



WHISTLEBLOWER POLICY

Lynas Rare Earths Limited

ACN 009 066 648

Sarah Leonard
General Counsel
Date of Issue: 18 September 2023

Table of Contents

1.	Introduction	2
2.	Scope	2
3.	Definitions	3
4.	Reporting	4
5.	Protection against Detrimental Treatment	6
6.	Investigation of Disclosures	6
7.	Protection under legislation	7
8.	Availability of this Policy	9
9.	Training	9

WHISTLEBLOWER POLICY

1. Introduction

- 1.1 Lynas 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:
 - (1) promote the importance of detecting Improper Conduct;
 - (2) encourage the reporting of Improper Conduct and any other matters that may cause financial or non-financial loss to Lynas or damage to Lynas' reputation;
 - (3) provide an independently run disclosure line which can be used for the reporting of Improper Conduct; and
 - (4) help to protect people who report Improper Conduct from discrimination, harassment and retaliation.
- 1.3 Whistleblowing is not about airing personal 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 found to be malicious, deliberately misleading or frivolous, the person responsible for making the report may be subject to disciplinary action.
- 1.4 Lynas is committed to promoting a culture of ethical behaviour. Lynas will ensure that protection is offered to any Whistleblower who makes a Disclosure in accordance with this Policy. Statutory Protection is available to a Whistleblower who makes a Disclosure in accordance with this Policy and who meets the requirements of the *Corporations Act 2001* (Cth) (**Corporations Act**) or the *Taxation Administration Act 1953* (Cth) (**Taxation Act**)
- 1.5 This Policy is intended to supplement all applicable laws, rules and other corporate policies including, without limitation, Lynas' Code of Conduct and Lynas' Anti-Bribery Policy.

2. Scope

- 2.1 This Policy applies to Lynas Rare Earths Limited and each of its wholly-owned subsidiaries (Lynas), and covers any current or former:
 - (1) officers, employees (whether permanent, fixed-term, casual or temporary) and contract staff (together, Employees); and
 - (2) agents and distributors (together, Agents).
- 2.2 If a current or former consultant, vendor, service provider or supplier (each, a **Business Associate**) has reasonable grounds to suspect that Lynas or any of its Employees or Agents has engaged in Improper Conduct, the Business Associate should report the matter to Lynas' General Counsel.

3. Definitions

3.1 In this Policy:

- (1) APRA means Australia Prudential Regulatory Authority.
- (2) ASIC means Australia Securities Investment Commission.
- (3) Compliance Committee consists of the Vice President of People & Culture, the General Counsel, the Chief Operating Officer and the Vice President Major Projects.
- (4) Detrimental Treatment includes dismissal, disciplinary action, threats or other unfavourable treatment to a person who has made, proposes to make or could make a Disclosure. Detrimental Treatment does not include managing a Whistleblower's unsatisfactory work performance or administrative action taken for the purpose of protecting a Whistleblower.
- (5) Disclosure means any communication that discloses information that may evidence Improper Conduct.
- (6) Disclosure Officer means Lynas' General Counsel.
- (7) Improper Conduct means misconduct or an improper state of affairs in relation to Lynas, including conduct which a Whistleblower has reasonable grounds to suspect:
 - (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 Lynas' resources;
 - (f) amounts to a breach of an obligation imposed by laws administered by APRA or ASIC;
 - (g) involves a substantial risk to safety, health, the environment, the financial system or the community; or
 - (h) is in breach of any of Lynas' policies including, without limitation, Lynas' Code of Conduct and Lynas' Anti-Bribery Policy.

For the avoidance of doubt, Improper Conduct:

- (i) may not involve a contravention of a particular law. This includes where the information disclosed indicates a substantial risk to public safety and safety or the stability of the financial system; and
- (j) does not include personal employment or workplace grievances such as interpersonal conflicts, transfer, promotion or disciplinary decisions unless it relates to systemic issues or involves Detrimental Treatment of an individual. Disclosures of this kind should be made to the Lynas People & Culture Department.

- (8) **Whistleblower** means an Employee, Agent or Business Associate who makes, or attempts to make, a report in connection with Improper Conduct, and requests the protection for whistleblowers under this Policy.

4. Reporting

Responsibility to report

- 4.1 Lynas will not tolerate Improper Conduct. All Employees and Agents have a responsibility to report Improper Conduct by making a Disclosure in accordance with this Policy.
- 4.2 Additional information can be obtained by Employees, Agents and Business Associates by contacting Lynas' Disclosure Officer.

Disclosure Line

- 4.3 Lynas recognises that Employees and Agents may not feel comfortable making a Disclosure to a Lynas Eligible Recipient and that they might wish to report a matter anonymously. For that reason, Lynas has engaged an independent organisation, Deloitte Conduct Watch, to run a disclosure line service for Lynas (**Disclosure Line**) known as Lynas Speak Up.
- 4.4 Disclosures can be made to the Lynas Speak Up Disclosure Line by telephone, by email, on-line, or by mail to the number/address set out below:

Telephone	<p>Australia: 1800 233 846 (toll-free)</p> <p>Malaysia: 1800 810 662 (toll-free)</p> <p>United States of America: 1(800) 495 1186 (toll-free)</p> <p>The Lynas Speak Up Disclosure Line is open 24 hours, 7 days a week. The line will be answered live in English 24/7. For Malay speakers, the line will be answered in Malay from 9:00am to 5:30pm (GMT +8) Monday to Friday (exclusive of public holidays in Malaysia). If you call the Lynas Speak Up Disclosure Line outside of these hours and select Malay, you will be invited to leave a recorded message, or use one of the other reporting channels referred to below.</p>
Email:	report@lynasspeakup.com
Website:	lynasspeakup.com

What happens when I contact the Lynas Speak Up Disclosure Line?

- 4.5 When you contact the Lynas Speak Up Disclosure Line, you will be given the option to speak to an operator (in Malay or English) who will ask you some questions about the conduct. Alternatively, you may leave a detailed recorded message. Once the operator has taken your call, they will review the information you have provided regarding the suspected misconduct. The operator will then provide a

report within three working days to Lynas' General Counsel who will manage the investigation and report it to the appropriate Lynas executives.

- 4.6 All reports received by Lynas' Speak Up service will be reviewed and investigated. All investigation reports are provided to Lynas' General Counsel to decide on any action.
- 4.7 This service is confidential and you will have the option of either identifying yourself or remaining anonymous. This option applies at the time of making a Disclosure, over the course of any investigation undertaken in accordance with section 6 below and after the investigation is finalised. You can also refuse to answer questions that you feel may reveal your identity at any time, including during any follow up conversations. Statutory Protection and protection under this Policy still applies to anonymous Disclosures.
- 4.8 You should provide as much information as possible to facilitate any subsequent action or investigation. If you have new or additional information on a previous report, you can log onto the website with the reference number and password provided when you submitted your initial report. Alternatively, you can contact the Disclosure Line and quote the reference number. Investigators may wish to contact you with questions or progress updates. If you have not provided contact details, information will be posted to the website so please check it for updates.
- 4.9 Subject to any whistleblower protection requirements set out in any relevant law (e.g. the Corporations Act or Taxation Act, or the Whistleblower Protection Act 2010 (*Malaysia*), Deloitte will promptly provide a report to the Disclosure Officer of the Disclosure. If you make an anonymous Disclosure to the Lynas Speak Up Disclosure Line, your identity will not be disclosed to the Disclosure Officer. Whilst Lynas will make the best endeavours to investigate the Disclosure, there may be some practical limitations in doing so if you do not agree to share your identity.

Can I make a Disclosure to anyone else?

- 4.10 The Disclosure Line is a dedicated service for whistleblower protection and is the best place for you to direct any Disclosure. However, you are also entitled to make a Disclosure to any company secretary, director, senior manager or auditor of Lynas (**Eligible Recipients**) whose role it is to receive Disclosures that qualify for statutory protection and the protections outlined in this Policy. In these circumstances, unless you elect to remain anonymous the Recipient will direct your complaint and identity to the Disclosure Officer for review in accordance with paragraph 6.1 this Policy. To avoid doubt, the matters referred to in section 4.5 above in relation to anonymous Disclosures also apply to Disclosures made to Eligible Recipients if you choose to remain anonymous.
- 4.11 Nothing in this Policy is intended to restrict you from disclosing Improper Conduct, providing information to, or communicating with a government agency, law enforcement body or a regulator, specifically within Australia ASIC, APRA or another Commonwealth regulatory body prescribed by the Corporations Act and Taxation Act. Lynas encourages all Whistleblowers to seek independent legal advice if they are unsure about their rights.

Public interest and emergency disclosures

- 4.12 A disclosure can be made to a journalist or parliamentarian in certain circumstances and qualify for protection under the Corporations Act. There are strict criteria that must be satisfied to qualify for protection in relation to public interest and emergency disclosure. A whistleblower should contact an independent legal adviser before making a public interest or emergency disclosure.

Disclosures to legal practitioners

- 4.13 Disclosures can also be made to a legal practitioner for the purpose of obtaining legal advice or representation in relation to the operation of the whistleblower provisions in the Corporations Act.

5. Protection against Detrimental Treatment

- 5.1 An Employee who wishes to raise a concern or report regarding Improper Conduct may be worried about possible repercussions. Lynas encourages openness and will support anyone who has reasonable grounds to suspect Improper Conduct, even if they turn out to be mistaken. Similarly, statutory protection may still be available to a Whistleblower even if the Disclosure is ultimately incorrect.
- 5.2 Lynas 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 is encouraged to inform the Disclosure Officer immediately. If the matter is not remedied promptly by the Disclosure Officer, the Whistleblower also has the option to raise the matter with a member of the Compliance Committee. In addition, a Whistleblower can also seek independent legal advice or contact regulatory bodies including ASICA or APRA if they believe they have suffered detriment.
- 5.4 Examples of other measures Lynas will take to protect Whistleblower from detriment include the provision of the Lynas Speak Up Disclosure Line, a fair and objective investigation process, supporting anonymous Disclosures, handling Disclosures on a confidential basis, support from human resources where reasonably required by a Whistleblower. If you have any further questions about the support available, you should contact the Disclosure Officer.
- 5.5 A person who subjects a Whistleblower to detrimental treatment because they have made a Disclosure will be in breach of this Policy and will be dealt with under Lynas' disciplinary procedures. This is a serious matter which may also expose the person to civil and criminal sanctions under the legislation discussed in section 7 below.

6. Investigation of Disclosures

Review of the report

- 6.1 All reports will be reviewed by the Disclosure Officer to determine whether it is a possible Disclosure that qualifies for protection and if a formal investigation is required.
- 6.2 If a report has been determined to be a possible Disclosure, it will be taken seriously and subject to investigation.

Investigation process

- 6.3 Lynas will investigate all Disclosures made under this Policy as soon as possible after the matter has been reported from Deloitte or an Eligible Recipient. The investigation will be conducted in a timely, thorough, confidential and fair manner.
- 6.4 Where necessary and following the approval of the CEO or the Chair of the Audit and Risk Committee, an independent external investigator may be appointed.
- 6.5 Any investigations and proceedings arising from this Policy must follow the proper processes of Lynas including, where applicable, Lynas' Grievance and Dispute Resolution Procedure. 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 Audit, Risk & ESG Committee.

- 6.6 Any material incidents reported under this Policy must be reported to an appropriate member of the Audit, Risk & ESG Committee.
- 6.7 Wherever possible, the Whistleblower will be kept informed of the progress of the investigation subject to privacy and confidentiality considerations. The frequency and detail of any updates will depend on the nature of the Disclosure.
- 6.8 The above processes, including the method for documenting and reporting findings and recommendations may vary from time to time according to the nature of the Disclosure investigated.

Fair treatment of Employees

- 6.9 Investigations will be conducted independently of the subject of the allegations. At all times during the investigation, Lynas will ensure that an Employee who is the subject of a Disclosure is treated fairly by:
 - keeping the person or persons informed of the allegations (where appropriate) and providing them with an opportunity to respond;
 - maintaining the confidentiality of the information contained in the Disclosure;
 - undertaking a thorough investigation; and
 - providing access to human resources support or the Group's Employee Assistance Program as necessary.

Concluding an investigation

- 6.10 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.
- 6.11 Protection under Legislation and Confidentiality

7. Protection under legislation

- 7.1 Legislation in Australia (the Corporations Act and Taxation Act) and Malaysia may provide protections for certain disclosures by Whistleblowers who make them in accordance with the provisions of the relevant legislation. These protections are designed to encourage people to disclose unlawful, improper or unethical behaviour to relevant parties.
- 7.2 To be protected under legislation, the Whistleblower making the disclosure must meet the requirements of, and make the disclosure in accordance with, the provisions of the relevant legislation.
- 7.3 In an Australian context, a Whistleblower will qualify for protection (as outlined in section 7.4 below) under the Corporations Act if they are a Whistleblower and:
 - (1) they have made a Disclosure of directly to an Eligible Recipient (which includes the Lynas Speak Up Disclosure Line for the purposes of this Policy), ASIC or APRA;
 - (2) they have made a Disclosure to a legal practitioner for the purposes of obtaining legal advice or legal representation about the operation of the whistleblower laws in the Corporations Act; or

(3) they have made an emergency disclosure or public interest disclosure.

7.4 If a Disclosure is not about Improper Conduct it will not qualify for protection under the Corporations Act (or the Taxation Act, where relevant). There are a range of statutory protections that may be available to a whistleblower. These include the right (as provided for in the relevant legislation) to:

- (1) have their identity protected;
- (2) be protected from civil, criminal or administrative liability (including disciplinary action) for making the disclosure and from the admissibility of the information provided in evidence against them. However, these protections do not grant immunity for any misconduct a whistleblower has engaged in that is revealed in the disclosure;
- (3) be protected from Detrimental Treatment or any form of victimisation;
- (4) compensation and other remedies if they suffer loss, damage or injury in specific circumstances including where there has been a failure to take reasonable precautions and exercise due diligence to prevent Detrimental Treatment;
- (5) not to be required to disclose their identity before any court or tribunal.

These protections apply to internal disclosures (including to Lynas Speak Up), disclosures to legal practitioners, regulatory and other external bodies and eligible public interest disclosures and emergency disclosures made in accordance with the Corporations Act.

7.5 The Taxation Act also provides the above protections for disclosures of information that indicate misconduct or an improper state of affairs in relation to the tax affairs of an entity where the discloser considers the information may assist the eligible recipient to perform functions or duties in relation to the tax affairs of the entity or an associate. Protection is provided for disclosures made to the Commissioner of Taxation or any person or agency specified in 7.3.

Confidentiality

7.6 Lynas has an obligation to protect a Whistleblower's identity. Subject to paragraphs 4.6, 7.8 and 7.9, the identity of the Whistleblower (where known to Lynas), the fact that the Whistleblower has made a Disclosure and the contents of the Disclosure will be kept confidential to the extent possible under law and this Policy, will be held securely and no details of the Whistleblower's participation in this process will be included in his or her personnel file or performance review.

7.7 Subject to paragraphs 7.8 and 7.9, 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 and a restricted number of other people who have access to information recorded under this Policy, or with the consent of the Whistleblower. By making a Disclosure under this Policy, a Whistleblower consents to their information being recorded and accessible by these people (including, where applicable, their identity.)

7.8 There may be circumstances where the contents of a Disclosure can be disclosed (with or without a Whistleblower's consent) under the relevant legislation. This includes circumstances where the information does not disclose the Whistleblower's identity, Lynas has taken all reasonable steps to reduce the risk the Whistleblower will be identified from the information and it is reasonably necessary for investigating the issues raised in the Disclosure.

7.9 Lynas may also disclose the information provided and the Whistleblower's identity to relevant regulators or law enforcement in accordance with applicable laws.

7.10 Other than in circumstances required by law or as set out in this Policy, any unauthorised disclosure

of information without consent of the Whistleblower will be a breach of this Policy and will be dealt with under Lynas' disciplinary procedures. It may also be an offence subject to penalties under the legislation addressed above. In addition to a Whistleblower being able to make a complaint to the Disclosure Officer in relation to a breach of confidentiality, a Whistleblower can also make a complaint to a regulator including ASIC or APRA.

8. Availability of this Policy

This policy is made available to officers, employees and external parties on the Lynas website and can be found here:

<https://www.lynascorp.com/about-us/corporate-governance/>

9. Training

Specialist training will be provided to individuals who have specific responsibilities under this Policy.