Whitehaven

Code of Conduct

01 June 2023

Introduction

Overview

1. This Code of Conduct (**Code**) outlines the standard of behaviour expected by all persons working for, or on behalf of, Whitehaven Coal Limited and its subsidiaries (**Whitehaven**).

2. The purpose of the Code is to promote a safe, healthy and productive workplace wherever Whitehaven operates. Underpinning the Code is the expectation that all persons performing work for and on behalf of Whitehaven will conduct themselves honestly and professionally. The Code's key principles are:

    - act with professionalism, honesty, integrity and fairness;
    - treat others with respect and dignity;
    - maintain a safe working environment;
    - respect and maintain privacy and confidentiality; and
    - identify and manage conflicts of interests.

    These principles are explained in more detail throughout the Code.

3. The Code does not, and cannot, cover every possible action or scenario you may encounter in your work with Whitehaven. It is intended, however, to assist you understand Whitehaven's expectations.

4. It is important that you understand and become familiar with the Code. While the Code does not form part of your contract of employment, a breach of the Code is a serious contravention of Whitehaven's requirements, and may result in action being taken by Whitehaven, up to and including termination of your employment or engagement.

5. Where you feel that you are uncertain about your own position, or if you have any concerns about potential breaches of the Code, you are encouraged to raise this promptly with your immediate supervisor or manager, or another person with management responsibility.

Scope

6. The Code applies to all Whitehaven permanent and temporary employees, and to any person who is engaged, or paid to represent Whitehaven including contractors, consultants and directors (together **personnel**).

7. The standards of behaviour set out in the Code are expected of you both during work hours and whenever your behaviour has the potential to impact Whitehaven or your relationships with other personnel of Whitehaven. This may include but is not limited to:

    - lunch or crib breaks;
    - a work trip conducted outside normal working hours;
    - working from home, or away from home in Whitehaven provided accommodation;
    - social functions with fellow workers (for example, Christmas parties); and
    - activities on social media

Behaviour Standards

Ethical standards of behaviour

8. Whitehaven is committed to maintaining the highest standards of professionalism, honesty, integrity and fairness. You must act in a manner consistent with this commitment by:

    - being beyond reproach in matters of trust, honesty and confidentiality;
    - respecting cultural, ethical and religious differences;
    - being courteous, sensitive and honest in communications, and being considerate of the needs of others;
    - working cooperatively and collaboratively with others to achieve common goals and to maintain a harmonious work environment and culture;
    - behaving in a fair, consistent and ethical manner in all dealings with customers, employees and suppliers;
    - not taking advantage of any property or information belonging to Whitehaven or opportunities arising from those, for personal benefit independent from the business of Whitehaven or to the benefit of any other business or person;
    - taking all steps to ensure the protection of Whitehaven assets, premises and resources; and
    - abiding by all applicable laws and regulations.

9. There are several questions that personnel should ask when confronted with business decisions.

    By way of illustration, you should ask yourself:

    - Is it illegal?
    - Would there be negative consequences for Whitehaven?
    - Would I prefer to keep this secret?
    - Would I be embarrassed if my actions were public?

10. Should the answer be yes to any of those questions, then your actions are likely to be in breach of the Code and what is expected of you.

Unacceptable behaviour

11. Whitehaven will not tolerate unacceptable or inappropriate behaviour that impacts, or has the potential to impact, adversely, on other personnel, or Whitehaven.

12. Unacceptable and inappropriate behaviour includes, but is not limited to, the following:

    - abuse, harassment, bullying or victimisation;
    - physical abuse or assault;
    - threatening or intimidating behaviour towards others;
    - not adhering to safety and security procedures or standards;
    - breach of relevant laws or regulations;
    - careless behaviour that could endanger the safety of yourself or others;
    - inappropriate use of Whitehaven assets;
    - inappropriate use of Whitehaven electronic communication facilities for example, where it is used for personal benefit or private purposes;
    - using image recording devices, such as cameras, mobile phones, scanners or photocopiers to capture and distribute images of any of the following without authorisation from Whitehaven:

- private, confidential or copyrighted documents or other material;
- Whitehaven property or facilities that are not accessible to the general public;
- any person without their express permission;
- any person, object, act or incident where the image would be considered inappropriate or offensive; and
- accessing, storing, processing or transmitting any information of a threatening, obscene, pornographic, discriminatory or harassing nature.

- theft or attempted theft;
- fraud or attempted fraud;
- failure to disclose a conflict of interest, or potential conflict of interest;
- breach of Whitehaven's Anti-Corruption Policy;
- receiving a gift or benefit that influences and/or alters your decision making process or objectivity;
- activities adversely affecting Whitehaven or its reputation (for example, making unauthorised public statements about Whitehaven or its position in respect of any matter);
- directly or indirectly engaging in any activity which could by association cause Whitehaven public embarrassment or bring Whitehaven into disrepute (including any activities on social media);
- unauthorised use or passing of sensitive or confidential information (electronic or hard copies) relating to Whitehaven or its operations to a third party or posting such information in a public domain;
- unauthorised use of Whitehaven's name or logo; and
- failure to comply with any other Whitehaven policy or procedure.

13. Any instances of misconduct will likely lead to disciplinary action, including possibly the termination of personnel's employment or engagement.

Discrimination, harassment, bullying and victimisation

14. Whitehaven is an Equal Employment Opportunity (**EEO**). Whitehaven wants to create a working environment where all employees feel respected. Whitehaven does not tolerate any form of harassment, bullying, discrimination or victimisation against any personnel.
15. EEO laws must be strictly adhered to in all aspects of the working environment including recruitment, access to jobs, promotions, selection for training, transfers, secondments, terminations, performance reviews and remuneration.
16. All complaints of harassment, discrimination, bullying or victimisation will be taken seriously and dealt with appropriately by Whitehaven.
17. You must comply with Whitehaven's *Workplace Behaviour Guidelines*.

Safe working environment

18. Whitehaven aims to operate a safe workplace that is free of injuries and achieves zero safety, property or equipment damage or environmental harm.
19. All personnel are responsible for their own safety and the safety and well being of others around them in the workplace and in the community that may be affected by their activities. This requires you to obey all reasonable instructions, work safely, wear protective equipment if required, follow correct procedures when working and report incidents.
20. Work should not be undertaken without a clear understanding of a safe method of work that minimises the risk of injury or illness, plant or equipment damage and environmental harm.
21. You must comply with Whitehaven's policies and procedures relating to health, safety, and the environment.

Information and privacy

Whitehaven's information

22. You must not use or communicate confidential and commercially sensitive information belonging to Whitehaven, or any information that may harm or damage Whitehaven or other personnel, for any purpose other than work purposes, unless you have express written permission to do so. This includes leaking information to the media.

23. Whitehaven's information also includes intellectual property assets, such as patents, trademarks, copyright, design and other intellectual property assets. These assets are valuable assets which need to be protected, in the same way as physical assets. You are expected to be aware of the need to protect Whitehaven's intellectual property and be aware of potential infringement of Whitehaven's intellectual property rights through unauthorised use by personnel, customers, suppliers and competitors.

24. It follows that we must also respect intellectual property rights of others as unauthorised use of others intellectual property can expose Whitehaven and personnel to legal action, damages and fines.

25. You must not take improper advantage of any information, including confidential and commercially sensitive information and intellectual property, gained in the course of your employment or engagement. If you do so, this could lead to serious consequences including disciplinary action or termination of your employment or engagement.

26. You may only otherwise disclose Whitehaven information or documents acquired in the course of your employment or engagement when required to do so by law, in the course of duty, when called to give evidence in court, or when proper authority has been given.

27. If you leave Whitehaven you must not use confidential information and intellectual property obtained during your employment or engagement to advantage your prospective employer or business or disadvantage Whitehaven generally in its dealings with others.

Privacy

28. Whitehaven considers the lawful use of personal information to be of the utmost importance.

29. Where your role involves handling the personal information of suppliers, customer or other employees, you need to take particular care to ensure that personal information is obtained in a fair and lawful manner, and that its use is limited to the purpose for which it is acquired. Measures should be taken for the lawful retention of personal information, including personal data.

Conflicts of interest

What is a conflict of interest?

30. Conflicts of interest arise if you participate in an activity, or have financial or personal relationships, where those interests or loyalties jeopardise or have the potential to jeopardise, your objectivity, independence or otherwise be perceived to compromise you in your work at Whitehaven.

31. Nothing you do should conflict with your responsibilities at Whitehaven either on the job or in your free time. Examples of ways that conflicts of interest may arise include:

    - having a role outside of work that may impact your capacity to do your work for Whitehaven or make objective decisions;
    - where you or a member of your family has a personal business commitment, financial interest or other jobs which

may conflict with Whitehaven's business;

- taking advantage of a Whitehaven business opportunity for personal gain; and
- accepting or offering gifts, entertainment or hospitality. The test to be applied is whether in all the circumstances the gift or hospitality is reasonable, proportionate and justifiable.

32. For more information refer to Whitehaven's *Anti-Corruption Policy.*

33. We must undertake all business activities in a professional manner and be alert to when your personal interests cross over onto your professional interests. If you are uncertain about a potential conflict of interest, discuss it with management or Whitehaven's Company Secretary. You are expected to identify and disclose any conflict of interest as soon as possible.

Employment outside of Whitehaven

34. Employees should not engage in outside employment or conduct any other business trade or profession without written authority from their manager. In deciding whether to grant consent Whitehaven will consider whether the outside employment would:

    - give rise to an actual or perceived conflict of interest with your employment to Whitehaven;
    - interfere with your employment with Whitehaven in any way; or
    - reflect unfavourably on Whitehaven.

Trading of securities

35. Personnel must ensure that all transactions in Whitehaven shares comply with the law. You should always ensure that inside information or confidential information about Whitehaven is secure, and is not used for personal gain.

36. For more information, refer to Whitehaven's *Securities Trading Policy*.

Roles and responsibilities

Responsibilities of managers and supervisors

37. Managers and supervisors must take all reasonable steps to ensure all staff and contractors are aware of and comply with the Code of Conduct. This includes ensuring all staff and contractors have received and continue to receive appropriate training.

38. Managers and supervisors must ensure they lead by example and strictly comply with the Code of Conduct.

39. Managers and supervisors must ensure they create an open and receptive environment in which employees feel comfortable enough to raise issues of concern. Upon becoming aware of such issues, managers and supervisors must promptly take action to address and escalate the issues as appropriate.

Reporting breaches of the code

40. All personnel have a duty to observe the Code and ensure no breaches occur. Breaches require immediate attention and personnel have a duty to report known or suspected breaches of the Code.

41. Any personnel who in good faith, makes a complaint or disclosure about an alleged breach of the Code, will not be disadvantaged or prejudiced in the making of such a complaint or disclosure.

42. A complaint or disclosure should be made to your supervisor, or if you do not feel comfortable speaking to your supervisor to a more senior manager or another person with management responsibility (in human resources or legal).

Consequences of breaching the code

43. Failure to comply with the Code will be considered a serious breach of Whitehaven's requirements and will be investigated. Breaches of the Code or of other Whitehaven policies and procedures may result in a range of personal consequences depending on the nature and severity of the breach, including termination of your employment or engagement.

Whitehaven

Code of Conduct

01 June 2023

Document Details

Revision Description	Document Details
Document Owner	People & Culture
Document Authoriser	Executive General Manager – People & Culture
Commencement Date	1 June 2023