

# Whistleblower Policy

## 1. Purpose of the Policy

Denison Gas Limited and its subsidiaries, including Denison Gas (Queensland) Pty Ltd and Orient Petroleum Services Pty Ltd ("Denison Gas" or "Group") are committed to high standards of conduct and ethical behaviour in our business activities. We support a culture of honesty and good ethical practice, corporate compliance and corporate governance and encourage speaking up and reporting conduct which is inconsistent with these values or which may be unlawful.

This Whistleblower Policy sets out our commitment to encourage the reporting of any instances of wrongdoing involving the Group's business and to ensuring that individuals who disclose such wrongdoing can do so safely, securely and with confidence that they will be protected and supported. It explains what types of matters are reportable ("Reportable Conduct"), how to make a report, how Denison Gas will respond and the protections available to whistleblowers under this Policy and the law.

## 2. Application of this Policy

This Policy applies to:

- all entities within the Group;
- all directors, officers, employees, contractors and agents; and
- all suppliers and their employees and secondees to the Group.

Anyone with information about potential misconduct is encouraged to "speak up" and make a report, including:

- Current and former directors, alternate directors, officers, employees (full and part time), temporary staff (including secondees) and contractors;
  - Current and former service providers (e.g. auditors, accountants, brokers and consultants) and suppliers (whether paid or unpaid) and their current and former employees;
  - associates of the Company; and
  - their relatives, dependants and spouses.

Denison Gas requires that its directors, officers and employees comply with this Policy. Any personnel who in any way retaliates against a whistleblower for making or intending to make a report under this Policy will be subject to disciplinary actions (including termination of employment).

A breach of this Policy may have serious consequences including civil and criminal penalties.

## 3. Stakeholders and Responsibilities

The Board	Approves the policy and procedures and updates to those documents; receives regular periodic reports on whistleblowing matters; reviews the effectiveness of the policy.
Chief Executive Officer	Owner of the whistleblowing policy and responsible for oversight of the Policy.
Whistleblower Protection Officer	Acts as whistleblower protection adviser and responsible for:

	<ul style="list-style-type: none"> <li>• periodically reviewing and updating the Policy, processes and procedures and for implementing the Policy and any changes;</li> <li>• ensuring the integrity of the reporting mechanism;</li> <li>• progressing reports and ensuring timely investigations and responses; and</li> <li>• monitoring and periodic reporting to the CEO and the Board on the whistleblowing policy.</li> </ul>
HR Representative	Supporting training, education and communications about the policy.

The Whistleblower Protection Officer shall:

- provide information and assistance to whistleblowers or people considering reporting;
- review and provide guidance to investigators on practical steps to protect whistleblowers from detriment; and
- escalate matters as appropriate to the Chief Executive Officer and the Board.

#### 4. What is Reportable Conduct?

Reportable Conduct is any suspected or actual misconduct, improper state of affairs or circumstances in relation to Denison Gas and its business activities. Examples of Reportable Conduct include:

- a. practices or behaviours which are dishonest, fraudulent or corrupt, including bribery;
- b. illegal activities such as theft, violence, harassment or intimidation, criminal damage to property;
- c. behaviour which is unethical or in violation of the Company’s policies such as dishonestly altering company records or data, adopting questionable accounting practices or wilfully breaching the Company’s Code of Conduct or other policies or procedures;
- d. actions to conceal Reportable Conduct;
- e. conduct which is potentially damaging to the Company, a Company employee or a third party, such as being under the influence of drugs or alcohol and other instances which may lead to unsafe work practices, environmental damage, health risks or abuse of the Company’s property or resources;
- f. conflicts of interest, including those relating to outside business interests, relationships, improper payments and donations;
- g. concerns that relate to matters which represent a danger to the public or the financial system, even if it does not involve a breach of a particular law;
- h. conduct which involves harassment, discrimination, victimisation or bullying, other than personal work-related grievances;
- i. information about Denison Gas and its employees or officers which indicates conduct or alleged conduct which constitutes an offence against or contravenes corporate and financial services laws<sup>1</sup>

<sup>1</sup> Corporations Act; Australian Securities and Investments Commission Act 2001, Banking Act 1959; Financial Sector (Collection of Data) Act 2001; Insurance Act 1973; Life Insurance Act 1995; National Consumer Credit Protection Act 2009; SIS Act and instruments made under these Acts.

or would result in an offence punishable by 12 months or more imprisonment under any Commonwealth law;

- j. behaviour which involves any other kind of misconduct, including negligence, breaches of trust and breaches of duty, or an improper state of affairs or circumstances; and
- k. conduct which is prescribed by regulation.

In some cases, Reportable Conduct will also be protected by the laws such as the *Corporations Act 2001* (Cth), the *Taxation Administration Act* (Cth) and the *Fair Work Act 2009* (Cth). For example, reports in respect of "disclosable matters" under the *Corporations Law* - see a, b, g, i, j and k above - will qualify for protection under that law. Other reports will not be protected by the *Corporations Law* but will be protected under this Policy and may be protected under other laws. More information on statutory protections is available below in section 9.

Potential misconduct generally does not include personal work-related grievances which are matters with a personal implication such as interpersonal conflicts, promotion decisions and disciplinary actions. Personal work-related grievances can be raised with your manager or the Group's HR representative in the first instance.

A grievance which involves Reportable Conduct will be treated as a matter under this Policy and may also qualify for legal protection.

## 5. When should I make a report?

Denison Gas encourages anyone to make a report if there are reasonable grounds to suspect that Reportable Conduct has occurred - it does not have to involve a breach or contravention of any law.

A person who makes a report may qualify for protection even if their disclosure turns out to be incorrect.

Employees have a duty to report if they are aware of Reportable Conduct so that the Company can take appropriate steps to deter future misconduct. As Reportable Conduct can impact the long term sustainability and reputation the Group, failure to report Reportable Conduct will be treated as a serious disciplinary matter.

Similarly, a false report of Reportable Conduct could significantly affect the Company's reputation and the reputations of officers and other staff members, with the potential for wasted time and effort. Accordingly, any deliberately false reporting of a Reportable Conduct, whether under this Policy or otherwise, will also be treated as a serious disciplinary matter.

## 6. Advice and Information

Anyone considering making a report or wanting advice about this Policy and the protections available for whistleblowers can approach the Group's General Counsel or the Group's HR Representative. This includes:

- support that Denison Gas can take to protect against retaliation and for well-being;
- the escalation process if concerns have not been responded to in accordance with this policy or where retaliation or detriment has occurred; and
- further sources of information about the protections available to whistleblowers under the law.

## 7. Who Can I Make a Report To?

Denison Gas would like to identify and address any wrongdoing as early as possible. To ensure appropriate escalation and timely investigation, Reportable Matters can be reported to any of the following authorised individuals:

- Whistleblower Protection Officer;
- HR Representative;
- Any company secretary;
- The Chief Executive Officer;
- The Chief Operating Officer; or
- Any Director of the Company's Board.

Reports can also be made, either anonymously or disclosing your identity:

**By email** - [whistleblower@denisongas.com.au](mailto:whistleblower@denisongas.com.au)

**By letter** addressed as follows:

STRICTLY PRIVATE AND CONFIDENTIAL - TO BE OPENED BY ADDRESSEE ONLY  
Attention: Whistleblower Protection Officer  
c/- PO Box 1240  
Chatswood NSW 2057

### Reports to External Parties

Additionally, a discloser can make a report directly to the following external people or bodies:

- The Company's external auditor;
- ASIC;
- APRA;
- A lawyer (to obtain advice or representation); or
- A relevantly prescribed Commonwealth authority.

## 8. What Information do I Need to Provide in my Report?

Denison Gas encourages a report to include all available information about the Reportable Conduct in order to provide a reasonable basis for investigation wherever possible. This may include any known details about the event(s) underlying the report, such as:

- Date;
- Time;
- Location;
- Name of the person(s) involved;
- Possible witnesses to the events;

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- Other evidence of the events (e.g. documents, emails); and
- Any other relevant information including occurrences after the Reportable Conduct.

You should also tell us about steps you have taken previously to report the matter elsewhere or resolve the concern.

## 9. Protection of Whistleblowers

The Company is committed to ensuring confidentiality in respect of all matters raised under this Policy, and that those who make a report are treated fairly and do not suffer detriment. The protections offered include the following:

### 9.1 Protection against detriment

You will be protected under this policy when you make a disclosure of a Reportable Conduct even if the investigations rules that your concern was not substantiated or if a determination was not possible.

No person may cause detriment to someone else, or threaten detriment, because they believe that the person has or will make a report. Detrimental treatment includes dismissal, demotion, harassment, discrimination, disciplinary action, bias, threats or other unfavourable treatment.

If you are subjected to detrimental treatment as a result of making a report under this Policy, you should inform one of the authorised parties listed in clause 7. You may also seek independent legal advice or contact regulatory bodies such as ASIC, APRA or the ATO.

### 9.2 Protection of your identity and confidentiality

Denison Gas will look to protect the identity of anyone who reports a concern.

A reporter's identity and their status as a whistleblower (and any information that Denison Gas has as a result of the report which could be used to identify the reporter) will only be disclosed if you consent to that disclosure or where the disclosure is required by law such as when the concern is reported to a regulator.

If Denison Gas needs to investigate a report, it may disclose your identity to legal practitioners (in order to take legal advice) and investigators who have a need to know. In all instances, Denison Gas will take reasonable steps to reduce this risk including obtaining appropriate undertakings from those parties. All files and documents created from an investigation will be retained securely by the General Counsel.

Denison Gas wants to assure whistleblowers that it views a release of information in breach of this Policy as a serious matter and will deal with any breaches under the Company's disciplinary procedures.

### 9.3 Statutory protections

All reports of Reportable Conduct are protected under this Policy. However, only certain kinds of reports are protected by law - see Attachment 1 to this Policy.

### 9.4 Other Protections Available

Other protections may be available in response to the specific report and the circumstances, including:

- monitoring and managing the behaviour of other employees;
- relocation of personnel to a different office;
- offering a leave of absence or flexible workplace arrangements while a matter is investigated;
- access to counselling or other support services;

- rectifying detriment that has been suffered.

## 10. Investigation of Reportable Conduct

Denison Gas is committed to ensuring that all matters reported under this Policy are investigated fairly and confidentially and in a timely manner. All Denison Gas directors, officers and employees and other personnel must cooperate fully with any investigations.

### 10.1 Purpose of the Investigation

The purpose of the investigation is to gather all relevant information about the allegations raised in the report, including information which may be provided by a person identified in the report. The appropriateness of doing so will be considered especially if it places the reporter or another person in a vulnerable position. Denison Gas may appoint others to assist with the investigation of a report, including external legal advisers and investigators.

### 10.2 Investigation Process

After receiving a report, an acknowledgement of receipt will be provided as soon as possible and in any event, within 3 business days of receipt, where the reporter's identity and contact details have been provided.

Where a report is submitted anonymously, the Company will conduct the investigation and its enquiries based on the information provided to it. The investigation may be limited by that circumstance and it may be difficult to offer the same level of practical support or protection if Denison Gas does not know the identity of the whistleblower.

Denison Gas will conduct a review as soon as possible after receipt of a report to determine what action is necessary, including whether to investigate. Denison Gas will also consider whether a report qualifies for specific protections and whether a formal, in-depth investigation is required. Investigations will be completed promptly and fairly by an authorised, impartial investigator who is independent of the business area concerned, and any person who is the subject of the Reportable Conduct. The investigator will prepare a written report setting out key findings and areas for improvement.

Where a person is being investigated, the details of the report involving them will be communicated to them (to the extent permitted by law) to provide an opportunity for a response.

If it is appropriate to do so, the Whistleblower Protection Officer or investigator will discuss the investigation procedure with you. However, this may not occur if doing so could prejudice the investigation, place another person's well-being at risk, or put a person at risk of harassment or intimidation.

### 10.3 How long will the investigation take?

The investigation process will vary depending on the nature of the Reportable Conduct and the amount of information provided. Denison Gas will provide regular updates where possible during the key stages of any investigation - the frequency and timeframe may vary depending on the nature of the report.

If there is insufficient information to warrant further investigation, or the initial investigation immediately identifies there is no case to answer, the investigator will notify you at the earliest possible opportunity.

### 10.4 How will I receive feedback on my investigation?

The Whistleblower Protection Officer will tell you the outcome of the investigation if appropriate and permitted by law. Potential outcomes include:

- Your concern was substantiated, and appropriate action has been taken;

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- Your concern was not substantiated, and no further action will be taken unless further evidence becomes available;
- A determination was not possible, and no further action will be taken unless further evidence becomes available; and
- You may be provided with further feedback, subject to the privacy and confidentiality rights of any individual under investigation and any other confidentiality requirements.

### 10.5 What happens if the concern is substantiated?

Where an investigation substantiates the report, the Company will consider whether changes to internal processes and systems are required to reduce the likelihood of the Reportable Conduct happening again.

Where a person is found to have engaged in misconduct, the matter will be dealt with under the Company's disciplinary procedures. This may result in disciplinary action, including dismissal.

Criminal matters will be reported to the police or other appropriate regulatory authorities and will also notify the Board of the outcome of the investigation.

## 11. What if I am not satisfied?

If you believe that your report was not dealt with according to this Policy, or are dissatisfied with the investigation outcome, then you may escalate the matter to the Chair of the Board or to an external party.

Denison Gas is not obliged to re-open investigations where it finds that the investigation was conducted properly, or if new information is either not available or would not change the findings of the investigation.

## 12. Reporting procedures

The Whistleblower Protection Officer will report to the Company's Board on the number and type of Whistleblower incident reports. These reports will be made on a 'no names' basis, maintaining the confidentiality of matters raised under this Policy.

The Company's Board will receive copies of all Whistleblower reports from the Whistleblower Protection Officer (with identifying details redacted). In addition, serious or material Reportable Conduct will be considered by the Whistleblower Protection Officer for immediate referral to the Chair of the Board.

## 13. Further Information

### 13.1 Availability

This Policy will be:

- made available on Denison Gas's website <https://denisongas.com.au/corporate-governance/>; and
- included in employee induction information packs and training for new starters.

### 13.2 Training

Denison Gas will provide annual training on this Policy to all personnel for awareness and specific training:

- to managers on how to effectively deal with reports; and
- to personnel with specific responsibilities under the policy.

### 13.3 Monitoring and Review of this Policy

The Whistleblower Protection Officer will monitor key indicators to measure the effectiveness of this Policy and its associated processes.

The Chief Executive Officer will review the effectiveness of this Policy, including key protections and support to disclosers, on an annual basis. Amendments to this Policy require approval from the Chief Executive Officer and the Company's Board.

Any questions about this Policy should be directed to the Whistleblower Protection Officer.

VER*	Approved By	Approval Date
1	The HR	09/02/22

## ATTACHMENT 1 - Referred to in clause 9.3 of this Policy

### A. Protections under *Corporations Act*

With respect to the Company, the *Corporations Act 2001* (Cth) (Corporations Act) affords protection to a Whistleblower's disclosure provided that they:

- are an individual (related to the Company as described in section 2 of this Policy);
- have reasonable grounds to suspect that the information that they are reporting concerns misconduct or an improper state of affairs relating to the Company (which would include most forms of Reportable Conduct under this Policy);
- make the disclosure to:
  - ASIC, APRA or another Commonwealth body prescribed by regulation;
  - an Executive or a Director or Secretary;
  - an auditor of the Company, or a member of an audit team conducting an audit; or
  - a legal practitioner for legal advice or representation concerning the operation of the statutory protections; and
  - a person designated to receive whistleblowing reports under this Policy.

Disclosures relating to a personal work-related grievance may still qualify for protection under this policy if:

- it includes information about misconduct that is accompanied by a personal work-related grievance;
- the Company breached employment or other laws punishable by imprisonment for a period of 12 months or more, engaged in conduct that represents a danger to the public, or the Reportable Conduct related to information that suggests misconduct beyond the discloser's personal circumstances;
- an individual suffers from or are threatened with detriment for disclosing Reportable Conduct; or
- an individual seeks legal advice or legal representation about the operation of the Whistleblower protections under the Corporations Act.

The Corporations Act also provides protections for public interest disclosures and emergency disclosures which meet specific requirements prescribed by the Corporations Act. The protections available under the Corporations Act apply to an individual who meets the requirements above include:

- the right to have their identity protected under the provisions of that legislation;
- a need for the Company to take reasonable steps to reduce the risk the individual is identified as part of any process conducted under this Policy;
- the right to be protected from civil, criminal or administrative liability (including disciplinary action) from making the disclosure, from contractual or other remedies based on the disclosure, and from the admissibility of the information provided in evidence against the person in each case under the provisions of that legislation;
- the right to be protected from detrimental treatment or victimisation;
- the right to compensation and other remedies; and
- the right not to be required to disclose their identity before any court or tribunal.

## B. Reports relating to tax affairs

The *Tax Administration Act 1953* (Cth) (Tax Administration Act) protects disclosures of information that indicates misconduct or an improper state of affairs about the tax affairs of an entity or an associate of an entity. This protection applies where persons consider the information may assist the recipient in performing functions or duties about the tax affairs of the entity or an associate.

The protection is provided for disclosures made to the Commissioner of Taxation or any person or agency specified in section 7 of this Policy. The protections available to a person making a protected disclosure under the Tax Administration Act are the same as those outlined above in section A of this Schedule.

## C. Other Statutory Protections

Additional statutory protections may also be available, including:

- compensation for loss, damage or injury suffered as a result of Reportable Conduct;
- an injunction to prevent, stop or remedy the effects of the Reportable Conduct;
- an order requiring an apology for engaging in the Reportable Conduct;
- reinstatement of a position if the Reportable Conduct wholly or partly resulted in the termination of an employee's employment; or
- any other order the court thinks appropriate.

The law also states that if you make a protected disclosure:

- in some circumstances (e.g. if the disclosure has been made to a regulator) the information you provide is not admissible in evidence against you in criminal proceedings or in proceedings for the imposition of a penalty, other than proceedings in respect of the falsity of the information;
- you are not subject to any civil, criminal or administrative liability for making the disclosure; and
- no contractual or other remedy may be enforced or exercised against you on the basis of the disclosure.