

# Whistleblowing Policy

**Triangle Energy (Global) Limited**

**ABN 52 110 411 428**

## **1 Introduction**

At Triangle Energy (Global) Limited (**Triangle / the Company**), many channels exist for asking questions, presenting ideas and raising compliance concerns, including concerns about violation of applicable laws, regulations, internationally recognised ethical standards or Triangle's policies and procedures.

1.1 In Australia, the Whistleblower Protection Laws contain provisions which:

- (1) protect people who make certain types of disclosures (**whistleblowers**); and
- (2) require companies to have whistleblower policies containing certain information.

1.2 The purpose of this policy is to comply with our legislative obligations to provide information about the protections available to whistleblowers, including the protections under the Whistleblower Protection Laws. To the extent that it is inconsistent with any Triangle policies or procedures, it takes precedence.

1.3 This policy is to be read subject to those statutory protections and is not intended to create contractually enforceable rights in respect of those statutory protections.

## **2 This policy does not apply to personal work-related grievances**

2.1 This policy should not be used for complaints relating to personal work-related grievances, such as an interpersonal conflict between the discloser and another person, a decision relating to engagement, transfer or promotion of the discloser, a decision relating to the terms and conditions of engagement of the discloser, or a decision relating to suspension, termination or discipline of the discloser. These complaints should be raised with the Managing Director.

## **3 Who does this policy apply to?**

3.1 This policy applies to:

- (1) our officers;
- (2) our employees;
- (3) our associates;<sup>1</sup>
- (4) our External Parties; and
- (5) all Triangle operations in Australia.

3.2 The Board may amend this policy at any time in our sole discretion.

## **4 Interpretation**

4.1 In this policy, where the context requires, the following terms are used:

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<sup>1</sup> Associate in this context means an individual who is an associate of Triangle within the meaning of the Corporations Act. This includes directors and company secretaries of Triangle and its related bodies corporate, and may also include a range of individuals with whom Triangle acts in concert or is otherwise associated in a formal or informal way.

- (1) **ASIC** means Australian Securities and Investment Commission;
- (2) **APRA** Australian Prudential Regulation Authority;
- (3) **Triangle** means Triangle Energy (Global) Limited and its related bodies corporate;
- (4) **Concerns** means any conduct (whether actual or potential) which:
  - (a) breaches any internal policy or code of Triangle;
  - (b) constitutes dishonest, fraudulent, illegal or corrupt activity, including bribery;
  - (c) constitutes theft, drug distribution, violence, assault, intimidation or criminal damage to property;
  - (d) constitutes harassment, discrimination, victimisation or bullying;
  - (e) is potentially damaging to Triangle, its employees or a third party such as unsafe work practices, environmental damage, health risks or abuse of Triangle's property or resources;
  - (f) may cause Triangle financial loss, damage its reputation or be otherwise detrimental to Triangle's interests;
  - (g) constitutes an improper state of affairs or circumstances, in relation to Triangle or a related body corporate;
  - (h) constitutes a breach of the Corporations Act and other laws administered by ASIC and APRA;
  - (i) constitutes a breach of any other Commonwealth laws, that is punishable by 12 months or more imprisonment;
  - (j) represents a danger to the public or to the financial system;
  - (k) constitutes misconduct or an improper state of affairs or circumstances, in relation to the tax affairs of Triangle or an associated entity; or
  - (l) constitutes any attempt to conceal or delay disclosure of any of the above conduct.
- (5) **Corporations Act** means the *Corporations Act 2001* (Cth);
- (6) **External Parties** means:
  - (a) our former employees and officers;
  - (b) relatives of our current and former employees and officers;
  - (c) current and former contractors, suppliers, agents, and their employees;  
and
  - (d) relatives of current and former contractors, suppliers, agents and their employees.

- (7) **protected disclosure** means a disclosure protected by the Whistleblower Protection Laws (and includes a public interest disclosure and an emergency disclosure as defined in the *Corporations Act*);
- (8) **related body corporate** has the meaning given in section 50 of the Corporations Act;
- (9) **tax affairs** means affairs relating to any tax imposed by or under, or assessed or collected under, a law administered by the Commissioner of Taxation;
- (10) **us** or **we** refers to Triangle;
- (11) **Whistleblower Protection Laws** includes the Corporations Act and *Taxation Administration Act 1953* (Cth); and
- (12) **you** refers to individuals to whom this policy applies.

## 5 Making Disclosures

*How can I make a disclosure?*

- 5.1 You may raise Concerns or make disclosures to any of the following:
  - (1) an officer or senior manager of Triangle;
  - (2) your line manager;
  - (3) another manager in your team;
  - (4) an auditor or a member of an audit team conducting an audit of Triangle;
  - (5) ASIC;
  - (6) APRA;
- 5.2 Where the Concern or disclosure relates to Triangle's tax affairs, then in addition to the parties referred to in 5.1 above you may raise the Concern or make the disclosure to:
  - (1) a director, secretary, or senior manager of Triangle;
  - (2) any other employee or officer who has functions or duties relating to the tax affairs of Triangle, this being the Chief Financial Officer (**CFO**);
  - (3) a registered tax agent or BAS agent providing tax agent or BAS services to Triangle; and
  - (4) the Commissioner of Taxation.
- 5.3 A relative or another person can make a protected disclosure on your behalf. The victimisation protections apply regardless of who communicates the disclosure.
- 5.4 The Corporations Act enables a public interest disclosure or an emergency disclosure to a journalist or a member of parliament in certain limited circumstances.

## **6 Protections**

- 6.1 Certain information about these protections is contained in Triangle's Code of Conduct and may be included in further policies adopted by Triangle from time to time.
- 6.2 External Parties are not covered by these documents.
- 6.3 Further information is set out in the paragraphs below.

### **Confidentiality**

- 6.4 The identity of a person who makes a protected disclosure (or information that is likely to lead to that person being identified) must be kept confidential, except in the following circumstances:
  - (1) the person consents to this information being disclosed;
  - (2) where it is reasonably necessary to pass on the information for the purposes of investigating the disclosure (in which case, reasonable steps will be taken to protect the identity of the whistleblower);
  - (3) where we need to disclose this information to obtain confidential legal advice or representation;
  - (4) where we are required or permitted to do so by laws); or
  - (5) where we need to disclose the information to prevent a serious and imminent threat to life, health or property.

### **Victimisation is prohibited**

- 6.5 Victimisation is defined as conduct that:
  - (1) causes any detriment to another person (even if unintentionally); or
  - (2) constitutes the making of a threat to cause any such detriment to another person, where the reason (or part of the reason) for that conduct is a belief or suspicion that the other person (or any other person) made, may have made, proposes to make, or could make a protected disclosure.
- 6.6 Detriment includes but is not limited to:
  - (1) dismissing or demoting an employee;
  - (2) injuring an employee in their employment;
  - (3) altering an employee's position or duties to their disadvantage;
  - (4) discriminating between an employee and other employees;
  - (5) harassing or intimidating a person;
  - (6) harming or injuring a person, including causing psychological harm; or
  - (7) damaging a person's property, reputation, business or financial position or causing any other damage to a person.

## **No liability**

- 6.7 The Whistleblower Protection Laws provide that a person who makes a protected disclosure cannot be subject to any civil, criminal or administrative liability, for making a protected disclosure.
- 6.8 No contractual or other remedy may be enforced and no contractual or other right may be exercised against the person on the basis of the protected disclosure.
- 6.9 The person may be subject to civil, criminal or administrative liability for conduct that is revealed by the protected disclosure.
- 6.10 If the protected disclosure is to ASIC, APRA or the Commissioner of Taxation, or is a public interest disclosure or emergency disclosure as permitted under the Corporations Act (see 5.7), the information is not admissible in evidence against the person in criminal proceedings, or in proceedings for the imposition of a penalty, except for proceedings in respect of providing false information.
- 6.11 External Parties have the benefit of these protections.

## **7 How Triangle supports and protects people who raise concerns**

- 7.1 For our employees, this information is contained Triangle's Code of Conduct and may be addressed in further policies adopted by Triangle from time to time.
- 7.2 For External Parties who make protected disclosures we support and protect you by complying with the requirements of the Whistleblowing Protection Laws referred to in paragraphs 6.4 to 6.6 above.

## **8 How will we investigate a disclosure?**

- 8.1 In general we will endeavour to:
- (1) investigate the disclosure within a reasonable period of time,
  - (2) ensure that any investigation is fair and objective;
  - (3) provide persons who are mentioned in the disclosure or to whom the disclosure relates, an opportunity to respond (where appropriate and subject to our requirements to maintain confidentiality);
  - (4) avoid conflicts of interest in carrying out any investigation;
  - (5) keep the identity of the discloser confidential, except as required by law and permitted under this policy;
  - (6) where appropriate, prepare an internal report on the outcome of the investigation; and
  - (7) exercise discretion in carrying out the investigation and keep the investigation as confidential as is reasonably possible.

## **9 How do we ensure fair treatment of employees mentioned in a disclosure?**

- 9.1 We will ensure that any investigation process is fair and objective, and to the extent possible, investigation reports will maintain the privacy of employees who are mentioned in a disclosure.

## **10 Training**

- 10.1 The Company's expectation in relation to the reporting of Concerns is part of ongoing training and awareness programs.
- 10.2 The Company will also provide training to the authorised officers to ensure they follow this policy.

## **11 Review**

- 11.1 The Company will use all reports provided under this policy to monitor and review regularly the effectiveness of the whistleblower protection program described in this policy.
- 11.2 The Board is responsible for reviewing this policy to determine its appropriateness to the needs of the Company from time to time.
- 11.3 This Policy may be amended by resolution of the Board.

## **12 How this policy will be made available**

- 12.1 This policy is located on the Triangle Energy (Global) Limited website.
- 12.2 If you have any questions about this policy, please contact either the Managing Director or the Company Secretary.

## **13 Contacts**

- 13.1 If you have any queries about this policy, please contact the Managing Director.

**Adopted on 30 December 2019**