

WHISTLEBLOWER

1. PURPOSE OF THE POLICY

- (a) Orica Limited and its subsidiaries (**Orica or Group**) are committed to our values – safety, respect, together, integrity and excellence. Orica encourages speaking-up and reporting conduct that does not reflect these values, align to our Code of Business Conduct or which may be unlawful.
- (b) The Australian *Corporations Act 2001* (Cth) (Corporations Act) provides a consolidated whistleblower protection regime for Australia’s corporate sector, and Orica, as a public company, is required to have a whistleblower policy.
- (c) We have designed this Whistleblower Policy (**Policy**) having regard to the Corporations Act, the *Taxation Administration Act 1953* (Cth) and the Australian Securities & Investments Commission (ASIC) Regulatory Guide 270.
- (d) This Policy explains who is an Eligible Reporter, what types of matters are reportable, who is authorised to receive reports, how Orica will respond and protect whistleblowers, and the protections available to whistleblowers under the applicable Australian laws. It also outlines Orica’s commitment to encouraging speaking-up and protecting those who report.

2. APPLICATION OF THIS POLICY

- (a) This Policy applies to all entities within the Group, and everyone who works at, or with, Orica, including in the supply of goods and services.
- (b) This Policy must be considered in conjunction with the laws of any country in which Orica operates. If anything in this Policy is inconsistent with any law of any country in which Orica operates, that legal obligation will prevail over this Policy to the extent of the inconsistency.

3. QUALIFYING FOR PROTECTION AS A WHISTLEBLOWER

- (a) An individual will qualify for protection as a whistleblower under this Policy and Australian Whistleblower laws if they are: (1) an Eligible Reporter (2) who is communicating a Reportable Matter (3) to an Authorised Recipient. These three elements are explained in detail in this Policy and must be met for protection to apply under this Policy.

4. ELIGIBLE REPORTER

- (a) Orica’s current and past employees, directors, suppliers and associates, including their family members and dependents are eligible to report under this Policy (**Eligible Reporter**).
- (b) Any Eligible Reporter with information about potential misconduct is encouraged to “speak up” and make a report in accordance with this Policy.

5. REPORTABLE (DISCLOSABLE) MATTERS

- (a) Orica encourages individuals to report anything that they have reasonable grounds to suspect concerns misconduct, or an improper state of affairs or circumstances (including tax affairs) in relation to Orica (**Reportable Matters**).

- (b) “Reasonable grounds to suspect” is based on objective reasonableness of the reasons for the suspicion. In practice, a mere allegation with no supporting information is unlikely to reach that standard.
- (c) Reportable Matters include (but are not limited to) information about conduct that:
 - (i) constitutes an offence against, or a contravention of, the Corporations Act or the *Australian Securities and Investment Commission Act 2001* (Cth);
 - (ii) constitutes an offence against any other Australian Commonwealth law that is punishable by imprisonment for a period of 12 months or more; or
 - (iii) represents a danger to the public or financial system.
- (d) Examples of Reportable Matters include, but are not limited to:
 - (i) breaches of Orica's Code of Business Conduct;
 - (ii) practices or behaviours amounting to non-compliance with policies, standards, procedures or the law (i.e. including anything that may be illegal);
 - (iii) unethical or unprofessional behaviour, including conduct that does not meet Orica's commitment to its customers, regulators, shareholders and or the community;
 - (iv) issues of dishonesty, including internal fraud, theft, bribery and corruption;
 - (v) conflicts of interest, including those relating to outside business interests, relationships, improper payments and donations;
 - (vi) breaches of privacy or confidentiality, including in relation to Orica and customer information;
 - (vii) issues relating to the security of our products;
 - (viii) failure to comply with any legal obligation;
 - (ix) failure to comply with any obligation of Orica as a company listed on the Australian Stock Exchange; and
 - (x) human right abuses.
- (e) All of the Reportable Matters listed above will enable an Eligible Reporter to qualify for protections under this Policy; however, some items may not be considered Reportable Matters for the purpose of legal protections under the Australian Whistleblower laws. Attachment 1 lists the specific matters which are considered ‘Protected Disclosures’ for the purpose of protections under such laws.
- (f) Individuals can make a report regardless of where they are or where the conduct has occurred or is occurring.
- (g) Individuals who report a matter can still qualify for protection even if their disclosure turns out to be incorrect.
- (h) Generally, reports that concern personal work-related grievances do not qualify for protection under this Policy or the Australian Whistleblower laws. Personal work-related grievances are those relating to employment (current or former) that have a personal implication. Examples include a disagreement with another employee or a decision relating to an individual's employment or engagement (such as a transfer, promotion or disciplinary action). Personal work-related grievances should be reported to the person's Line Manager or Orica's Human Resources team. In some cases, these grievances may qualify for legal protection (see

Attachment 1 for further information).

- (i) An Eligible Reporter must not make a report that they know is not true. This may be a breach of the Code of Business Conduct and will be considered a serious matter. This does not apply to situations where the Eligible Reporter has some information leading to a suspicion, but not all of the information. In those circumstances, an Eligible Reporter may and is encouraged to raise a Reportable Matter.

6. REPORTING A MATTER TO AN AUTHORISED RECIPIENT

- (a) Orica encourages people who wish to raise a Reportable Matter that qualifies for the whistleblower protections to do so in the first instance through one of the following Authorised Recipients within Orica:
 - (i) Manager, Business Conduct;
Email: codeofconduct@orica.com
Post: Manager, Business Conduct
GPO Box 4311
Melbourne Victoria 3001
 - (ii) Whistleblower Protection Advisor;
Email: whistleblower@orica.com
Post: Whistleblower Protections Advisor
GPO Box 4311
Melbourne Victoria 3001
 - (iii) Members of the Executive Committee;
 - (iv) Group Company Secretaries;
 - (v) the Vice President of Risk & Assurance or members of Internal Audit;
 - (vi) the Chief Compliance Officer or members of the Ethics & Compliance team; or
 - (vii) Heads of Human Resources.
- (b) Reports can also be made through Orica's externally hosted Speak-Up service. This service is available in multiple languages, at any time of the day or night. Whistleblowers may report using a pseudonym / alias and can choose to remain anonymous when reporting through the Speak-Up service.
Australia 1800 319 493 or the toll-free number for other locations listed in the Code of Business Conduct
www.orica.ethicspoint.com
- (c) People who wish to raise a concern about a Reportable Matter to a Director of Orica Limited are asked to make their report through the Speak-Up service.
- (d) The contact details for the recipients listed in section 6(a) above can be found on the intranet (The Globe). If the Eligible Reporter is NOT an employee, reports can be made to the manager, Business Conduct, the Whistleblower Protection Advisor or the external Speak-Up Service.
- (e) The following Australian regulators are also Authorised Recipients for reports under this Policy:
 - (i) Australian Securities and Investments Commission (ASIC) – www.asic.gov.au
 - (ii) Australian Prudential Regulation Authority (APRA) – www.apra.gov.au
 - (iii) If the report relates to Orica's tax affairs, the Commissioner of Taxation – www.ato.gov.au

- (f) In certain circumstances, Eligible Reporters may also be protected if they report a Reportable Matter that they consider is in the 'public interest' (a 'Public Interest Disclosure') to a professional journalist or parliamentarian. There are specific legal requirements which must be met in order to receive protection in such circumstances. It is recommended that individuals seek independent legal advice before making a Public Interest Disclosure.
- (g) Orica encourages Eligible Reporters to raise reports through Orica's internal channels in the first instance to enable Orica to identify and address wrongdoing as early as possible.
- (h) Eligible Reporters are encouraged to provide as much detailed information as possible to assist with the investigation of the Reportable Matter. Useful information to provide includes:
 - (i) date, time and location of the matter being reported;
 - (ii) name(s) of people involved, role(s) and relevant business group;
 - (iii) the general nature of the Reportable Matter;
 - (iv) possible witnesses;
 - (v) the Eligible Reporter's details if you are willing to provide them (reports can be made anonymously);
 - (vi) how the Eligible Reporter became aware of the matter; and
 - (vii) any other information that may be relevant to the investigation.

7. PROTECTIONS FOR WHISTLEBLOWERS

- (a) Orica is committed to ensuring that anyone can raise a concern freely, without fear of reprisal or intimidation, and that any concerns are dealt with fairly, thoroughly, confidentially and in a timely manner. The available protections include those detailed in the following sections.

7.1 PROTECTING A WHISTLEBLOWER'S IDENTITY

- (a) Orica will protect the identity of people who report concerns under this Policy. Specific measures include that:
 - (i) all paper and electronic documents and other materials relating to reports are stored securely;
 - (ii) access to all information relating to a report is limited to those directly involved in managing and investigating the report;
 - (iii) only a restricted number of people who are directly involved in handling and investigating a report are made aware of an Eligible Reporter's identity (subject to the Eligible Reporter's consent) or information that is likely to lead to the identification of the Eligible Reporter; and
 - (iv) each person who is involved in handling and investigating a report is reminded about the confidentiality requirements, including that an unauthorised disclosure of an Eligible Reporter's identity may be a criminal offence.
- (b) Reports are reviewed on a case-by-case basis to ensure identity protection measures are appropriate.
- (c) It is illegal for a person to identify an Eligible Reporter, or disclose information that is likely to lead to the identification of the Eligible Reporter, outside a limited set of circumstances. A person's identity (and any information Orica has, because of the report, that could be used to work out an identity) will only be disclosed if consent to disclose that information is provided or,

in exceptional circumstances, where the disclosure is required by law (e.g. in dealings with a regulator).

- (d) The information contained in a reported matter can be disclosed with or without the consent of the Eligible Reporter only if the information does not include the Eligible Reporter's identity, Orica has taken all reasonable steps to reduce the risk that the Eligible Reporter will be identified from the information, and it is reasonably necessary for investigating the issues raised in the report.
- (e) If an Eligible Reporter has any concerns that their identity has not been appropriately protected, they can lodge a complaint with the Whistleblower Protection Advisor via whistleblower@orica.com.
- (f) Alternatively, a complaint may be lodged with ASIC, APRA or the ATO (depending on the topic of the Speak Up allegation).

7.2 PROTECTION FROM DETRIMENT

- (a) No person may cause detriment to someone else, or threaten detriment, because they believe the person has made or will make a report.
- (b) Examples of detriment include discrimination, harassment, causing physical or psychological harm, damaging property and varying an employee's role or duties.
- (c) Any person involved in detrimental conduct will be subject to disciplinary action. In some circumstances, this may also be a criminal offence punishable by imprisonment.

7.3 OTHER PROTECTIONS AVAILABLE

- (a) Depending on the information reported and the circumstances, other protections may also be appropriate including:
 - (i) monitoring and managing the behaviour of other employees;
 - (ii) relocation (which may include the people alleged to have been involved in the misconduct) to a different division, group or office;
 - (iii) offering a leave of absence or flexible workplace arrangements while a matter is investigated;
 - (iv) access to an Employee Assistance Program or similar for current employees, or additional support from Orica such as counselling or other support services; and/or
 - (v) rectifying detriment that you have suffered.
- (b) Orica will look for ways to support all people who make a report, but it will not be able to provide non-employees with the same type and level of support that it provides to its employees. In all cases, Orica will seek to offer as much support as practicable.
- (c) Depending on the location, there may be a range of specific protections and remedies available to whistleblowers. These are explained in Attachment 1 below.

8. HANDLING AND INVESTIGATING A REPORTED MATTER

- (a) Orica's framework, including the principles and responsibilities for responding to reports made under this Policy are explained in our Code of Business Conduct.
- (b) Orica's Business Conduct Team will review all reports in a timely manner, will determine whether the report requires investigation and, if so, which area of the business should be responsible for leading the investigation.

- (c) Where a report is subject to an investigation, the following steps will be followed:
 - (i) The reported matter will be assigned a prioritisation rating, setting a target date of between 30 and 90 days for the completion of the investigation based on the risk and complexity of allegations in the report. Investigations may be concluded outside of the target date.
 - (ii) Investigations will be completed as fairly and promptly as possible by an authorised, impartial investigator who is independent of the business area concerned and any person who is the subject of the reportable conduct. All employees and contractors must cooperate fully with any investigations.
 - (iii) Where a person is being investigated, the details of the report involving them will be communicated to them (to the extent permitted by law) and they will be provided an opportunity to respond.
 - (iv) Where the Eligible Reporter can be contacted, they will be provided with updates throughout the investigation process. The frequency and timing of these updates will vary based on the nature of the reported matters and the requirements of the investments.
 - (v) When the investigation is completed, findings and any associated recommendations will be documented in a formal report to management of the relevant business area, HR and to the Business Conduct Team. The implementation of any recommendations must be approved by senior management. The Eligible Reporter will be separately informed of the outcome of the investigation and of any measures taken by Orica to prevent similar issues arising in future in accordance with applicable privacy and confidentiality requirements.
- (d) The investigation process is designed to allow the fair treatment of the Eligible Reporter and Orica's employees who are mentioned in a report. In addition to the steps set out above, this includes:
 - (i) handling information confidentially;
 - (ii) conducting the investigation with a presumption of innocence; and
 - (iii) determining whether the evidence substantiates the reported matters.

9. CONFIDENTIALITY AND CONSENT

- (a) Orica will maintain the confidentiality of reports and the identity of Eligible Reporters in accordance with the applicable laws. While Orica encourages Eligible Reporters to identify themselves, reports can also be made on an anonymous basis. If a person does not identify themselves, an investigation will still be conducted, but may be limited by that circumstance. Additionally, it may be difficult to offer the same level of practical support or protection if Orica does not know the identity of the whistleblower.
- (b) If an Eligible Reporter does provide their name when making a report or during an investigation, their name will only be disclosed if we have consent, or in exceptional circumstances where it is required by law.

10. WHISTLEBLOWER PROTECTION ADVISOR

- (a) In addition to providing information and assistance to whistleblowers or people considering reporting, the Whistleblower Protection Advisor may also:
 - (i) review and provide advice to investigators on how to implement practical steps to protect

- whistleblowers from detriment; and
- (ii) escalate matters appropriate to the Business Conduct Committee.

11. SOURCES OF ADVICE AND INFORMATION

- (a) People considering whether to report can obtain advice about this Policy and the protections available for whistleblowers from Orica's Manager Business Conduct or the Whistleblower Protection Advisor. This includes information about:
 - (i) practical steps that Orica can take to protect them from retaliation and support their wellbeing;
 - (ii) escalating their concerns if they have not been responded to in accordance with this Policy or where retaliation or detriment has occurred; and
 - (iii) how whistleblowers can access more information about protections that are available under this Policy and the law.

12. BREACH OF THESE PRINCIPLES AND THIS POLICY

- (a) A breach of this Policy is considered a breach of the Orica Code of Business Conduct, and may have serious consequences, including termination of employment, engagement or services. Legal consequences in the form of civil and criminal penalties could also result.
- (b) Any employee who in any way retaliates against a whistleblower for making a report under this Policy will be subject to disciplinary action (up to and including termination of employment).

13. FURTHER INFORMATION

- (a) This Policy is available on the Orica website and on the intranet (The Globe) for Orica staff. Individuals with a specific role under the Policy will be required to complete training. The Policy will periodically be reviewed to check that it is operating effectively and whether any changes are required.

ATTACHMENT 1:

INFORMATION ON PROTECTIONS PROVIDED BY LAW

You are encouraged to speak up and make reports in accordance with the Policy. This attachment explains how the law enables you to also make a protected disclosure in other ways, that still entitle you to legal protection.

Please contact the Whistleblower Protection Advisor if you would like more information about legal protections.

PROTECTED DISCLOSURES

Specific types of information that is disclosed to certain people or organisations is protected by law. Examples of this information and recipients are outlined in the following table.

Information reported or disclosed	Recipient of disclosed information
<ul style="list-style-type: none"> Information about actual or suspected misconduct, or an improper state of affairs or circumstances in relation to Orica or a related body corporate. This includes information that Orica or any officer or employee of it or a related body corporate has engaged in conduct that: <ul style="list-style-type: none"> contravenes or constitutes an offence against certain legislation (e.g. the Corporations Act); represents a danger to the public or the financial system; or constitutes an offence against any law of the Commonwealth of Australia that is punishable by imprisonment for 12 months or more 	<ul style="list-style-type: none"> A person authorised by Orica to receive protected disclosures – i.e. Recipients under this Policy An officer or senior manager An auditor, or a member of an audit team conducting an audit, of Orica or a related body corporate An actuary of Orica or a related body corporate ASIC or APRA A legal practitioner for the purpose of obtaining legal advice or legal representation
<ul style="list-style-type: none"> Information about misconduct, or an improper state of affairs or circumstances, in relation to the tax affairs of Orica or an associate, which the employee considers may assist the recipient to perform functions or duties in relation to the tax affairs of Orica or an associate. 	<ul style="list-style-type: none"> An auditor, or a member of an audit team conducting an audit, of Orica or a related body corporate A registered tax agent or BAS agent who provides tax services or BAS services to Orica or related body corporate A director, secretary or senior manager An employee or officer of Orica or related body corporate who has functions or duties that relate to the tax affairs of Orica or related body corporate
<ul style="list-style-type: none"> Information that may assist the Commissioner of Taxation to perform his or her functions or duties under a taxation law in relation to Orica. 	<ul style="list-style-type: none"> Commissioner of Taxation

The Australian whistleblower laws also protect certain disclosures made in “emergency” and “public interest” situations, in which case disclosures can be made to additional recipients following a special process under the law (including members of parliament and professional journalists).

PERSONAL WORK-RELATED GRIEVANCES

Legal protection for disclosures that are solely about personal employment related matters may only be available under the applicable law in limited circumstances. A disclosure of a personal work-related grievance will remain protected if, in summary it:

- concerns detriment to a person because they have, or are considering, making a report; or
- is made to a legal practitioner for the purposes of obtaining legal advice or legal representation in relation to the operation of the law about whistleblowers.

Under the applicable law, a grievance is not a personal work-related grievance if it:

- has significant implications for an entity regulated under the law that does not relate to the whistleblower;
- concerns conduct, or alleged conduct, in contravention of specified corporate and financial services laws, or that constitutes an offence punishable by 12 months or more imprisonment under any other Commonwealth laws;
- concerns conduct that represents a danger to the public or financial system; or
- concerns conduct prescribed by the regulations.

SPECIFIC PROTECTIONS AND REMEDIES

Additional legislative protections may also be available, including but not limited to:

- compensation for loss, damage or injury suffered as a result of detrimental conduct;
- an injunction to prevent, stop or remedy the effects of the detrimental conduct;
- an order requiring an apology for engaging in the detrimental conduct;
- reinstatement of a position if the detrimental 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.

Approved by
Orica Limited Board
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