



**Fortescue**  
The New Force in Iron Ore

## Policy

### WHISTLEBLOWER HOTLINE

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Company Secretariat

October 2019  
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WHISTLEBLOWER HOTLINE			
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## TABLE OF CONTENTS

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PURPOSE .....	4
DEFINITIONS .....	5
LEGISLATIVE CONTEXT .....	7
ROLES AND RESPONSIBILITIES.....	7
STANDARDS .....	8

## PURPOSE

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Fortescue (the Company) is committed to conducting its business ethically and in compliance with all applicable laws and regulations. The Company is dedicated to creating and maintaining an open working environment where employees feel comfortable to raise concerns regarding actual or suspected unethical, unlawful or undesirable conduct.

The Company recognises that any genuine commitment to detecting and preventing illegal and other undesirable conduct must include a Whistleblower Hotline where employees and others can report their concerns.

Fortescue provides support throughout the process of raising a concern via the Whistleblower Hotline and will not tolerate any form of retaliation or victimisation as a result of speaking up in accordance with this Policy.

The *Corporations Act 2001* (Cth), *Taxation Administration Act 1953* (Cth) and other Acts (applicable legislation) provide protection to Eligible Whistleblowers who make a Reportable Conduct disclosure.

The purpose of this Policy is to set out how Fortescue will support Eligible Whistleblowers so that they not only know how to express their concerns, but they feel encouraged and safe to do so.

## DEFINITIONS

### Definition of Terms

Word/Term	Definition
Fortescue	Fortescue Metals Group Ltd all subsidiaries and employees.
Officer	<ul style="list-style-type: none"> <li>• Board of Directors;</li> <li>• Chief Executive Officer;</li> <li>• Deputy Chief Executive Officer;</li> <li>• Chief Financial Officer;</li> <li>• Chief Operating Officer;</li> <li>• Company Secretary; and</li> <li>• Chief General Counsel.</li> </ul>
Senior Manager	<ul style="list-style-type: none"> <li>• Functional Directors;</li> <li>• General Managers; and</li> <li>• Group Managers.</li> </ul>
Auditor	<ul style="list-style-type: none"> <li>• Internal Auditors; and</li> <li>• External Auditors.</li> </ul>
ASIC	Australian Securities & Investments Commission
APRA	Australian Prudential Regulation Authority
AFP	Australian Federal Police
Whistleblower Hotline	<p>A secure, confidential and independent channel for employees, and others, to disclose Reportable Conduct (and remain anonymous if desired).</p> <p>Reporting options available:</p> <p>Freecall:</p> <ul style="list-style-type: none"> <li>• Australia: 1800 976 100</li> <li>• Argentina: 0800 666 3065</li> <li>• China: 400 120 0518</li> <li>• Colombia: 01800 518 9198</li> <li>• Ecuador: 1800 001 144</li> <li>• Indonesia: 0800 1503233</li> <li>• Kazakhstan: +7 (727) 295 0591</li> <li>• Kenya: 0800 211 239</li> <li>• Papua New Guinea: 0008 61283</li> <li>• Singapore: 800 852 3943</li> </ul> <p>Email: <a href="mailto:fortescue@deloitte.com.au">fortescue@deloitte.com.au</a></p> <p>Online: <a href="http://www.fortescue.deloitte.com.au">www.fortescue.deloitte.com.au</a></p> <p>Post: Deloitte Whistleblower Service, Reply Paid 12628, A'Beckett Street, Melbourne VIC 8006</p>

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Speak Up	<p>A confidential channel for employees to report improper conduct that is not classified as Reportable Conduct under this Policy. This service may be used to report incidents of:</p> <ul style="list-style-type: none"><li>• Harassment;</li><li>• Bullying;</li><li>• Unlawful discrimination;</li><li>• Drug and alcohol use;</li><li>• Other inappropriate conduct or behaviour; or</li><li>• Suspected breach(es) of Fortescue Policies or Procedures.</li></ul>
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Word/Term	Definition
	<p>Reporting options available:</p> <p>In Person: Speak to your leader or site Fortescue People representative</p> <p>Phone: (08) 6218 8277</p> <p>Email: <a href="mailto:speakup@fmgl.com.au">speakup@fmgl.com.au</a></p>
Eligible Whistleblower	<p>An entity or individual who qualifies for protection under the applicable legislation when making a Reportable Conduct disclosure.</p> <p>This includes:</p> <ul style="list-style-type: none"> <li>• Current or former directors, officers and employees (including casual, fixed term and temporary employees);</li> <li>• Current or former secondees, contractors, consultants, suppliers and service providers; or</li> <li>• Current or former volunteers, licensees, brokers, auditors and associates.</li> </ul> <p>In addition, an Eligible Whistleblower would include a relative, dependent or dependent of a spouse of one of the entities/individuals listed above.</p>
Reportable Conduct	<p>Any conduct relating to Fortescue that involves suspected:</p> <ul style="list-style-type: none"> <li>• Bribery;</li> <li>• Corruption;</li> <li>• Conflict of Interest;</li> <li>• Fraud;</li> <li>• Theft;</li> <li>• Serious misconduct;</li> <li>• Dishonesty;</li> <li>• Danger to the public or financial system; or</li> <li>• An improper state of affairs in relation to Fortescue.</li> </ul> <p>Reportable Conduct does not include personal work-related grievances.</p>
Eligible Recipient	<p>Protection under the applicable legislation applies when an Eligible Whistleblower makes a Reportable Conduct disclosure to an Eligible Recipient.</p> <p>An Eligible Recipient includes:</p> <ul style="list-style-type: none"> <li>• The Fortescue Whistleblower Hotline;</li> <li>• The Corporate Governance and Compliance Manager;</li> <li>• The Company Secretary;</li> <li>• An Officer of Fortescue;</li> <li>• A Senior Manager of Fortescue; or</li> <li>• An Auditor of Fortescue.</li> </ul>
Detrimental Conduct	<p>Any actual or threatened conduct that could cause detriment to an Eligible Whistleblower as a result of making a Reportable Conduct disclosure.</p> <p>This includes:</p> <ul style="list-style-type: none"> <li>• Termination of employment;</li> <li>• Harassment, bullying or intimidation;</li> <li>• Personal or financial disadvantage;</li> <li>• Unlawful discrimination;</li> <li>• Injury or harm (including psychological harm);</li> <li>• Damage to reputation; or</li> <li>• Any other conduct that constitutes retaliation.</li> </ul>

## LEGISLATIVE CONTEXT

The following outlines the broad whistleblower legislative framework.

Act / Regulation / Standards
<i>Corporations Act 2001 (Cth)</i>
<i>Taxation Administration Act 1953 (Cth)</i>
<i>Treasury Laws Amendment (Enhancing Whistleblower Protections) Act 2019</i>
ASX Corporate Governance Principles and Recommendations, 4 <sup>th</sup> Edition
ABA Guiding Principles – Improving Protections for Whistleblowers

## ROLES AND RESPONSIBILITIES

The following summarises the broad Whistleblower Hotline roles and responsibilities as outlined in this Policy.

Role	Responsibility
Company Secretary	<p>To perform the role of the Whistleblower Protection Officer (WPO).</p> <p>The WPO's role is to:</p> <ul style="list-style-type: none"> <li>• Seek to protect an Eligible Whistleblower from Detrimental Conduct;</li> <li>• Assist an Eligible Whistleblower in maintaining their wellbeing;</li> <li>• Maintain an Eligible Whistleblower's confidentiality, where relevant, including as required by law;</li> <li>• Review and consider any complaints of Detrimental Conduct or any concern that an Eligible Whistleblower's disclosure has not been dealt with in accordance with this Policy; and</li> <li>• Escalate any matter the WPO considers appropriate to the Audit and Risk Management Committee.</li> </ul>
Corporate Governance and Compliance Manger	<p>To perform the role of the Whistleblower Investigation Officer (WIO).</p> <p>The WIO's role is to carry out a preliminary review of the disclosure and decide whether the allegations raised should be investigated. Should it be determined that the allegations must be investigated, the WIO will conduct or commission the investigation.</p>
Officers, Senior Managers and Auditors of Fortescue	<p>To perform the role of an Eligible Recipient.</p>
Audit and Risk Management Committee	<p>The Audit and Risk Management Committee (ARMC) is responsible for oversight of the Whistleblower Hotline compliance program, this includes the review all Reportable Conduct disclosures/investigations and periodic reporting to the Fortescue Board of Directors.</p>



## STANDARDS

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### 1. MAKING A REPORT

#### 1.1 Who can make a report?

A Reportable Conduct disclosure qualifies for protection under this Policy if it is made by an Eligible Whistleblower. An Eligible Whistleblower may be an entity or individual including a:

- Current or former director, officer or employee (including casual, fixed term and temporary employees);
- Current or former secondee, contractor, consultant, supplier or service provider; or
- Current or former volunteer, licensee, broker, auditor or associate.

An Eligible Whistleblower may also be a relative, dependent or dependent of a spouse of one of the entities/individuals listed above.

#### 1.2 What can be reported?

In order to qualify for protection under this Policy an Eligible Whistleblower must make a Reportable Conduct disclosure to an Eligible Recipient. Reportable Conduct includes any behaviour relating to Fortescue that involves suspected:

- Bribery;
- Corruption;
- Conflict of Interest;
- Fraud;
- Theft;
- Serious misconduct;
- Dishonesty;
- Danger to the public or financial system; or
- An improper state of affairs in relation to Fortescue.

When making a disclosure, Eligible Whistleblowers will be expected to have reasonable grounds to suspect that the information they are disclosing is true. Eligible Whistleblowers will not be penalised if the information turns out to be incorrect. However, they must not make a report that they know to be untrue or misleading. Where it is found that an Eligible Whistleblower knowingly made a false report, this may be considered a breach of the Code of Conduct and result in disciplinary action. There may also be legal consequences for knowingly making a false report.

Reportable Conduct does not include personal work-related grievances. These are generally grievances relating to employee's current or former employment or engagement (or that of their relative or dependant who is an employee). If you are experiencing or witnessing behaviour such as harassment, bullying, unlawful discrimination, drug and alcohol use, other inappropriate conduct or behaviour, or suspected breach(es) of Fortescue Policies or Procedures, you are encouraged to share your concerns via our Speak Up service (see definition of Speak Up).

## 1.3 Reporting Mechanisms

Protection under this Policy applies when an Eligible Whistleblower makes a Reportable Conduct disclosure to an Eligible Recipient.

Eligible Recipients include:

- The Whistleblower Hotline (see definition of Whistleblower Hotline);
- The Corporate Governance and Compliance Manager;
- The Company Secretary;
- An Officer of Fortescue;
- A Senior Manager of Fortescue; or
- An Auditor of Fortescue.

Fortescue provides training to Eligible Recipients to ensure that they know what to do when receiving a Reportable Conduct disclosure and how the Eligible Whistleblower, the information provided by the Eligible Whistleblower, and anyone identified in the Eligible Whistleblower's allegations, should be dealt with.

Nothing in this Policy is intended to restrict employees and others from disclosing Reportable Conduct, providing information to, or communicating with, a government agency, law enforcement body or a regulator in accordance with any relevant law, regulation or prudential standard applicable in a jurisdiction in which Fortescue operates.

## 2. PROTECTION AND SUPPORT

### 2.1 Confidentiality

Should a Reportable Conduct disclosure be made in accordance with item 1 (Making a Report), Eligible Whistleblowers will qualify for anonymity under this Policy. Whilst Eligible Whistleblowers are encouraged to share their identity when making a disclosure (as it will make it easier for the Company to address their concerns), they are not required to do so.

Under the applicable legislation it is an offence for an Eligible Recipient to disclose the identity of an Eligible Whistleblower, including information that is likely to lead to the identification of the Eligible Whistleblower, without consent. The exception to this prohibition is if the disclosure is required by law, this may include disclosure to ASIC, APRA, a legal practitioner or the AFP.

### 2.2 Victimization

Fortescue will not tolerate any actual or threatened Detrimental Conduct to a person because of a belief or suspicion that that person has made, may have made, or could make a Reportable Conduct disclosure under this Policy.

Detrimental Conduct includes:

- Termination of employment;
- Harassment, bullying or intimidation;
- Personal or financial disadvantage;
- Unlawful discrimination;
- Injury or harm (including psychological harm);
- Damage to reputation; or
- Any other conduct that constitutes retaliation.

## 2.3 Whistleblower Protection Officer

Should an Eligible Whistleblower feel as if their anonymity may have been compromised or that they are the subject of actual or threatened Detrimental Conduct, they are encouraged to contact the Whistleblower Protection Officer (WPO). Fortescue has assigned the role of WPO to the Company Secretary. It is the WPO's role to:

- Seek to protect an Eligible Whistleblower from Detrimental Conduct;
- Assist an Eligible Whistleblower in maintaining their wellbeing;
- Maintain an Eligible Whistleblower's confidentiality, where relevant, including as required by law;
- Review and consider any complaints of Detrimental Conduct or any concern that an Eligible Whistleblower's disclosure has not been dealt with in accordance with this Policy; and
- Escalate any matter the WPO considers appropriate to the Audit and Risk Management Committee.

## 2.4 Support

Where possible, the WPO will assess the need for additional support for Eligible Whistleblowers.

Additional support may include:

- Monitoring and managing the people and environment in which the Detrimental Conduct is allegedly occurring;
- Temporarily changing working arrangements or places of work; or
- Providing counselling or other assistance services (including access to the Employee Assistance Program).

The Company may also, at its discretion, grant Eligible Whistleblowers immunity from internal disciplinary proceedings relating to matters that come to light as a result of their disclosure.

## 3. INVESTIGATING A REPORT

### 3.1 Whistleblower Investigation Officer

All disclosures made under this Policy are assessed by the Whistleblower Investigation Officer (WIO). Fortescue has assigned the role of WIO to the Corporate Governance and Compliance Manager. It is the WIO's role to carry out a preliminary review of the disclosure and decide whether the allegations raised should be investigated.

Should it be determined that the allegations will be investigated, the WIO will conduct or commission an investigation. There may be circumstances where it is necessary for the WIO to engage an internal/external party to conduct the investigation on his/her behalf.

### 3.2 Investigation process

Investigations will follow a fair process and be conducted in a timely manner as the circumstances allow. In most situations, an investigation will involve the collection and assessment of information including documents and interviews with relevant people. Provided there are no restrictions or other reasonable bases for doing so, persons against whom an allegation has been made will be informed of the allegation and will have an opportunity to respond.

The WIO will, subject to commercial, legal and confidentiality constraints, provide the Eligible Whistleblower with feedback on the progress and expected timeframes of the investigation.

The investigation may conclude with a report from the WIO including:

- Findings on the allegations; and
- A summary of the evidence on which the findings are based.

Where practicable, subject to commercial, legal and confidentiality constraints, the Eligible Whistleblower will be advised of the outcome of the investigation.

#### **4. PENALTIES**

Failure to comply with this Policy may expose Fortescue, its directors, officers and employees to civil or criminal liability including substantial fines and penalties or other financial or reputational damage. Directors, officers and employees who breach this Policy may face disciplinary action up to and including dismissal.

#### **5. TRAINING AND AWARENESS**

Training will be provided to Eligible Recipients to ensure that they know what to do when receiving a Reportable Conduct disclosure and how the Eligible Whistleblower, the information provided by the Eligible Whistleblower, and anyone identified in the Eligible Whistleblower's allegations, should be dealt with.

This Policy can be accessed by directors, officers and employees via the Company intranet.

#### **6. REPORTING AND REVIEW**

Compliance with this Policy is monitored by the Company Secretariat and reports about the operation of this Policy are delivered to the Audit and Risk Management Committee (ARMC) on a quarterly basis, or as determined by the Company Secretary. Policy Reports may include information on the number and type of disclosures, actions taken and the outcomes of any investigations (subject to commercial, legal and confidentiality constraints).

This Policy will be reviewed as and when required. Internal control systems and procedures will be subject to regular internal and external audits to provide assurance that they are effective in mitigating the risk of non-compliance.

Fortescue may change, update and remove this Policy at any time, in its absolute discretion.