



Whistleblower Policy

1 May 2014: The Company Secretary has been appointed the Report and Investigation Officer by the Audit and Risk Committee.

1. Overview

Carbon Energy Limited (“Company”) is committed to creating and maintaining an open working environment in which all employees are able to raise concerns regarding unlawful, unethical or undesirable conduct.

2. Purpose

This Whistleblower Policy (Policy) sets out the process for CEL’s employees to report concerns about possible unlawful, unethical or undesirable conduct without fear of reprisal and with the support and protection of the Company.

This Policy also sets out the investigation process which the Company is committed to follow on receipt of a whistleblowing report, and the Company’s commitment to rectify any wrongdoing verified by the investigation to the extent practicable in the circumstances.

3. Applicability

This Policy applies to all employees, including full-time, part time, fixed term and casual, as well as directors, contractors and consultants (“Employees”).

However, any member of the public is also entitled to make any report in connection with the Company to the Report and Investigation Officer.

4. Report and Investigation Officer

The Report and Investigation Officer (“RIO”) is the designated representative for protecting the interests of whistleblowers. The RIO is appointed, and may be removed, by the Audit and Risk Committee. When investigating a report the RIO will follow the process outlined in section 9 of this document.

The RIO will provide a statement to the Board at each Board meeting confirming whether or not any whistleblower reports have been received since the previous meeting.

5. Reporting a concern

Employees should feel comfortable raising matters that are of legitimate concern to them.

The Company has grievance resolution guidelines and procedures to assist employees in resolving concerns in the workplace, such as interpersonal conflicts, inappropriate behaviours and the outcome of internal recruitment processes. These matters should be discussed with the relevant business Manager.

However, if an employee becomes aware of a breach of any legal or regulatory requirement or of any Company policy, that employee has a responsibility to report the matter.



It is preferred that such concerns or breaches are reported directly to Managers. However, in instances where an employee is fearful of any possible unfavourable repercussions, the Policy can assist with protecting the employee when making a report. This Policy is intended to serve as a last resort, when no other available reporting channels are able to be used.

6. Matters that may be reported

As a guide, matters that should be reported, whether under this Policy or otherwise, include:

- (a) conduct or practices which are suspected to be illegal or in breach of any law, regulation, contract or policy applying to the Company by an employee;
- (b) suspected fraudulent, corrupt or dishonest practices (such as misappropriation of funds, bribery, undue influence or false information);
- (c) concerns about misleading or deceptive conduct of any kind (such as statements that are factually incorrect);
- (d) situations within the Company's control that may present a significant risk to the health or safety of people or a significant danger to the environment;
- (e) concerns about inappropriate staff behaviour (such as bullying, harassment, discrimination or drug abuse) that are unable to be discussed with a business Manager;
- (f) any other conduct which may cause financial or non-financial loss to the Company or be otherwise detrimental to the interests of the Company; and
- (g) any deliberate concealment relating to any of the above.

There may also be instances (such as crimes against persons or property) where it is also appropriate to contact the police immediately.

7. Making a report under this Policy

If, after considering Sections 5 and 6 above, an employee wishes to make a report under this Policy, it may be made to the Report and Investigation Officer (either in person, via mail, email or telephone).

If any person is not comfortable speaking with the Report and Investigation Officer on a particular matter or if they are unavailable and the matter is urgent, they should contact directly either of the Chair of the Board, the Chair of the Audit and Risk Committee, or another member of the Board.

8. Confidentiality

It is preferred that employees provide their name when making their report, so that further information can be obtained if required and so that the outcome of the investigation can be communicated to them.

Where an employee does provide their name, the Company is required to keep the reporting employee's identity confidential.



The Company will also keep details of the report confidential, except to the extent required to conduct an adequate investigation and to report the matter to the Board or any of its nominated Committees. All documents, reports and records relating to the investigation of a whistleblower report will be stored in a secure manner.

However, it must be understood that under the following limited circumstances, the identity of the employee making the report may become known:

- (a) the whistleblower has been consulted and consents in writing to the disclosure; or
- (b) the disclosure is required by law or is necessary to protect or enforce legal rights or interests or to defend any claims; or
- (c) the disclosure is necessary to prevent or lessen a serious threat to a person's health or safety; or
- (d) the specific circumstances of the matter being reported are such that the whistleblower's identity can be deduced by the person who is the subject of the allegations.

Employees also have the right, if desired, to make their report anonymously.

9. Investigation process

Investigations will be carried out by the RIO. In the event that the investigation requires an external party to be appointed as a temporary RIO, the Audit and Risk Committee shall have the power to make such an appointment.

The investigation process will vary depending on the precise nature of the conduct being investigated, however all investigations must be conducted in a manner that is fair and objective to all people involved. The RIO will notify the person who reported the alleged violation and acknowledge receipt of the report within three business days.

The RIO is responsible for conducting an investigation into the report received from a whistleblower and will report back to the Audit and Risk Committee on their findings as to the substance of the report. The objective of the investigation is to locate evidence that substantiates or refutes the claims/allegations made by the whistleblower.

Following this investigation, the RIO and the Audit and Risk Committee will determine the appropriate course of action, which must include appropriate action to correct any misconduct that has been confirmed.

Where required, the RIO will have access to independent financial, legal and operational advisers. For serious allegations, the Audit and Risk Committee or the Board will also assist in the management of the process.

In all instances, the Board will receive an update as to the outcome of any reports that are received and investigated.

10. Making reports responsibly

Employees are responsible for making reports in good faith and must have reasonable grounds for believing that the alleged conduct has taken place.

Any employee who is found to have made a report with malicious intent, or a report that is known to be false will be subject to disciplinary action, which may include termination of employment/engagement (as applicable).



However, any employee who in good faith makes a report under this Policy will not be subject to any disciplinary action, even in instances where an investigation finds that no wrongdoing has occurred.

It should also be noted that any whistleblower who is found to be involved with the conduct being reported will not have the protection of this Policy, although an admission may be a mitigating factor when considering disciplinary or other action.

Any employee who retaliates against someone who has made a report under this Policy will be subject to disciplinary action, which may include termination of employment/engagement (as applicable).

11. Review of this Policy

The Audit and Risk Committee will review this Policy annually and otherwise as required to ensure that it remains effective.