



# **OZ MINERALS POLICY: Whistleblower Policy**

GROUP POLICY

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## 1. Introduction

The OZ Minerals Limited's Board of Directors is committed to fostering a culture of compliance, ethical behaviour and good corporate governance. As part of its Corporate Governance program OZ Minerals promotes the importance of ethical behaviour and encourages the reporting of improper, unlawful and unethical behaviour.

As stated by OZ Minerals' Code of Conduct OZ Minerals will not prejudice any employee as a consequence of he/she raising with management in good faith any breach of law or any violation of OZ Minerals' principles or values or any other legal or ethical concerns.

This policy documents OZ Minerals' commitment to maintaining an open working environment in which employees and contractors are able to report instances of unethical, unlawful or undesirable conduct without fear of intimidation or reprisal.

Unethical, unlawful or undesirable conduct is referred to in this policy as **unacceptable conduct**. Examples of unacceptable conduct are given in section 4 below.

References in this policy to OZ Minerals include references to OZ Minerals, and all subsidiaries of the companies.

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## 2. Purpose

The purpose of this policy is to:

- help detect and address unacceptable conduct;
- help provide employees and contractors with a supportive working environment in which they feel able to raise issues of legitimate concern to them and to OZ Minerals;
- provide a Disclosure line which can be used for reporting unacceptable conduct; and
- help protect people who report unacceptable conduct in good faith.

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## 3. Scope

The policy applies to all directors, employees (full time, part time, casual), contractors and consultants ("staff") of OZ Minerals and its subsidiaries.

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## 4. Conduct Covered by this Policy

### 4.1. Unacceptable Conduct

Unacceptable conduct covered by this policy includes any conduct which:

- is dishonest, fraudulent or corrupt;
- is illegal, such as theft, drug sale or use, violence, harassment or intimidation, criminal damage to property or other breaches of state or federal law;
- is unethical, such as dishonestly altering company records or data, adopting questionable accounting practices or wilfully breaching OZ Minerals' Corporate Code of Conduct;
- is potentially damaging to OZ Minerals or an OZ Minerals person, such as unsafe work practices or substantial wasting of company resources;
- may cause financial loss to OZ Minerals or damage its reputation or be otherwise detrimental to OZ Minerals' interests; or

- involves any other kind of serious impropriety.
- involves any direct or indirect detrimental action against an OZ Minerals person as a result of the OZ Minerals person making a disclosure under this policy.
- is in breach of laws in any of overseas jurisdictions in which the company operates

## 5. Complaint Procedure

OZ Minerals has established various systems for the reporting and management of complaints in dealing with reports of unacceptable conduct.

### 5.1 OZ Minerals' internal system

It is expected that an OZ Minerals person will be able to resolve most concerns or queries relating to their employment with, or the operations of, OZ Minerals by discussing them with:

- their immediate supervisor
- the Company Secretary; or
- the Chief Executive Officer.

However, OZ Minerals recognises that there may be issues of such sensitivity that an OZ Minerals person does not feel able to use these options. Alternatively, there may be occasions where the OZ Minerals person in question does not feel the concern they have raised has been adequately addressed or where they feel the parties above may not be impartial. In these cases, the Disclosure line is available.

An OZ Minerals person proposing to make a report to the Disclosure line should do their best to ensure that there is a reasonable basis for the report. However, it is not the reporting person's job to investigate or prove a case of unacceptable conduct.

### 5.2 The Disclosure Line

The Disclosure Line is a disclosure line operated by STOPline Pty Ltd. An OZ Minerals person may use the Disclosure Line to report, or receive guidance in respect of, suspected unacceptable conduct.

Contact details for the Disclosure Line are set out in section 9.3 below.

### 5.3 What happens when I contact the Disclosure line?

Where an OZ Minerals person contacts the Disclosure line to discuss suspected unacceptable conduct, the person who receives the call will make a record of all of the relevant data provided by the OZ Minerals person. The OZ Minerals person will have the option of either identifying themselves or remaining anonymous.

Other than in the circumstances described in section 5.4 below, STOPline will refer the matter and provide a copy of its records in relation to the matter to OZ Minerals' Company Secretary or his or her delegate for confidential investigation.

### 5.4 Disclosure protected by the Corporations Act.

Under the Australian Corporations Act, the disclosure of information relating to unacceptable conduct qualifies for certain protections where:

- the disclosure is made by an OZ Minerals person to any of the Australian Securities and Investments Commission (**ASIC**), OZ Minerals' external auditor or a member of the external audit team, a director, secretary or senior manager of OZ Minerals or the Disclosure line;
- the OZ Minerals person making the disclosure provides his or her name prior to disclosing the information;

- the OZ Minerals person has reasonable grounds to suspect that the unacceptable conduct relates to a breach of the Corporations Act in Australia; and
- the disclosure is made in good faith.

Where information is disclosed by an OZ Minerals person in accordance with these criteria, the person receiving the information may not tell anyone other than ASIC, the Australian Prudential Regulation Authority or the Australian Federal Police any of:

- the information disclosed;
- the identity of the person making the disclosure; or
- any information which will enable the identification of the person making the disclosure,

unless the OZ Minerals person consents to that disclosure.

## 5.5 Lodging a complaint from Overseas Locations

Disclosures could be made to the hotline service by telephone, mail, facsimile or email from overseas locations. All aspects relating to Identification / Anonymity apply as per above. However an alternate telephone number is required for overseas locations.

The personal contact service is offered between 0800 and 1800 hours Australian Eastern Time. Contacts may be initiated outside local business hours for the cost of a local call.

A designated number is available for international callers to contact STOPline via reverse charges. **STOPline will accept all calls on this number.** Total anonymity can be maintained through the use of a pseudonym as the operator requires a name to permit connection.

The telephone number is **61 3 9811 3275**

## 5.6 Language

As the OZ Minerals community may cover some designated stakeholders where English is a second language; where an individual is not confident in making a disclosure in English, a confidential email, letter or fax in their native language is welcome. To ensure accuracy and confidentiality, STOPline will engage a court appointed translator for the purpose of ensuring accuracy of the translation before review.

Should an interpreter service be required in response to a telephone disclosure, STOPline will undertake the process in conjunction with an interpreter from the Translating and Interpreter Service (TIS National); a service provided the Australian Government's Department of Immigration, Multicultural and Indigenous Affairs (DIMIA).

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## 6. Investigating Reports of Unacceptable Conduct

### 6.1 Who investigates a report?

Where a report of suspected unacceptable conduct is referred by STOPline to OZ Minerals' Company Secretary (Whistleblower Investigation Officer) or his or her delegate, a senior OZ Minerals officer or appropriately qualified person will be asked to conduct a thorough investigation of the report.

In certain circumstances (for example where the report involves allegations of fraud) the Company Secretary may decide to appoint external investigators.

Managers will only be asked to investigate a matter if they can do so in an impartial manner. For example, a manager will not be asked to investigate any matter which relates to their own Business Unit.

Where a report of suspected unacceptable conduct relates to a significant matter involving the Chief Executive Officer or the Company Secretary STOPline will refer the matter directly to the *Chairman of the Compliance Committee*.

## **6.2 Investigation Procedure**

The person appointed to investigate the report will be required to follow normal OZ Minerals procedures for handling a complaint or disciplinary issue. This would generally involve:

- undertaking a fair, independent and discreet investigation into the substance of the report to determine whether there is evidence to support the matters raised;
- respecting individual confidentiality (see section 8 for further information on confidentiality);
- collecting all available data and verifying the reported information;
- in order to observe the rules of procedural fairness, interviewing any relevant person to understand their perspective;
- proceeding with due care and appropriate speed; and
- consulting or informing employee representative bodies as required.

Where the OZ Minerals person initiating the inquiry has identified themselves, the investigating manager would be likely to begin by interviewing that person. However, their identity would not be made known to other parties without their specific consent or in the circumstances set out in section 8.1 below.

STOPline provides a secure code and password for anonymous disclosures. Persons making such disclosures can use such to provide further and better particulars to assist the investigation.

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## **7. Outcome of Investigations**

### **7.1 What happens after an investigation?**

At the end of the investigation, the investigating officer will report their findings to the Company Secretary who will determine the appropriate response. This response will include rectifying any unacceptable conduct and taking any action required to prevent any future occurrences of the same or similar conduct.

Where issues of discipline arise the response will also be in line with OZ Minerals' procedures for disciplinary matters. Where allegations of unacceptable conduct made against another person cannot be substantiated, that person will be advised accordingly and will be entitled to continue in their role as if the allegations had not been made.

### **7.2 What if I have been involved?**

A person who has committed or been involved in unacceptable conduct will not be immune from disciplinary action merely because they have reported the unacceptable conduct in accordance with this policy. However, the person's conduct in making the report is likely to be taken into account in determining what disciplinary action is appropriate.

### **7.3 Will I be kept informed?**

Once the matter is completed a verbal report will be made to the OZ Minerals person initiating the matter. This report will explain the findings and actions taken to the fullest extent possible within commercial, legal and confidentiality constraints. Where the OZ Minerals person initiating the matter chooses to remain anonymous, alternative arrangements if possible will be made for providing a verbal report of the outcome of the investigation to that person.

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## 8. Protecting Confidentiality and Privacy

### 8.1 Will my report be treated confidentially?

If an OZ Minerals person makes a report of unacceptable conduct under this policy, OZ Minerals will endeavour to ensure that person's identity is protected from disclosure.

Accordingly, OZ Minerals will not disclose the OZ Minerals person's identity unless:

- the OZ Minerals person making the report consents to the disclosure;
  - the disclosure is required by law;
  - the disclosure is necessary to prevent or lessen a serious threat to a person's health or safety; or
  - it is necessary to protect or enforce OZ Minerals' legal rights or interests or to defend any claims.
- OZ Minerals will also ensure that any records relating to a report of unacceptable conduct are stored securely and are able to be accessed only by authorised staff.

Unauthorised disclosure of:

- the identity of a OZ Minerals person who has made a report of unacceptable conduct; or
- information from which the identity of the reporting person could be inferred,

will be regarded as a disciplinary matter and unacceptable conduct under this policy and will be dealt with in accordance with OZ Minerals' disciplinary procedures.

### 8.2 Will I be protected if I make a report?

OZ Minerals is committed to protecting and respecting the rights of any OZ Minerals person who reports unacceptable conduct in good faith.

OZ Minerals will not tolerate any reprisals, discrimination, harassment, intimidation or victimisation against any person suspected of making a report of unacceptable conduct, or against that person's colleagues, employer (if a contractor) or relatives. Any such retaliatory action will be treated as serious misconduct and will be dealt with in accordance with OZ Minerals' disciplinary procedures.

An OZ Minerals person who intends to make a report under this policy may make a request for special protection measures if their identity is likely to be readily inferred from the nature of the information in the report. Requests will be considered taking into account both the OZ Minerals person's interests and those of OZ Minerals.

**Note:** false and malicious complaints must not be made and do not qualify for protection under this Policy. Such reports will be considered as a serious matter and may be subject to disciplinary action.

### 8.3 Can I make a report anonymously?

As described above, anonymous reports of unacceptable conduct may be made to the Disclosure line. However, for an anonymous report to be investigated it must contain sufficient evidence to form a reasonable basis for investigation. Further, an OZ Minerals person who anonymously reports unacceptable conduct relating to breaches of the Corporations Act to ASIC, the auditor or directors or management of OZ Minerals will not be entitled to the statutory protection contained in that Act. Statutory protection is available if the OZ Minerals person identifies themselves to STOPline but requests anonymity from OZ Minerals.

### 8.4 Privacy issues

To the extent that any of the information recorded by STOPline on OZ Minerals' behalf constitutes "personal information" about the caller under applicable privacy law, it should be noted that:

- the purpose of the collection of that information is to assist STOPline and OZ Minerals to respond to issues raised by the caller and to protect or enforce OZ Minerals' legal rights or interests or to defend any claims;
- personal information may be used for the primary purpose for which it was collected or for any related secondary purpose that could reasonably be expected; and
- personal information may be disclosed as described under section 6.1 above.

OZ Minerals' policy is not to collect "sensitive information" without the consent of the person to whom it relates unless the collection is required by law, is necessary to prevent or lessen a serious and imminent threat to the person's (or another person's) life or health or is necessary in relation to legal proceedings (current, anticipated or potential). "Sensitive information" means information or an opinion about a person's racial or ethnic origin, political opinions, membership of a political association, religious beliefs or affiliations, philosophical beliefs, memberships of a profession or trade, membership of a trade union, sexual preferences or practices, criminal record or health.

Further details are available in the OZ Minerals Privacy Guidelines.

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## 9. Policy Review and Contact Details

### 9.1 Reports provided under this Policy

STOPline will provide reports containing a general summary of the number and type of calls made to the Disclosure line together with a description of the nature and results of any investigation conducted as a result of a call. In the compilation of these reports the identity of any person who has made a report under this policy in good faith or any information which may enable that person to be identified will not be disclosed.

These reports will be provided to the Company Secretary or his delegate and to the Compliance Committee every quarter.

Reports will also be prepared which contain a general summary of the number and type of incidents identified or complaints received through OZ Minerals' internal reporting processes, together with a description of the nature and results of any investigation conducted as a result of a reported incident or complaint.

These reports will also be provided to the Managing Director and CEO or his delegate on a regular basis (the frequency to be determined by the Managing Director and CEO from time to time) and to the Compliance Committee every quarter.

A consolidated report will also be provided to the Audit & Risk Committee each year.

### 9.2 Review of this policy and programme

The Company Secretary will use the reports provided under this policy to monitor and review regularly the effectiveness of the protection programme described in this policy.

### 9.3 Contacting the Disclosure line

An OZ Minerals person may contact the Disclosure line:

By **telephone**:

- from within Australia by calling **1300 30 45 50**; or
- from outside Australia by calling **61 3 9811 3275 (Reverse Charges)**

By **fax**:

- from within Australia to fax number **61 3 9882 4480**; or
- from outside Australia to fax number **61 3 9882 4480**

By **mail**:

OZ Minerals  
c/o The STOPline  
Locked Bag 8, HAWTHORN VIC 3122  
AUSTRALIA

By **confidential email**:

OZ Minerals@stopleveline.com.au