



# **Yancoal**

## **Our whistleblower policy**

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## Table of Contents

1.	Policy purpose and application .....	3
2.	Who is eligible for <i>whistleblower</i> protection under this policy? .....	3
2.1	Who may make a disclosure? .....	3
2.2	What types of matters can be disclosed? .....	3
2.3	Who should I disclose to?.....	4
3.	Confidentiality.....	5
3.1	<i>Whistleblower</i> identity must be kept confidential .....	5
3.2	Permitted exceptions .....	5
3.3	Provision of <i>whistleblower</i> information to a court or tribunal .....	5
4.	Prohibition against victimisation .....	6
5.	Investigations of information disclosed under this policy .....	6
6.	Reporting to the Board .....	7
7.	How this policy interacts with <i>whistleblower laws</i> .....	7
8.	Changes to policy .....	8
9.	Consequences for non-compliance with policy.....	8
10.	Definitions .....	8

## 1. Policy purpose and application

*Yancoal* is committed to the protection of individuals who disclose information concerning misconduct or an improper state of affairs or circumstances within our Group. This policy has been adopted to provide a safe and confidential environment where such concerns can be raised by *whistleblowers* without fear of reprisal or detrimental treatment. This policy sets out:

- who is entitled to protection as a *whistleblower* under this policy;
- the protections *whistleblowers* are entitled to under this policy; and
- how disclosures made by *whistleblowers* will be handled by *Yancoal*.

All *officers*, employees and contractors of *Yancoal* must comply with this policy.

This policy is available to all *officers* and employees of *Yancoal* on [our website](#).

## 2. Who is eligible for whistleblower protection under this policy?

To be treated as a *whistleblower* under this policy you must:

- be one of the individuals set out in section 2.1;
- disclose information regarding the type of matters set out in section 2.2; and
- disclose that information to one of the persons set out in section 2.3.

This policy also protects those who are entitled to *whistleblower* protection under the *whistleblower laws* (see section 7 of this policy).

### 2.1 Who may make a disclosure under this policy?

Disclosures can be made by a current or former:

- a) *officer* or employee of *Yancoal*;
- b) contractor or supplier of goods and services to *Yancoal*, or their current and former employees;
- c) *associate* of *Yancoal*; or
- d) *family member* of an individual mentioned above,

and any other stakeholders who might be victims of staff misconduct. You may choose to disclose information anonymously if you wish.

### 2.2 What types of matters can be disclosed under this policy?

Disclosures must concern misconduct or an improper state of affairs or circumstances in relation to *Yancoal*, including involving an *officer* or employee of ours. But your disclosure cannot solely be about a *personal workplace grievance*.

You must have reasonable grounds for suspecting that the information you are disclosing concerns misconduct or an improper state of affairs or circumstances in relation to *Yancoal*.

Examples of such misconduct or impropriety are set out in paragraph c) of the definition of *personal workplace grievance*.

While you may use our Speak Up service to report any concerns, this policy only responds to those disclosures concerning misconduct or an improper state of affairs or circumstances in relation to *Yancoal*.

### 2.3 Who should I disclose to?

We encourage you to make your disclosure in writing or by phone to our Speak Up Line, which is an independent external service operated by Deloitte on behalf of *Yancoal*. Disclosure can be made anonymously through the Speak Up service.

The **Speak Up service** can be contacted by:

Telephone:	1800 721 989
Email:	yancoal@deloitte.digital.com
Online:	<a href="http://www.yancoal.deloittedigital.com">www.yancoal.deloittedigital.com</a>
Mail:	Yancoal Reply Paid 12628 A'Beckett Street, Victoria 8006

We otherwise encourage you to contact our *Whistleblower Officer*, the Executive General Manager Risk & Audit, whose contact details are available on our staff directory.

Alternatively, you can make a disclosure to any one of the following:

- a) an *officer* or *senior manager* (e.g. Member of Executive Committee, General Manager, Mine Operations Manager) within *Yancoal*;
- b) *Yancoal's* auditor (or member of their audit team); or
- c) if the disclosure concerns *Yancoal's tax affairs* or the *tax affairs* of an *associate* of *Yancoal*: *Yancoal's* registered tax agent or BAS agent, or an employee or *officer* at *Yancoal* who has functions or duties relating to its *tax affairs* and who you consider may be assisted in their role by knowing that information.

Disclosures made to our *Whistleblower Officer*, or above persons, can be made verbally or in writing, and a summary of your disclosure will be provided to the Audit and Risk Management Committee (subject to maintaining your anonymity). As per our Access to Accounts and Information Policy, disclosures made by email may be stored on our servers and accessible, in limited circumstances, to people other than those to whom they are addressed. By making your disclosure by email, you consent to your email being treated in accordance with our Access to Accounts and Information Policy. If you do not wish for your disclosure to be stored on our servers and treated in accordance with our Access to Accounts and Information Policy, please make your disclosure through the Speak Up service, or by providing it in hard copy or verbally. For the avoidance of doubt, any *Yancoal* employee, *officer* or contractor who receives a disclosure, or becomes aware of a disclosure through the operation of our Access to Accounts and Information Policy, must comply with all aspects of this policy, including section 3.

### **3. Confidentiality**

#### **3.1 Whistleblower identity must be kept confidential**

Subject to section 3.2, the identity of a *whistleblower* (or information that is likely to lead to their identity becoming known) must be kept confidential unless the *whistleblower* has consented to the disclosure. We will do this by:

- obscuring your name and identifying features from any internal reporting about the disclosure (unless you agree for your identity to be known);
- engaging qualified staff to handle and investigate disclosures;
- storing all material relating to disclosures securely, in accordance with the procedures set out in section 2.3 above;
- limiting access to all information to those directly involved in handling and investigating the disclosure; and
- ensuring that anyone who is involved in handling and investigating your disclosure is aware of the confidentiality requirements.

#### **3.2 Permitted exceptions**

The identity of a *whistleblower* (or information that is likely to lead to their identity becoming known) may be disclosed without the *whistleblower's* consent if the disclosure is made to:

- a) a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to the operation of the *whistleblower laws*;
- b) the Australian Federal Police;
- c) the Australian Securities and Investments Commission;
- d) the Australian Prudential Regulatory Authority;
- e) the Australian Commissioner of Taxation if the disclosure concerns *Yancoal's tax affairs* or the *tax affairs* of an *associate* of *Yancoal*; or
- f) you consent to that disclosure.

You may lodge a complaint to a regulatory body, such as ASIC APRA or the ATO, if you believe that your confidentiality has been breached.

#### **3.3 Provision of *whistleblower* information to a court or tribunal**

You must not disclose or produce to a court or tribunal any information or documents which discloses the identity of a *whistleblower* (or information likely to lead their identity becoming known) without seeking the advice of:

- a) the *Whistleblower Officer*; or
- b) Group Counsel.

#### 4. Prohibition against victimisation

You must not cause or threaten any *detriment* to any person for a reason which includes that they or any other person:

- a) is or proposes to be a *whistleblower*; or
- b) is suspected or believed to be, or could be a, a *whistleblower*.

If you make a protected disclosure, you will also be protected from any of the following in relation to your disclosure:

- civil liability – for example, any legal action against you for breach of an employment contract, duty of confidentiality or another contractual obligation;
- criminal liability – for example, prosecution for unlawfully releasing information or unlawfully using your disclosure against you in a prosecution; and
- administrative liability – for example, disciplinary action for making a disclosure.

However, a *whistleblower* may be held liable for any personal misconduct revealed by their disclosure or an investigation following a disclosure.

You may seek compensation and other remedies through the courts if:

- you suffer loss, damage or injury because of a disclosure; and
- Yancoal failed to take reasonable precautions and exercise due diligence to prevent detrimental conduct.

We encourage you to seek independent legal advice if you wish to seek compensation or remedies in court. “***Detriment***” includes (but is not limited to):

- dismissal;
- injury of an employee in their employment;
- alteration of an employee’s position or duties to their disadvantage;
- discrimination, harassment or intimidation;
- harm or injury including psychological harm;
- damage to property, reputation or business of financial position;
- taking action against a *whistleblower* to enforce a right or subject them to a liability simply because they have made a disclosure.

#### 5. Investigations of information disclosed under this policy

When a disclosure is made which may fall under this policy, the following steps must be followed except where, in the opinion of the *Whistleblower Officer*, it would be inappropriate or unreasonable in the circumstances to do so:

- a) any person listed in section 2.3 who receives the information must submit the information to the *Yancoal Speak Up* service or *Whistleblower Officer* as soon as practicable, removing any

information which identifies or may identify the discloser of the information (the *potential whistleblower*) prior to doing so (unless the *potential whistleblower* has provided their consent to that disclosure);

- b) as soon as practicable, the *Whistleblower Officer* must determine whether the disclosure falls within the scope of this policy and, if so, appoint an investigator with no personal interest in the matter to conduct an investigation into the matters disclosed, if they determine it to be necessary or appropriate;
- c) the investigator must conduct any investigation in an objective and fair manner, ensuring to provide any employee who has been adversely mentioned in information provided by a *whistleblower* an opportunity to respond to the allegations made in respect of them prior to any adverse findings being made;
- d) the outcome of the investigation must be reported to the Board, and may be reported to the *whistleblower* and any persons affected as the *Whistleblower Officer* considers appropriate;
- e) subject to the exceptions allowed under section 3.2 of this policy or otherwise by law, the identity of a *whistleblower* (or information that is likely to lead to their identity becoming known) must be kept confidential at all times during and after the investigation (including in any reporting to the Board or to any persons affected). All persons responsible for or involved in an investigation must take all reasonable steps to reduce the risk that a *whistleblower* will be identified; and
- f) the *whistleblower* may raise any concerns or complaints regarding this policy or their treatment with the *Whistleblower Officer*.

We will aim to conclude the investigations within three months of receiving your disclosure but that time may vary depending on the nature of your disclosure.

## 6. Reporting to the Board

Subject to the confidentiality obligations in section 3, the *Whistleblower Officer* must provide the Board and/or delegated Board subcommittee at each meeting with a report on all active *whistleblower* matters, including information on:

- a) the number and nature of disclosures made in the last quarter;
- b) the status of any investigations underway; and
- c) the outcomes of any investigations completed and actions taken as a result of those investigations.

## 7. How this policy interacts with whistleblower laws

This policy complies with section 1317A1 of the *Corporations Act*. By making a disclosure in accordance with this policy, you may be afforded protection under the *whistleblower laws*.

While this policy principally deals with internal disclosures of information, the *whistleblower laws* also protect some types of disclosure made to external parties (such as to legal representatives, the Australian Securities and Investments Commission, the Australian Commissioner of Taxation, and members of parliament or journalists). Any person who is a *whistleblower* under the *whistleblower laws* must be treated in accordance with, and is entitled to, protections afforded by, this policy.

For more information about these laws, see the information available on the [ASIC website](#) and the [ATO website](#).

## 8. Review and changes to policy

The Board and/or Audit and Risk Committee shall review this policy annually to improve its effectiveness and employee confidence in the process and to encourage a “speak up” culture across the Company. Any material changes to this policy must be approved by the Board or its delegated subcommittee.

## 9. Consequences for non-compliance with policy

Any breach of this policy by an *officer*, employee or contractor will be taken seriously by *Yancoal*, and may be the subject of a separate investigation and/or disciplinary action.

A breach of this policy may also amount to a civil or criminal contravention under the *whistleblower laws*, giving rise to significant penalties.

## 10. Definitions

Unless the context requires, italicised terms in this policy have the following meaning:

**associate** means any individual who is:

- a) an associate within the meaning of the *Corporations Act*; or
- b) if the disclosure relates to our *tax affairs*, an associate within the meaning of section 318 of the *Income Tax Assessment Act 1936 (Cth)*.

**Corporations Act** means the *Corporations Act 2001 (Cth)*.

**detriment** has the meaning given in section 4 of this policy.

**family member** means a:

- a) *spouse, parent, child, sibling or other relative of an individual*; or
- b) dependent of the individual or their *spouse*.

**Yancoal** means Yancoal Australia Limited, each subsidiary and related body corporate of it, and any entity or mine operated or managed by it.

**officer** has the same meaning as in the *Corporations Act* (which includes but is not limited to directors and company secretaries).

**personal workplace grievance** means a grievance about any matter in relation to an individual's employment or former employment which has, or tends to have, implications only for the individual personally (for example, relating to your pay and employment conditions), and where the information does not:

- a) have significant implications to the entity to which it relates, or any other entity, that does not relate to the individual;
- b) concern *whistleblower* victimisation (see section 4 of this policy); or
- c) concern the following types of misconduct or an improper state of affairs or circumstances:

- (i) a criminal offence or contravention of the *Corporations Act* or *Australian Securities and Investments Commission Act 2001* (Cth) suspected to have been committed by *Yancoal*, or an *officer* or employee of *Yancoal*;
- (ii) a Commonwealth criminal offence punishable by more than 12 months imprisonment suspected to have been committed by *Yancoal*, or an *officer* or employee of *Yancoal*;
- (iii) illegal conduct, such as theft, dealing in, or use of, illicit drugs, actual or threatened violence, corruption, bribery, criminal damage to property or breaches of work health and safety laws;
- (iv) fraud, money laundering, secret commissions or misappropriation of funds;
- (v) a danger to the public or the financial system posed by *Yancoal*, or an *officer* or employee of *Yancoal*; or
- (vi) misconduct or an improper state of affairs or circumstances in relation to *Yancoal's tax affairs*, or the *tax affairs* of an *associate* of *Yancoal*.

**relative** has the same meaning as in the *Corporations Act*.

**senior manager** means those persons, other than a director or company secretary, who makes, or participates in making, decisions that affect the whole, or substantial part, of the *Yancoal* or has the capacity to affect significantly *Yancoal's* financial standing such as a member of Executive Committee, General Manager or Mine Operations Manager.

**spouse** means the married, de facto or registered partner of the individual.

**tax affairs** means affairs relating to any tax imposed by or under, or assessed or collected under, a law administered by the Australian Commissioner of Taxation.

**whistleblower** means a person who is eligible for protection as a *whistleblower* under this policy or under the *whistleblower laws*.

**whistleblower laws** means either or both of regimes contained in Part 9.4AAA of the *Corporations Act* and Part IVD of the *Taxation Administration Act 1953* (Cth).

**Whistleblower Officer** means the person identified in section 2.3 of this policy, being *Yancoal's* Executive General Manager Risk & Audit.