

# WHISTLEBLOWER Policy

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# WHISTLEBLOWER

## Policy

### 1. Introduction

- 1.1 Orocobre is committed to ensuring that its employees and business partners can raise concerns regarding bribery, corruption or other 'Improper Conduct' (defined below) without being subjected to victimisation, harassment or discriminatory treatment, and to have such concerns properly investigated.
  - 1.2 The purpose of this policy is to:
    - I. promote the importance of detecting Improper Conduct;
    - II. encourage the reporting of Improper Conduct and any other matters that may cause financial or non-financial loss or damage to the Orocobre Group's reputation; and
    - III. provide a disclosure line which can be used for the reporting of Improper Conduct;
    - IV. help to protect people who report Improper Conduct in good faith from discrimination, harassment and retaliation.
  - 1.3 Whistleblowing is not about airing grievances. It is about reporting real or perceived Improper Conduct. A report may damage the career or reputation of the person who is the subject of an allegation. Therefore, if a report is not made in good faith or the report is found to be malicious, deliberately misleading or frivolous, the person responsible for making the report may be subject to disciplinary action.
  - 1.4 Orocobre is committed to promoting a culture of ethical behaviour. Orocobre will ensure that protection is offered to anyone who reports concerns in good faith in accordance with this policy.
  - 1.5 This policy is intended to supplement all applicable laws, rules and other corporate policies including, without limitation, the Orocobre Group's Code of Conduct and the Orocobre Group's Anti-Bribery & Corruption Policy.
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### 2. Scope

- 2.1 This policy applies to, with respect to Orocobre Limited, Borax Argentina S.A., Sales de Jujuy S.A. and each of the wholly-owned or otherwise controlled subsidiaries of Orocobre Limited and Sales De Jujuy S.A. (**Orocobre Group**), all of the Orocobre Group's:
  - I. Directors, employees (whether permanent, fixed-term, casual or temporary) and contract staff (together, **Employees**); and
  - II. agents and distributors (together, **Agents**).

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- 2.2 If a consultant, vendor, service provider or supplier (each, a **Business Associate**), acting in good faith, believes that the Orocobre Group or any of its Employees or Agents has engaged in Improper Conduct, the Business Associate should report the matter to the Orocobre Group's General Counsel.
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### 3. Definitions

- 3.1 In this policy:

**Compliance Committee** consists of those members appointed to the committee from time to time by the Orocobre Board of Directors. The Compliance committee will have the same members as the Group Audit Committee.

**Detrimental Treatment** includes dismissal, disciplinary action, threats or other unfavourable treatment.

**Disclosure** means any good faith communication that discloses information that may evidence Improper Conduct.

**Disclosure Officer means**

**Within Argentina** - the appointed Disclosure Officer as set out in Section 4.2.

**Elsewhere** - the Chairman of the Orocobre Group.

**Improper Conduct** means conduct by a person or persons connected with the Orocobre Group which, in the view of a Whistleblower, acting in good faith:

- a) amounts to bribery or some other form of corrupt activity;
- b) is fraudulent;
- c) is illegal (including theft, drug sale/use, violence or threatened violence, and criminal damage against property);
- d) is unethical;
- e) amounts to a material misappropriation or misuse of the Orocobre Group's resources;
- f) involves a substantial risk to safety, health, the environment or the community; or
- g) is in breach of any of the Orocobre Group's policies including, without limitation, the Orocobre Group's Code of Conduct and the Orocobre Group's Anti-Bribery & Corruption Policy.

**Whistleblower** means a person who makes, or attempts to make, a report in connection with Improper Conduct.

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## 4. Reporting

### Responsibility to report

- 4.1 Orocobre does not tolerate Improper Conduct. All Employees and Agents have a responsibility to report Improper Conduct by making a Disclosure in accordance with this policy. Orocobre recognises that Employees and Agents may not feel comfortable making a Disclosure to an Orocobre Manager and that they might wish to report a matter anonymously.
- 4.2 Disclosures can be made to the Disclosure Lines via telephone (+61 7 3871 XXXX), email (xxxx@orocobre.com) or mail (PO Box XXXX, Milton QLD, 4064).

### What happens when I contact the Disclosure Lines?

- 4.3 When you contact the Disclosure Lines, a record of your call will be made together with a copy of all of the relevant data provided by you. The Disclosure Officer will endeavour to obtain sufficient information to conduct an investigation. You will have the option of either identifying yourself or remaining anonymous.
  - 4.4 All reports made to Disclosure Officers will be reported to the Compliance Committee.
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## 5. Protection

- 5.1 An Employee who wishes to raise a concern or report regarding Improper Conduct may be worried about possible repercussions. Orocobre encourages openness and will support anyone who raises genuine concerns in good faith under this policy, even if they turn out to be mistaken.
  - 5.2 The Orocobre Group is committed to ensuring that no one suffers Detrimental Treatment as a result of their refusal to take part in conduct that may amount to Improper Conduct, or their actions in reporting Improper Conduct.
  - 5.3 If a Whistleblower suffers Detrimental Treatment in the circumstances described in paragraph 5.2, he or she must inform his or her Manager immediately. If the matter is not remedied promptly by the Manager, the Whistleblower should raise the matter with a member of the Compliance Committee.
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## 6. Investigation of Disclosures

- 6.1 All Disclosures are taken seriously and are subject to investigation.

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- 6.2 The Orocobre Group's Disclosure Officer will investigate all Disclosures made under this policy as soon as possible after the matter has been reported. The investigation will be conducted in a timely, thorough, confidential and fair manner.
  - 6.3 Where necessary and following the approval of the Compliance Committee, an independent external investigator may be appointed.
  - 6.4 Any investigations and proceedings arising from this policy must follow the proper processes of the Orocobre Group's Disclosure Officer. If, after the completion of the investigation, the person who conducted the investigation determines that improper conduct has occurred, that person will make recommendations to the Manager of the person or persons involved in the improper conduct and must communicate those recommendations to the Compliance Committee.
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## 7. Confidentiality

- 7.1 The identity of the Whistleblower (where known to the Orocobre Group), the fact that the Whistleblower has made a Disclosure and the contents of the Disclosure will be kept confidential and no details of the Whistleblower's participation in this process will be included in his or her personnel file or performance review.
  - 7.2 The Disclosure will not be disclosed to anyone except those who need to know for the purpose of investigating the matters referred to in the Disclosure.
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## 8. Communication

- 8.1 As a general rule, Whistleblowers will be informed of the results of an investigation as soon as possible after the concern is resolved or acted upon. However, in some circumstances, privacy, confidentiality or other legal constraints may limit the feedback that can be provided to the Whistleblower.

The policy has been approved by the Executive and Board of Directors.



**Richard Seville**  
CEO and Managing Director

**Dated this:** 24th day of October 2018