

## Whistleblower Policy

### Contents

1	<b>INTRODUCTION.....</b>	<b>1</b>
2	<b>CONDUCT COVERED BY THIS POLICY.....</b>	<b>2</b>
3	<b>CONTACTING THE HELPLINE .....</b>	<b>2</b>
4	<b>INVESTIGATING REPORTS OF UNACCEPTABLE CONDUCT .....</b>	<b>3</b>
5	<b>OUTCOME OF INVESTIGATIONS .....</b>	<b>4</b>
6	<b>PROTECTING CONFIDENTIALITY AND PRIVACY .....</b>	<b>5</b>
7	<b>POLICY REVIEW AND CONTACT DETAILS.....</b>	<b>6</b>

## 1 INTRODUCTION

### 1.1 Woodside's commitment

The Woodside Petroleum Ltd Board of Directors is committed to fostering a culture of corporate compliance, ethical behaviour and good corporate governance. In this regard Woodside will not act to the detriment of any employee as a consequence of them raising with management in good faith any breach of law or any violation of Woodside's principles or values or any other legal or ethical concerns.

This policy documents Woodside's commitment to maintaining an open working environment in which employees and contractors are able to report instances of unethical, unlawful or undesirable conduct without fear of intimidation or reprisal.

Unethical, unlawful or undesirable conduct is referred to in this policy as **unacceptable conduct**. Examples of unacceptable conduct are given in Section 2 below.

References in this policy to **Woodside** include references to Woodside Petroleum Ltd, and all its subsidiaries.

### 1.2 Purpose of this policy

The purpose of this policy is to:

- help detect and address unacceptable conduct;
- help provide employees and contractors with a supportive working environment in which they feel able to raise issues of legitimate concern to them and to Woodside;
- provide a Helpline which can be used for reporting unacceptable conduct; and
- help protect people who report unacceptable conduct in good faith.

### 1.3 Who is covered by this policy?

This policy applies to:

- Woodside directors and employees;
- Woodside contractors; and

- employees of Woodside contractors.

In this policy each person in the categories listed above is referred to as a **Woodside person**.

## **2 CONDUCT COVERED BY THIS POLICY**

### **2.1 What is unacceptable conduct?**

Unacceptable conduct covered by this policy includes any conduct which:

- is dishonest, fraudulent or corrupt;
- is illegal, such as theft, drug sale or use, violence, harassment or intimidation, criminal damage to property or other breaches of state or federal law;
- is unethical, such as dishonestly altering company records or data, adopting questionable accounting practices or wilfully breaching Woodside's Code of Conduct;
- is potentially damaging to Woodside or a Woodside person, such as unsafe work practices or substantial wasting of company resources;
- may cause financial loss to Woodside or damage its reputation or be otherwise detrimental to Woodside's interests; or
- involves any other kind of serious impropriety.

## **3 CONTACTING THE HELPLINE**

### **3.1 What is the Helpline?**

The Helpline is operated by **The STOPline**. A Woodside person may use the Helpline to report, or receive guidance in respect of, suspected unacceptable conduct. Contact details for the Helpline are set out in Section 7.3 below.

### **3.2 How does the Helpline fit with Woodside's internal systems?**

It is expected that a Woodside person will be able to resolve most concerns or queries relating to their employment with, or the operations of, Woodside by discussing them with:

- the Manager Anti-Fraud & Corruption;
- their immediate supervisor or another senior member of their Business or Functional Unit;
- their or any human resources manager;
- a member of the Legal team;
- the head of Internal Audit; or
- the Chief Executive Officer.

However, Woodside recognises that there may be issues of such sensitivity that a Woodside person does not feel able to use these options. Alternatively, there may be occasions where the Woodside person in question does not feel the concern they have raised has been adequately addressed or where they feel the parties above may not be impartial. In these cases, the Helpline is available.

A Woodside person proposing to make a report to the Helpline should do their best to ensure that there is a reasonable basis for the report. However, it is not the reporting person's job to investigate or prove a case of unacceptable conduct.

### **3.3 What happens when I contact the Helpline?**

Where a Woodside person contacts the Helpline to discuss suspected unacceptable conduct, the person who receives the call will make a record of all of the relevant data provided by the Woodside person. The Woodside person will have the option of either identifying themselves or remaining anonymous.

Except in the circumstances described in Section 3.4 below, the Helpline will refer the matter, with a copy of its relevant records, to Woodside's Chief Executive Officer or his delegate for confidential investigation.

### **3.4 Disclosure protected by the Corporations Act**

Under Part 9.4AAA of the Australian *Corporations Act 2001* (Cth), the disclosure of information relating to unacceptable conduct qualifies for certain protections where:

- the disclosure is made by a Woodside person to any of the Australian Securities and Investments Commission (ASIC), Woodside's external auditor or a member of the external audit team, a director, secretary or senior manager of Woodside or the Helpline;
- the Woodside person making the disclosure provides his or her name prior to disclosing the information;
- the Woodside person has reasonable grounds to suspect that the unacceptable conduct relates to a breach of the *Corporations Act* in Australia; and
- the disclosure is made in good faith.

Where information is disclosed by a Woodside person in accordance with these criteria, the person receiving the information may not tell anyone other than ASIC, the Australian Prudential Regulation Authority or the Australian Federal Police any of:

- the information disclosed;
- the identity of the person making the disclosure; or
- any information which will enable the identification of the person making the disclosure,

unless the Woodside person consents to that disclosure.

Due to legislative requirements, Woodside will require the Woodside person to consent to the information being released for the purposes of conducting the investigation.

The *Corporations Act* protects whistleblowers against civil or criminal litigation for protected disclosures. The Act also prohibits victimisation of a whistleblower because of a protected disclosure made by the whistleblower, and enables a whistleblower who suffers damage because of such victimisation to claim compensation from the offender.

Additional information and guidance regarding protected disclosures by whistleblowers is available from ASIC.

## **4 INVESTIGATING REPORTS OF UNACCEPTABLE CONDUCT**

### **4.1 Who investigates a report?**

Where a report of suspected unacceptable conduct is referred by the Helpline to Woodside's Chief Executive Officer or his delegate, a senior Woodside officer will be asked to investigate the report. The Woodside officer likely to be asked to carry out the investigation will be either:

- a Business or Functional Unit Head;
- the General Counsel;
- the head of the Human Resources department;
- the head of Internal Audit; or
- the Manager Anti-Fraud & Corruption.

In certain circumstances (for example where the report involves allegations of fraud) the Chief Executive Officer may decide to appoint external investigators.

Managers will only be asked to investigate a matter if they can do so in a disinterested manner. For example, a manager will not be asked to investigate any matter which relates to their own Business or Functional Unit.

Where a report of suspected unacceptable conduct relates to a significant matter involving the Chief Executive Officer or a senior manager that reports directly to the Chief Executive Officer, the Helpline will refer the matter directly to the Chairman of the Board Audit & Risk Committee.

#### **4.2 How is an investigation carried out?**

The person appointed to investigate the report will be required to follow normal Woodside procedures for handling a complaint or disciplinary issue. This would generally involve:

- undertaking a fair, independent and discreet investigation into the substance of the report to determine whether there is evidence to support the matters raised;
- respecting individual confidentiality (see Section 6 for further information on confidentiality);
- collecting all available data and verifying the reported information;
- in order to observe the rules of procedural fairness, interviewing any relevant person to understand their perspective;
- proceeding with due care and appropriate speed; and
- consulting or informing employee representative bodies as required.

Where the Woodside person initiating the inquiry has identified themselves, the investigating manager would be likely to begin by interviewing that person. However, their identity would not be made known to other parties without their specific consent or in the circumstances set out in Section 6.1 below.

## **5 OUTCOME OF INVESTIGATIONS**

### **5.1 What happens after an investigation?**

At the end of the investigation, the investigating officer will report their findings to the Chief Executive Officer who will determine the appropriate response. This response will include rectifying any unacceptable conduct and taking any action required to prevent any future occurrences of the same or similar conduct.

Where issues of discipline arise the response will also be in line with Woodside's procedures for disciplinary matters. Where allegations of unacceptable conduct made against another person cannot be substantiated, that person will be advised accordingly and will be entitled to continue in their role as if the allegations had not been made.

### **5.2 What if I have been involved?**

A person who has committed or been involved in unacceptable conduct will not be immune from disciplinary action merely because they have reported the unacceptable conduct in accordance with this policy. However, the person's conduct in making the report is likely to be taken into account in determining what disciplinary action is appropriate.

### **5.3 Will I be kept informed?**

Once the matter is completed a verbal report will be made to the Woodside person initiating the matter. This report will explain the findings and actions taken to the fullest extent possible within commercial, legal and confidentiality constraints. Where the Woodside person initiating the matter chooses to remain anonymous, alternative arrangements may be made for providing a verbal report of the outcome of the investigation to that person.

## 6 PROTECTING CONFIDENTIALITY AND PRIVACY

### 6.1 Will my report be treated confidentially?

If a Woodside person makes a report of unacceptable conduct under this policy, Woodside will endeavour to ensure that person's identity is protected from disclosure.

Accordingly, Woodside will not disclose the Woodside person's identity unless:

- the Woodside person making the report consents to the disclosure;
- the disclosure is required by law;
- the disclosure is necessary to prevent or lessen a serious threat to a person's health or safety; or
- it is necessary to protect or enforce Woodside's legal rights or interests or to defend any claims.

Woodside will also ensure that any records relating to a report of unacceptable conduct are stored securely and are able to be accessed only by authorised staff.

Unauthorised disclosure of:

- the identity of a Woodside person who has made a report of unacceptable conduct; or
- information from which the identity of the reporting person could be inferred,

will be regarded as a disciplinary matter and will be dealt with in accordance with Woodside's disciplinary procedures.

### 6.2 Will I be protected if I make a report?

Woodside is committed to protecting and respecting the rights of any Woodside person who reports unacceptable conduct in good faith.

Woodside will not tolerate any reprisals (including dismissal or demotion), discrimination, bias, harassment, intimidation or victimisation against any person suspected of making a report of unacceptable conduct, or against that person's colleagues, employer (if a contractor) or relatives. Any such retaliatory action will be treated as serious misconduct and will be dealt with in accordance with Woodside's disciplinary procedures. A person who has made a report in good faith and believes that they have suffered retaliatory action as a result, is encouraged to report the circumstances through the avenues set out in Sections 3.1 and 3.2 above.

A Woodside person who intends to make a report under this policy may make a request via the Helpline for special protection measures if their identity is likely to be readily inferred from the nature of the information in the report. Requests will be considered taking into account both the Woodside person's interests and those of Woodside.

### 6.3 Can I make a report anonymously?

As set out above, anonymous reports of unacceptable conduct can be made to the Helpline. However if the report relates to breaches of the *Corporations Act* then (as set out above) a Woodside person will need to provide his or her name before disclosing the relevant information, to potentially be entitled to the statutory protections under that Act. As with named reporting, it is important that anonymous reports include sufficient evidence to form a reasonable basis for investigation by Woodside.

### 6.4 Privacy issues

To the extent that any of the information recorded by the Helpline on Woodside's behalf constitutes "personal information" about the caller under applicable privacy law, it should be noted that:

- the purpose of the collection of that information is to assist the Helpline and Woodside to respond to issues raised by the caller and to protect or enforce Woodside's legal rights or interests or to defend any claims;
- personal information may be used for the primary purpose for which it was collected or for any related secondary purpose that could reasonably be expected; and
- personal information may be disclosed as described under Section 6.1 above.

Woodside only collects, uses or discloses sensitive information as allowed by law, for example, where it has received the person's consent to do so and the collection is reasonably necessary for one or more of Woodside's functions or activities, or the collection is necessary for the establishment, exercise or defence of a legal or equitable claim, or to meet some other legal obligation. "Sensitive information" means information or an opinion about a person's racial or ethnic origin, political opinions, membership of a political association, religious beliefs or affiliations, philosophical beliefs, memberships of a professional or trade association, membership of a trade union, sexual preferences or practices, criminal record or health, genetics or biometrics.

Further details are available in the Woodside Privacy Procedure.

## **7 POLICY REVIEW AND CONTACT DETAILS**

### **7.1 Reports provided under this policy**

The Helpline will provide reports containing a general summary of the number and type of calls received together with a description of the nature and results of any investigation conducted as a result of a call. In the compilation of these reports the identity of any person who has made a report under this policy in good faith or any information which may enable that person to be identified will not be disclosed.

These reports will be provided:

- to the Chief Executive Officer or his delegate and the head of Internal Audit on a regular basis (the frequency to be determined by the Chief Executive Officer from time to time); and
- to the Board Chairman and the Audit & Risk Committee half yearly.

Reports will also be prepared which contain a general summary of the number and type of incidents identified or complaints received through Woodside's internal reporting processes, together with a description of the nature and results of any investigation conducted as a result of a reported incident or complaint.

These reports will also be provided:

- to the Chief Executive Officer or his delegate and the head of Internal Audit on a regular basis (the frequency to be determined by the Chief Executive Officer from time to time); and
- to the Board Chairman and the Audit & Risk Committee half yearly.

### **7.2 Review of this policy and programme**

The head of Internal Audit will use the reports provided under this policy to monitor and review regularly the effectiveness of the protection programme described in this policy.

### **7.3 Contacting the Helpline**

A Woodside person may contact the Helpline:

By **telephone**:

- from within Australia by calling **1300 30 10 40**; or
- from outside Australia by calling **+61 3 9811 3287 (Reverse Charges)**.

By **fax**:

- from within Australia to fax number **03 9882 4480**; or
- from outside Australia to fax number **+61 3 9882 4480**.

By **mail**:

The STOPline  
Locked Bag 8  
HAWTHORN VIC 3122

By **confidential email**:

[woodside@stopline.com.au](mailto:woodside@stopline.com.au)

*Revised by the Woodside Petroleum Ltd Board on 8 December 2017.*