

Whistleblower Policy

LAST REVISION DATE:

10-12-2019

POLICY No: KSS-23-01-0004

VER: 1.0

1 PURPOSE

Komatsu is committed to maintaining a high standard of corporate governance through a culture of strong ethical behaviour and corporate compliance. Employees and subcontractors must fulfil their roles and responsibilities with honesty and integrity.

The objectives of this Whistleblower Policy (**Policy**) are:

- to encourage directors, employees, suppliers, contractors, tenderers, staff or any person who has business dealings with Komatsu, to raise any concerns and report any instances of misconduct, illegal, fraudulent or other unethical conduct where there are reasonable grounds to suspect such conduct has occurred;
- to provide an appropriate process for individuals to report such conduct in the knowledge they can act without fear of intimidation, disadvantage or reprisal;
- to ensure that any person who makes a report in accordance with this Policy (a Whistleblower) is appropriately protected from any Detrimental Action (as defined in this Policy); and
- to provide information about the protections available to whistleblowers, including the protections under the Whistleblower Protection Laws.

In Australia, the various pieces of legislation that protect whistleblowers from negative treatment include the *Corporations Act 2001* (Cth) and *Taxation Administration Act 1953* (Cth) (**Australian Whistleblower Protection Laws**). Other jurisdictions have their own whistleblowing regimes which need to be complied with to the extent they apply.

2 SCOPE

This policy applies to employees of:

- Komatsu Australia Pty Ltd (**KAL**);
- Komatsu Marketing Support Australia Pty Ltd (**KMSA**);
- Joy Global Australia Pty Limited (**KMC**); and
- Komatsu Australia Corporate Finance Pty Ltd (**KACF**); and
- Komatsu Forklift Australia Pty Ltd (**KFAP**); and
- MineWare Pty Ltd, including MineWare Incorporated, MineWare Canada Monitoring Ltd, MWMonitoring Pty Ltd (**MineWare**);
- Modular Mining Systems Pty Ltd (**MMSI**); and

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- Komatsu Forest Pty Ltd (**KFAB**).

collectively referred to as '**Komatsu**'.

This Policy also applies to contractors, whether directly engaged or through a third party, visitors, customers, suppliers, work experience participants, expatriates, vocational placements and volunteers. Reference to 'a person', 'persons' or 'people' in this Policy refers to the persons above.

3 DEFINITIONS

APRA means the Australian Prudential Regulatory Authority.

ASIC means the Australian Securities and Investments Commission.

Australian Whistleblower Protection Laws means either or both regimes contained in Part 9.4AAA of the *Corporations Act 2001* (Cth) and Part IVD of the *Tax Administration Act 1953* (Cth).

Detrimental Action has the meaning given in section 4.4.1 of this policy.

Emergency Disclosure means Komatsu 'has reasonable grounds to believe that the information concerns a substantial and imminent danger to the health or safety of one or more persons, or to the natural environment'

Family Member means a spouse, parent, child, sibling or other relative of an individual, or a dependant of the individual or their spouse.

Officer has the same meaning as in the *Corporations Act 2001* (Cth) (which includes but is not limited to directors and company secretaries).

Protected Disclosure means person(s) identified in section 4.1 that make a report regarding improper conduct identified in section 4.2 to approved authorities identified in section 4.3 are then protected against dismissal and victimisation in respect of the disclosure as per section 4.4.

Reportable Conduct has the meaning given in section 4.2 of this policy.

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Senior Manager means any member of Komatsu's Executive Leadership Team, for example Executive General Managers and Directors (being those persons, other than a director or company secretary as defined in the *Corporations Act 2001* (Cth)), who Komatsu considers make, or participate in making, decisions that affect the whole, or substantial part, of Komatsu or have the capacity to affect significantly Komatsu's financial standing.

Spouse means the married, defacto or registered partner of the individual.

Whistleblower Protection Officer (WPO) means the person(s) identified in section 4.3.1 of this Policy.

4 CONTENT

4.1 Individuals Disclosing Reportable Conduct

Komatsu supports measures enabling disclosure of Reportable Conduct based on honesty, integrity and ethical behaviour. A Whistleblower who has not themselves engaged in serious misconduct or illegal conduct may be provided with immunity from disciplinary proceedings. Komatsu, however, cannot provide immunity from civil penalties or criminal prosecution.

Disclosures of Reportable Conduct can be made by: :

- A current or former Officer or employee of Komatsu;
- A Contractor or supplier of goods and services to Komatsu, or their current and former employees;
- An associate or agent of Komatsu; or
- A Family member of an individual mentioned above.

Before conduct is reported, the Whistleblower must have reasonable grounds to suspect that Reportable Conduct has occurred. If the Whistleblower wishes to remain anonymous, he or she may do so. Individuals must not make vexatious or baseless report or knowingly provide false or misleading information regarding Reportable Conduct or Detrimental Action. Doing so may result in disciplinary action up to and including termination of employment.

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4.1.1 Individuals eligible for whistleblower protection under this Policy include:

4.1.1.1 Individuals set out in section 4.1 above;

4.1.1.2 Those that disclose information regarding the type of matters set out in section 4.2; and

4.1.1.3 Those that disclose information to one of the persons set out in section 4.3.

This Policy also protects those who are entitled to whistleblower protection under the Australian Whistleblower Protection Laws (see section 4.5 of this policy)

4.2 What is Reportable Conduct

In this Policy, Reportable Conduct means conduct on the part of a Komatsu Director, officer, employee, contractor, or any person who has business dealings with Komatsu, whether actual or suspected, which an individual suspects on reasonable grounds:

- is dishonest, fraudulent or corrupt, or involves bribery or corruption, or an improper state of affairs or otherwise amounts to an abuse of authority;
- is illegal, including theft, drug sale or use, violence, or threatened violence, harassment, intimidation, or criminal damage to property;
- is in breach of Commonwealth or state legislation or local authority by-laws;
- is unethical, including dishonestly altering company records or data, adopting questionable accounting practices, or the unauthorised disclosure of confidential information;
- breaches Komatsu's Code of Conduct or other Komatsu policies;
- is potentially damaging to Komatsu, a Komatsu employee or a third party, or the public or the financial system, such as unsafe work practices, environmental damage, health risks or substantial wasting of company resources;
- amounts to an improper state of affairs or circumstances, in relation to the tax affairs of Komatsu, a related company or associated entity and this information may assist the recipient to perform their functions or duties in relation to those tax affairs;
- may cause financial or non-financial loss to Komatsu, damage its reputation or be otherwise detrimental to Komatsu's interests; or
- is an attempt to conceal or delay disclosure of any of the above conduct.

This Policy should not be used for complaints relating to personal workplace grievances or concerns which relate to individual working arrangements. Concerns of

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that nature should be raised by employees and Officers - with Human Resources or the immediate supervisor.

This Policy is not designed to replace normal communication channels between management and employees to address questions, concerns, suggestions or complaints. If employees have any concerns about what is proper conduct for themselves or others, it is expected they will raise their concern. In most instances, the employee's immediate supervisor is in the best position to address an area of concern. Serious matters or matters not satisfactorily resolved should be escalated through appropriate management channels in the normal course of business.

4.3 Making a Protected Disclosure

To ensure appropriate escalation and timely investigation of matters under this Policy, Komatsu encourages reports to be made in writing or by phone to Stopline, a confidential, independent provider of whistleblowing services who will take full details of your concerns.

4.3.1 Stopline Service

Toll Free Number:	Australia: 1300 304 550 New Zealand: 0800 399 114 New Caledonia: +613 9811 3275 (Reverse Charges – Free) Phone services are available between 8am and 6pm Australian Eastern Standard Time, Monday to Friday. Calls outside these times may be answered, however, it is not guaranteed.
Email:	Komatsu@stopline.com.au
Online:	www.Komatsu.stoplينereport.com
Mail:	Komatsu Australia Pty Limited c/o The STOPline Locked Bag 8, HAWTHORN VIC 3122, AUSTRALIA

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Stopleveline will review reports and direct those that require further investigation to the Whistleblower Protection Officers (WPO).

Komatsu Whistleblower Protection Officers (WPO) are:

- the Risk and Assurance Manager; and/or
- the Executive General Manager People and Strategy; and/or
- the General Manager People, Performance and Culture.

Please refer to Appendix 1 for contact details of Komatsu’s WPO for direct disclosures.

It is the responsibility of the WPO to ensure that all known Protected Disclosures comply with this policy.

For MMSI and KMC related disclosures the below contact details are to be used:

www.komatsuamerica.com/compliancehotline

1800 763 983 or toll free with Telstra 0011 800 1777 9999

4.3.2 Alternatively, you can make a protected disclosure to any one of the following:

- (i) A WPO; or
- (ii) An Officer or Senior Manager within Komatsu; or
- (iii) An auditor or member of an audit team conducting an audit on Komatsu; or
- (iv) The Australian Taxation Office, If the disclosure concerns Komatsu’s tax affairs or the tax affairs of an associate of Komatsu’s registered tax agent or BAS agent, or an employee or Officer at Komatsu who has functions or duties relating to its tax affairs and who you consider may be assisted in their role by knowing that information.

4.4 Whistleblower Protections

4.4.1 Detrimental Action;

A Whistleblower who:

- suspects on reasonable grounds that a Komatsu Officer, employee contractor or person has engaged, or plans to engage, in Reportable Conduct; and
- reports that matter in accordance with this Policy,

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must not be subjected to Detrimental Action for reporting the Reportable Conduct.

In this Policy, Detrimental Action includes the following (even if done unintentionally):

- action causing injury, harm, loss or damage (including psychological harm);
- damaging a person's property, reputation, business or financial position or causing any other damage to a person;
- intimidation, bullying or harassment;
- discrimination or other adverse treatment in relation to the Whistleblower's employment, career, profession, trade or business, including dismissal, demotion or the taking of other disciplinary action;
- current or future bias;
- action that constitutes the making of a threat to cause any such Detrimental Action to another person;
- anything illegal; and
- any conduct which incites others to subject the Whistleblower to any of the above conduct.

4.4.2 Confidentiality of disclosures

Subject to section 4.4.3, all information provided by a Whistleblower will be treated as confidential and maintained securely. The identity of a Whistleblower (or information that is likely to lead to them being identified as a Whistleblower) must be kept confidential, unless the Whistleblower has consented to the disclosure. Any breach of confidentiality will be treated as a serious disciplinary matter.

During the course of any investigation regarding Reportable Conduct, if any person receives information and does not keep that information confidential or discloses any information that is likely to lead to the Whistleblower being identified (except in the circumstances of permitted exceptions referred to in section 4.4.3) the following can occur:

- If they are Komatsu employees – they may be subject to disciplinary action, which can include a formal written warning, or termination of employment with Komatsu;

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- If they are not a Komatsu employee – Komatsu may take other corrective action; and
- They may be subject to criminal and civil penalties, including substantial fines and / or jail.

This applies even if they did not receive the disclosure but received the information indirectly.

Komatsu will ensure that files and records relating to disclosures are kept confidential and stored securely.

4.4.3 Permitted exceptions of Confidentiality

The identity of a Whistleblower (or information that is likely to lead to their identity being known) may be disclosed without the Whistleblower's consent if the disclosure is made because:

- during the investigation of a report, Komatsu needs to disclose information that may lead to the Whistleblower being identified. All reasonable steps will be taken to ensure that the Whistleblower's identity is not disclosed;
- Komatsu needs to disclose this information to obtain legal advice or representation;
- Komatsu is required to do so by law (for example where Komatsu needs to disclose this information to an external regulator or Komatsu is ordered to do so by a court);
- The information is provided to APRA, ASIC or a member of the police;
- The disclosure is to the Australian Commissioner of Taxation as it concerns Komatsu's tax affairs or the tax affairs of an associate of Komatsu; or
- Komatsu needs to disclose the information to prevent a serious and imminent threat to life, health or property.

4.4.4 What support and protections are provided to Whistleblowers?

Part of the role of the WPO is to safeguard the interests of Whistleblowers, to assist them to understand the process and the available protections and to ensure the integrity of the whistleblowing mechanism. Whistleblowers who are an employee or Officer of Komatsu:

- are entitled to support through the WPO; and

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- may explore options such as taking leave, relocation to another area of business, or a secondment arrangement while the concern is being investigated.

All employees involved will be encouraged to make use of the Employee Assistance Program through Hunterlink by calling 1800 554 654 (Australia), 0800 449 981 (New Zealand).

Employees will not be subject to disciplinary action for making a disclosure of Reportable Conduct under this Policy on reasonable grounds. They may, however, still be subject to disciplinary action for misconduct that is revealed as a result of the disclosure, however Komatsu may take the disclosure into account when determining the nature of any disciplinary action.

If any Whistleblower thinks that the person to whom they made a disclosure of Reportable Conduct has not dealt with the report sufficiently, or at all, they may raise the concern with the WPO, if the response is not satisfactory they may raise the concern with the Managing Director.

If a person (whether the Whistleblower or not) believes on reasonable grounds that the Whistleblower has been, or is likely to be, subjected to Detrimental Action, he or she should report this to the WPO, who will investigate, or arrange an investigation into, the matter.

4.4.5 What are the consequences of Detrimental Action?

An employee who is found to have subjected a Whistleblower to Detrimental Action will be subject to disciplinary action (which may include termination of employment) and may be guilty of an offence that is subject to prosecution under legislation.

Komatsu may terminate the contract or engagement of suppliers and other parties conducting business with Komatsu or take other corrective action.

The Whistleblower Protection Laws also prohibit victimisation and Detrimental Action. If a court finds that victimisation has occurred, the court may order the victimiser and/or Komatsu to:

- pay compensation to the person who was subject to the victimisation; and/or

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- pay substantial fines and / or go to jail.

4.5 Whistleblower Protection Laws

If Whistleblowers make a Protected Disclosure under the Australian Whistleblower Protection Laws, these laws provide that:

- they cannot be subject to any civil, criminal or administrative liability, for making a Protected Disclosure; and
- they may be subject to civil, criminal or administrative liability for conduct that is revealed by their disclosure.

However, if the disclosure is made to ASIC, APRA or the Commissioner of Taxation, or is an Emergency Disclosure as permitted under the *Corporations Act 2001* (Cth), the information is not admissible in evidence against the Whistleblower in criminal proceedings, or in proceedings for the imposition of a penalty, except for proceedings in respect of providing false information.

If a Whistleblower is victimised as a result of making a Protected Disclosure of Reportable Conduct, there are possible remedies available under the Whistleblower Protection Laws (where they apply) and include reinstatement, compensation, an order prohibiting the victimisation, and/or an apology.

The victimiser can be ordered to pay substantial monetary fines or imprisoned. Protections for Komatsu employees also exist under the *Fair Work Act 2009* (Cth). These are enforceable as a matter of statute and do not form part of this Policy.

4.6 Availability of the Policy

This Policy will be made available to all Officers and employees on the relevant Komatsu entity's intranet site where the company policies are located.

This Policy will also be made available on the relevant companies external website.

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APPENDIX ONE – Whistleblower Protection Officers

Risk and Assurance Manager

Mail: 50 – 60 Fairfield Street
FAIRFIELD EAST NSW 2165

Phone: +61 2 9795 8829

Email: shubble@komatsu.com.au

Executive General Manager, People and Strategy

Mail: 50 – 60 Fairfield Street
FAIRFIELD EAST NSW 2165

Phone: + 61 2 9795 8270

Email: cshaw@komatsu.com.au

General Manager, People Performance and Culture

Mail: 50 – 60 Fairfield Street
FAIRFIELD EAST NSW 2165

Telephone: +61 2 9795 8221

Email: shole@mining.komatsu

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Version Control

Version	Author ¹	Description of Changes	Date
1.0	Shane Hubble	Initial release	28-11-2019

Policy Owner

Department	Contact Name ²	Position	Date
Risk and Assurance	Mark Wilson	Chief Financial Officer	29-11-2019

¹ The Author is the person responsible for writing and preparing the Policy.

² The Owner of the Policy is always the relevant General Manager or equivalent department head.