HR
- VP Legal
- VP Group Risk & Assurance
- VP Tax (for tax related concerns)
- Manager Workplace Relations
- South32 Group Directors or Company Secretaries
- South32 executive Lead Team members
- South32 internal auditors (within our Group Assurance Function)
- Employees / officers whose duties relate to South32 tax affairs for tax related concerns

#### Other South32 third party representatives:

- External auditors or actuary
- South32 registered tax agent or BAS agent

Our People can find contact details for the above leaders from our South32 intranet site. Alternatively, anyone (internal or external) can confidentially (and anonymously) contact our VPs Legal direct via: [speakup@south32.net](mailto:speakup@south32.net)

#### External

**Regulators:** ASIC, APRA, Commissioner of Taxation or other applicable Australian Commonwealth body – see regulator websites at **section 5** below for more guidance.

**Member of Parliament or a journalist:** Disclosures to either of these may qualify for the Additional Legal Protections in limited situations, such as for an 'emergency' or 'public interest disclosure' (as such terms are explained in the WB Laws).<sup>(2)</sup>

**Note:** As set out in our Global Policy, South32 makes available a number of options to report a Business Conduct Concern (namely, via your line leader, another South32 leader, a function representative, our EthicsPoint Reporting Hotline, and any of the specific leaders listed above). However, only our specific leaders and representatives listed above are our Eligible Recipients under the WB Laws.

**EthicsPoint is not an Eligible Recipient** for South32 under the WB Laws but we manage concerns reported via it in accordance with our Global Policy. You can submit an EthicsPoint report online or by telephone, including anonymously if you prefer. You can find EthicsPoint phone numbers listed in our Global Policy or on our EthicsPoint website (<http://south32.ethicspoint.com>).

(1) Australian Corporations Act 2001 (Cth) and Taxation Administration Act 1953 (Cth), (as applicable).

(2) Relevant regulators encourage Reporters to understand the criteria for making such disclosures before reporting them, including consulting an independent legal advisor (i.e. not a South32 lawyer).

#### 2.4 Exclusions - Personal work-related grievances

A disclosure that solely relates to grievances with your current or previous South32 employment (including conditions, outcomes or inter-personal conflicts you might have with other South32 employees), **does not qualify** for the Additional Legal Protections **except** in the following limited circumstances:

- It involves a breach of Australian federal laws;
- It has other significant implications for South32; or
- It relates to retaliation against you for raising your concern.

A mixed report (i.e. a report about unethical, improper or illegal conduct, accompanied by a personal work-related grievance), may still qualify for the Additional Legal Protections.

**Direct concerns which are solely personal work-related grievances to your line leader, another South32 leader or Human Resources (HR) representative for advice in accordance with our HR procedures. You can also raise these concerns via EthicsPoint if you prefer.**

### 3. Additional legal protections

If your report qualifies under the WB Laws, the following legal protections are available:

#### • Identity protection (confidentiality)

- o South32 cannot disclose your identity or information that is likely to lead to your identification except (i) with your consent; (ii) to a lawyer for legal advice or representation; or (iii) to a regulator prescribed in the WB Laws. We have processes and measures in place (e.g. secure record keeping, disclosures handled by a restricted number of qualified staff) to protect identity confidentiality, as outlined further in our Global Policy.
- o South32 can however disclose information contained in your report without your consent if (i) the information does not include your identity; (ii) we have taken all reasonable steps to reduce the risk you will be identified from the information; and (iii) it is reasonably necessary for investigating the issues raised in your report.

#### • Protection from a threat of or actual retaliation

We protect and support those who raise a Business Conduct Concern from retaliation (such as harassment, intimidation, damage to reputation, termination of employment or demotion of employment position). This includes making our Employee Assistance Program available to support our People who report a Business Conduct Concern.

If we breach the above applicable legal protections, you may be entitled to claim compensation and other remedies for, and / or legal protection against, any civil, criminal or administrative legal action arising out of your reporting. Also, the information you provide in your report may not be admissible in evidence against you in legal proceedings, provided you haven't acted improperly in making that report.

You can contact our VP Legal direct, including via the email address ([speakup@south32.net](mailto:speakup@south32.net)), if you want to lodge a complaint about a breach of your confidentiality or retaliation against you for reporting a Business Conduct Concern.

### 4. Other important information

- Anonymous reports can still be protected under the WB Laws, even if the reported Business Conduct Concern turns out to be incorrect.
- If you make a qualifying disclosure, the Additional Legal Protections will apply from the time the disclosure is made, regardless if recognised as such by you or the recipient.
- The Additional Legal Protections do not grant you (as the Reporter) immunity from any misconduct you have engaged in that is revealed by your report.
- **You should seek your own independent legal advice on the operation of the whistleblower provisions in the WB Laws.** Disclosing your concern direct to a lawyer will remain protected even if not a qualifying disclosure under the WB Laws.
- You will be provided with confidential updates on our assessment of your disclosed Business Conduct Concern consistent with our Global Policy, noting that the frequency and timeframe for updates will depend on the nature of your disclosure.
- Our Business Conduct Committee also ensures the integrity of our Speak Up processes.
- Find more information about our EthicsPoint Reporting Hotline and external whistleblowing in our Global Policy.

**+** **Access our Global Policy (at Section 18 in our Code) here**

### 5. Regulator guidance

For more information about the protections under the:

- **Corporations Act 2001 (Cth)** - see ASIC's webpage on [protecting whistleblowers](#)
- **Tax whistleblower regime** - see the Australian Taxation Office's webpage on [tax whistleblowers](#)

### 6. Periodic review

We will periodically review and update our Global Policy and this Addendum as required. See the Speak Up section of our website for the latest published version.

### 7. Questions?

If you have general questions about this Addendum you can direct them to our VP HR Business Partnering or Manager Workplace Relations.

**+** **Learn more by visiting the Speak Up section of our website, which is available to everyone.**

**More information is also available to our people at the Speak Up section of our Code intranet site.**