

# WHISTLEBLOWER Policy

1. Purpose .....	2
2. Who this policy applies to .....	2
3. Protected disclosures.....	3
4. Who can disclosures be made to? .....	4
5. How to make a disclosure .....	6
6. Handling and investigating disclosures .....	6
7. Support and protections for disclosers .....	7
8. Consequences of breaching this policy .....	8
10. Review details.....	9

# WHISTLEBLOWER Policy

## 1. Purpose

The purpose of this Whistleblower Policy (the “Policy”) is to:

- encourage disclosers to report an issue if they reasonably believe someone has engaged in serious wrongdoing;
- outline how Orocobre will deal with whistleblowing reports; and
- set out the avenues available to disclosers to report serious wrongdoing to Orocobre Limited (“Orocobre”)

By implementing this Policy, Orocobre would like to make clear that misconduct or any improper action by company officers, employees, contractors (including contractor employees), volunteers and suppliers (including supplier employees) of Orocobre and/or Orocobre Affiliates will not be tolerated.

---

## 2. Who this Policy applies to?

This policy applies to anyone who discloses misconduct or an improper state of affairs or circumstances (discloser) warranting protection under Australia’s Whistleblower laws, and anyone who interacts or engages with a discloser, including, persons who accept and manage protected disclosures in Orocobre.

To qualify for protection, a discloser must be someone who is, or has been, any of the following with respect to all entities within Orocobre:

- employees;
- directors;
- officers;
- contractors (including employees of contractors);
- suppliers (including employees of suppliers);
- associates;
- consultants; and
- relatives, dependents, spouses, or dependents of a spouse of any of the above.

While every worker is required to comply with this Policy, this Policy is not incorporated as a term of any employment contract or contract for services and does not create any rights enforceable by a worker against Orocobre. To the extent that there is an inconsistency between the law and this Policy, the law will prevail.

# WHISTLEBLOWER

## Policy

### 3. Protected disclosures

Under the Whistleblower Laws, disclosers will receive protection if the matter relates to a “protected disclosure”.

#### 3.1 What is a Protected Disclosure?

“Protected disclosures” broadly include any matter that a discloser has reasonable grounds to believe is misconduct, or an improper state of affairs or circumstances. For example, the disclosure could include information about:

- fraudulent activity;
- unlawful, corrupt or irregular use of company funds or practices;
- illegal activities (including theft, dealing in or use of illicit drugs, violence or threatened violence and criminal damage against property);
- unethical and/or dishonest behaviour, including anything that would breach the Orocobre Code of Conduct published at the Orocobre website;
- improper or misleading accounting or financial reporting practices;
- a breach of legislation relating to Orocobre operations or activities, including the *Corporations Act 2001* (Cth);
- behaviour that is oppressive, discriminatory or grossly negligent;
- an unsafe work-practice;
- any behaviour that poses a serious risk to the health and safety of any person at the workplace;
- a serious risk to public health, public safety or the environment; or
- any other conduct which may cause loss to Orocobre or be otherwise detrimental to the interests of Orocobre.

#### 3.2 What is not a Protected Disclosure?

“Personal workplace grievances” means a grievance about any matter in relation to the discloser’s employment, or former employment, having (or tending to have) implications for the discloser personally. This includes:

- an interpersonal conflict between the discloser and another employee;
- a decision relating to the engagement, transfer or promotion of the discloser;
- a decision relating to the terms and conditions of engagement of the discloser; and

# WHISTLEBLOWER

## Policy

- a decision to suspend or terminate the engagement of the discloser, or otherwise to discipline the discloser.

Personal workplace grievances are not protected disclosures and should be reported and addressed in accordance with Orocobre relevant policies, procedures, documents and agreements.

### 3.3 Reasonable Grounds

Protected disclosures must be made on “reasonable grounds”. Reasonable grounds means that a person in your position, acting reasonably, would also suspect that the information demonstrates misconduct or an improper state of affairs or circumstances within Orocobre.

The protected disclosure does not ultimately have to be true to constitute a disclosure made on reasonable grounds. Disclosers can still qualify for protection even if the disclosure turns out to be untrue.

---

## 4. Who can disclosures be made to?

### 4.1 Internal Reporting

Orocobre encourages anyone wishing to make a disclosure to first report any matters of concern to one of the Orocobre “eligible recipients”.

Orocobre eligible recipients are:

- Mr. Robert Hubbard - Chair of the Board
- Mr. Rick Anthon - General Counsel and Joint Company Secretary
- Mr. Nicolás Mordegliá - Chief Legal & Communications Officer
- External Reporting tool (Resguarda): Online / Phone contact channel where issues can be reported

Orocobre preference is for disclosures to be reported internally in the first instance. However, Orocobre recognises that it may not always be appropriate to do so. Disclosers will still qualify for Whistleblower protections if a protected disclosure is made to a legal practitioner, an authorised regulatory body or external third party, as explained below.

### 4.2 National Regulatory Bodies

Where it is not appropriate to make an internal disclosure, or where the person making a report does not feel comfortable making an internal report, or where a discloser has made an internal report but no action has been taken within a reasonable time, protected disclosures may be made to regulatory bodies or competent authorities, such as but not limited to:

- Australian Securities and Investments Commission (ASIC)

# WHISTLEBLOWER Policy

- Australian Prudential Regulation Authority (APRA)
- The Australia Taxation Commissioner
- The Australian Federal Police (AFP)
- A lawyer to obtain advice about the disclosure and the associated implications.
- The competent authority in the countries where Orocobre Operates, including criminal or administrative complaint.

## 4.3 Disclosures to Parliamentarians, Judges and Journalists

It is recognised that if conduct in connection with Orocobre is of particular gravity and urgency, disclosure to a member of parliament, a Judge or to a journalist may be justified.

A “public interest disclosure” may be made to a member of parliament, a Judge or to a journalist where:

- A disclosure has been made to a regulatory body;
- 90 days has passed since the disclosure was made;
- There are reasonable grounds to believe that no action is being, or has been taken, to address the matters raised;
- The discloser has informed the regulatory body that they intend to make a public interest disclosure; and
- The extent of the information disclosed is no greater than necessary to inform the recipient of the misconduct or improper state of affairs to which the first disclosure related.

An “emergency disclosure” may be made to a member of parliament, a Judge or to a journalist where:

- A disclosure has been made to a regulatory body;
- There is an imminent risk of serious harm or danger to public health or safety, or to the financial system, if the information is not acted on immediately;
- The discloser has informed the regulatory body that they intend to make an emergency disclosure; and
- The extent of the information disclosed must be no greater than is necessary to inform the recipient of the substantial and imminent danger.

Orocobre recommends that a discloser seek independent legal advice before making a public interest or emergency disclosure.

# WHISTLEBLOWER Policy

## 5. How to make a disclosure

If a person has reasonable grounds to believe that conduct constituting misconduct or an improper state of affairs or circumstances exists in connection with Orocobre, Orocobre strongly encourages that person to report their concerns, either verbally or in writing, to an “eligible recipient” within Orocobre or as otherwise specified under Section 4 of this Policy.

Orocobre encourages disclosers to provide their name when making a disclosure in order to facilitate appropriate follow up questions and assist with the investigation process. However, a discloser can report a protected disclosure anonymously and still qualify for Whistleblower protections. A discloser can choose to remain anonymous while making a disclosure, during an investigation and after the investigation is finalised.

To maintain confidentiality, disclosers should not talk with other workers, clients or suppliers, extended family or friends, or the media (except in the circumstances specified under Section 4.3) about any protected disclosure, other than on a ‘need to know’ basis or if the eligible recipient has directed or approved the disclosure on behalf of Orocobre.

Breaching the confidentiality of a current disclosure, complaint or investigation or inappropriately disclosing personal information obtained in the course of a disclosure, complaint or investigation is a serious breach of this policy and may lead to formal disciplinary action.

Those directly involved in a protected disclosure (i.e. discloser and respondent) are entitled to seek personal and professional support or advice and seeking of such support or advice (for example, from someone who has knowledge of the protected disclosure) is not considered a breach of confidentiality.

---

## 6. Handling and investigating disclosures

When Orocobre receives a disclosure, we will assess the disclosure to determine whether it qualifies for protection under the Whistleblower laws and whether a formal investigation is warranted.

Orocobre’s approach for investigating disclosures will depend on each individual circumstance and the nature of allegations. The investigation will be conducted by a suitably qualified person or organisation appointed by Chair of the Board.

The usual process for investigating disclosures is set out below. However, where it is considered appropriate to do so, Orocobre may alter the process and will advise the relevant parties of the revised process.

# WHISTLEBLOWER Policy

Generally, the investigation process will include the following steps:

- obtain all relevant information from the discloser and keep them informed of the process subject to legal constraints
  - advise the person who is the subject of the disclosure about the disclosure and allegation(s)
  - provide the person who is the subject of the disclosure with an opportunity to respond to the allegation(s)
  - interview any relevant witnesses and collect evidence
  - if necessary, seek further information from the person who is the subject of the protected disclosure, the discloser and/or witnesses
  - assess the evidence and form a view about whether the allegations are substantiated
  - inform the discloser and person who is the subject of the disclosure of the investigation findings.
- 

## 7. Support and protections for disclosers

If a person makes a protected disclosure on reasonable grounds in accordance with this Policy, the Whistleblower Law protects them against:

- victimisation or suffering any detriment due to making a protected disclosure
- the disclosure of their identity without their consent
- civil, criminal or administrative liability for making a disclosure. In addition, information shared by disclosers generally cannot be used in legal proceedings against them, unless the proceedings relate to the falsity of the information disclosed.

Orocobre will take steps to ensure that:

- disclosers and any person who is the subject of a protected disclosure are treated fairly and with respect – for example, by:
  - conducting investigations with regard to a person's right to natural justice and procedural fairness;
  - providing access to counselling services for support;
- the protected disclosure and investigation are dealt with in strict confidence – for example, by:
  - password protecting sensitive documents;
  - keeping sensitive documents in a locked cupboard;

# WHISTLEBLOWER Policy

- only disclosing information to those directly involved in the investigation;
- reminding those involved about confidentiality requirements;
- the identity of the discloser is protected (where requested by the discloser) – for example, by:
  - redacting the discloser’s name and other identifying information from documents;
  - only those directly involved in the investigation will know the discloser’s identity;
  - referring to the discloser using gender-neutral pronouns;
- the discloser does not suffer any detriment – for example, by:
  - reassigning the discloser to a different role;
  - allowing the discloser to work from a different location;
  - helping the discloser to manage stress, time, performance or other challenges resulting from making a protected disclosure;

Examples of unlawful and detrimental conduct taken against a discloser includes:

- dismissing them or terminating their employment, even if the making of a protected disclosure constitutes a breach of contract
- altering their position
- discriminating against them
- harassing them
- damaging their reputation.

Counselling is confidential and nothing discussed with a counsellor will be communicated back to Orocobre. Counselling is available free to disclosers and any person who is the subject of a protected disclosure.

---

## 8. Consequences of breaching this Policy

If a person breaches this Policy, they may be subject to disciplinary action which may lead to termination of their employment or contract of services with Orocobre.

If a discloser suffers any detriment or damage because they have made a protected disclosure, the discloser may claim remedies such as compensation, an injunction or an apology pursuant to the relevant Whistleblower Law.

# WHISTLEBLOWER Policy

## 9. Communications

Information about this policy will be provided to all officers and employees:

- with their contracts of employment
- at least annually via email.

A copy can also be found on the Orocobre website ([www.orocobre.com](http://www.orocobre.com)).

If you have a query about this Policy or need further information, please contact Mr. Rick Anthon (General Counsel and Joint Company Secretary) via email ([ranthon@orocobre.com](mailto:ranthon@orocobre.com)).

Employees in Argentina should contact 0800 999 4636 or 0800 122 7374, or email [denuncias.orocobre@resguarda.com](mailto:denuncias.orocobre@resguarda.com).

---

## 10. Review details

This Policy was adopted by Orocobre on 20 December 2019.

This Policy was last updated on 14 December 2020.