

Whistleblower Policy

Contents

1	INTRODUCTION	1
2	ABOUT THIS POLICY	1
3	REPORTING UNACCEPTABLE CONDUCT	3
4	INVESTIGATING REPORTS OF UNACCEPTABLE CONDUCT	4
5	PROTECTING PERSONS WHO REPORT UNACCEPTABLE CONDUCT	6
6	POLICY REVIEW, TRAINING AND CONTACT DETAILS	9

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. This reflects our Compass Values of Integrity and Working Together, in particular. Woodside will protect those who report any breach of law or any violation of Woodside's policies, principles or values or any other legal or ethical concern, including by protecting their identity and protecting them from detrimental treatment.

This policy documents Woodside's commitment to maintaining an open working environment in which Woodside people (as defined below) are encouraged to report wrongdoing and are able to report instances of misconduct or an improper state of affairs or circumstances without fear of intimidation or reprisal.

Misconduct or an improper state of affairs or circumstances is referred to in this policy as **unacceptable conduct**. Examples of unacceptable conduct are given in Section 2.3 below.

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

2 ABOUT THIS POLICY

2.1 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 information about the protections available to people who report unacceptable conduct;
- provide information about to whom reports of unacceptable conduct may be made, how they may be made, and how Woodside will investigate them where appropriate; and
- help support and protect people who report unacceptable conduct.

2.2 Who is covered by this policy?

This policy applies to reports of unacceptable conduct which are made by current or past:

- Woodside directors, officers and employees (including interns and secondees);
- Woodside contractors and suppliers (whether paid or unpaid);
- employees of Woodside contractors and suppliers;
- associates¹ of Woodside, for example, a director or secretary of a related company of Woodside.

It also applies to reports of unacceptable conduct which are made by any relatives, dependants or spouses (or that spouse's dependants) of individuals listed above.

In this policy each person in the categories listed above is referred to as a **Woodside person** (and collectively **Woodside people**).

A Woodside person will qualify for protection as a whistleblower under the *Corporations Act 2001* (Cth) (**Corporations Act**), or *Taxation Administration Act 1953* (Cth) where applicable, if they make a disclosure or report of unacceptable conduct directly to a Recipient or other external eligible recipient as set out in section 3.1 below.

2.3 Conduct covered by this policy

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;
- 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, damage its reputation or otherwise be detrimental to Woodside's interests;
- poses a significant risk to public safety or the stability of, or confidence in, the financial system (whether or not it involves a breach of the law);
- involves engaging in or threatening to engage in detrimental conduct against a person who has made a report of unacceptable conduct, or is believed or suspected to have made, or be planning to make, a report of unacceptable conduct under this policy;
- relates to potential misconduct or an improper state of affairs or circumstances in relation to Woodside's tax affairs; or
- involves any other kind of misconduct or an improper state of affairs or circumstances in relation to Woodside.

Woodside people must not deliberately make a false report.

In order to qualify for protection under Australian whistleblower laws, a Woodside person making a report of unacceptable conduct must have reasonable grounds to suspect the unacceptable conduct. Wherever possible, they should include supporting information and evidence when making a report.

2.4 Conduct not covered by this policy

Unacceptable conduct does not include:

- breaches of Woodside's Code of Conduct that do not also fall within the categories of conduct described in section 2.3 of this policy; or

¹ As defined in the *Corporations Act 2001* (Cth).

- “personal work-related grievances”² that are excluded from the whistleblower protections under the Corporations Act.

These matters may be raised and reported in accordance with Woodside’s Code of Conduct or Grievance Resolution Process, as applicable. Woodside people can speak to a People & Global Capability business partner for guidance on Woodside’s Grievance Resolution Process.

2.5 Availability of this policy and further information

This policy is made available on Woodside’s intranet website to Woodside employees, officers and other parties having such access. It is also made available on the Woodside internet website.

Woodside people can contact Woodside’s General Counsel for further information and guidance on this policy.

3 REPORTING UNACCEPTABLE CONDUCT

3.1 How to make a report under this policy

Woodside encourages all Woodside people to speak to their Line Manager or a People & Global Capability business partner in the first instance.

If a Woodside person would like to make a report to an eligible recipient under Australian whistleblower laws (and receive the protections under those laws), they can make a report of unacceptable conduct to:

- the Manager Business Integrity;
- the General Counsel;
- the Head of Internal Audit;
- any Woodside officer, senior manager (SVP level and above), auditor or actuary; or
- if the report relates to Woodside’s tax affairs, the Head of Tax,

(Recipients).

Reports (including anonymous reports) can be made confidentially to any of the above Recipients. Recipients may be contacted by phone (08 9348 4000), email, or by post to the following address: Mia Yellagonga, 11 Mount Street, Perth, Western Australia 6000.

Reports may also be made under the Australian whistleblower laws to the following external eligible recipients:

- a lawyer (but not a lawyer employed by Woodside) for the purposes of obtaining legal advice or representation;
- the Australian Securities and Investments Commission (**ASIC**), the Australian Prudential Regulation Authority (**APRA**), the Commissioner of Taxation, or another Commonwealth body prescribed by regulation, as appropriate;
- under certain circumstances, to a journalist or member of Commonwealth, state or territory parliaments in accordance with the requirements set out in the Corporations Act for making an “emergency disclosure” or a “public interest disclosure”; and

² Personal work-related grievances are defined in the Corporations Act and examples may include interpersonal conflicts between Woodside people, decisions relating to the engagement, transfer or promotion of the person making the report, and decisions to suspend or terminate the engagement of, or otherwise discipline, the person making the report.

- if the report relates to Woodside's tax affairs, a registered tax agent or BAS agent of Woodside.

3.2 How to make an anonymous report

Woodside recognises that there may be issues of such sensitivity that a Woodside person may wish to make an anonymous report.

Anonymous reports of unacceptable conduct can be made to any of the Recipients identified in section 3.1 of this policy by contacting them via phone, email or by post.

Anonymous reports can also be made to Woodside's external Helpline which is operated by **The STOPline**. Any Woodside person may use the Helpline to report, or receive guidance in respect of reporting, suspected unacceptable conduct under this policy. Contact details for the Helpline are set out in section 6.3 below.

3.3 What happens when I make a report?

Where a Woodside person contacts the Helpline to report suspected unacceptable conduct, they will have the option of either identifying themselves or remaining anonymous. They may either:

- identify themselves to the Helpline and consent to their identity being disclosed to Woodside;
- identify themselves only to the Helpline but not to Woodside; or
- choose to remain anonymous to both the Helpline and Woodside.

The Helpline operator will make a record of all of the relevant information provided by the Woodside person. As with named reporting, to allow Woodside to investigate the issue it is important that anonymous reports include sufficient information in relation to the alleged unacceptable conduct.

The Helpline will refer the matter, along with the information provided by the Woodside person, to Woodside's Chief Executive Officer and/or his/her delegate who will determine whether it is appropriate to commence an investigation, which will be conducted in accordance with the confidentiality requirements and protections set out below.

Where a Woodside person makes a report to a Recipient, the report will be recorded in the Woodside Investigations Case Management System.

Woodside will assess the report to determine whether the report qualifies for protections under Australian whistleblower laws, whether it is appropriate to commence an investigation into the report, and whether that investigation should be conducted in accordance with the confidentiality requirements and protections set out in this policy.

4 INVESTIGATING REPORTS OF UNACCEPTABLE CONDUCT

4.1 Who investigates a report?

Where it is appropriate and practicable to investigate a report, an appropriate investigator (or investigators) will be appointed to assess and investigate the report. An investigator will likely be one of the following people or their delegates:

- the Manager Business Integrity;
- the General Counsel;
- the head of the People & Global Capability function; or
- the head of the Internal Audit function.

A person will only be asked to investigate a matter if they can do so in an impartial manner. For example, a head of function will not be asked to investigate any matter which relates to their own function.

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

Where a report of suspected unacceptable conduct relates to a significant matter involving the Chief Executive Officer or a senior executive that reports directly to the Chief Executive Officer, the matter will be referred directly to the Chair of the Board Audit & Risk Committee.

Reports may not be able to be investigated if Woodside is not able to contact the Woodside person who has made the report (e.g. because they have made an anonymous disclosure) and insufficient information has been provided to warrant an investigation.

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 and protecting the identity of the reporter (see section 5 for further information);
- 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.

Whenever a report of suspected unacceptable conduct mentions or relates to any Woodside employees, Woodside is committed to treating those employees fairly, as appropriate in the circumstances, including by following the processes set out above.

4.3 What happens after an investigation?

At the end of the investigation, the investigator(s) will prepare an investigation report which includes all relevant findings of the investigation. The investigation findings will be reviewed, independently of the investigator(s), to determine an appropriate response, which may include rectifying any unacceptable conduct and taking any action required to prevent any future occurrences of the same or similar conduct.

The identity of the Woodside person who reported the unacceptable conduct will be redacted from any written investigation reports unless they have consented to disclosure of their identity.

Where issues of discipline arise, the disciplinary process will also be in line with Woodside's procedures for disciplinary matters. Where allegations of unacceptable conduct made against a 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.

4.4 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.

4.5 Will I be kept informed?

Once the matter is finalised, a verbal report will be made to the Woodside person who disclosed 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 who initiated 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, where possible. There may be circumstances where it is not appropriate to provide details of the outcome of the investigation to the Woodside person who disclosed the matter.

5 PROTECTING PERSONS WHO REPORT UNACCEPTABLE CONDUCT

The protections listed in this section 5 apply to reports of unacceptable conduct made to Recipients set out in section 3.1 of this policy.

5.1 Will my identity be treated confidentially?

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

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.

Recipients, the STOPline, or any other person with knowledge of the report must not disclose the Woodside person's identity (e.g. name, staff ID or email address) unless:

- the Woodside person making the report consents to the disclosure;
- the disclosure is required by law;
- the disclosure is made to ASIC, APRA, the Commissioner of Taxation (if the report relates to Woodside's tax affairs) or the Australian Federal Police; or
- it is disclosed to a lawyer for the purpose of receiving advice in relation to legal obligations of protection and confidentiality.

Recipients may only disclose information that is likely to lead to identification of the Woodside person who has made a report (such as their role and responsibilities, if these are unique) where one of the exceptions above apply or it is reasonably necessary for Woodside to investigate a report and reasonable steps are taken to reduce the risk that the person's identity is disclosed.

Woodside will ensure that any records relating to a report of unacceptable conduct are stored securely and confidentially and are able to be accessed only by Woodside staff who are authorised to access the information for the purposes of assessing or investigating the report.

It is illegal for a person to disclose the identity of a Woodside person who has made a report of unacceptable conduct to a Recipient or other external eligible recipient as set out in section 3.1 of this policy, or to disclose information which is likely to lead to their identification, outside of the above circumstances.

Such unauthorised disclosure will also be an offence under Australian law, will be regarded as a disciplinary matter and will be dealt with in accordance with Woodside's disciplinary procedures.

If a Woodside person believes there has been an unauthorised disclosure of their identity or information which is likely to lead to their identity being disclosed, they should report this to the Helpline or a Recipient. Reports of unauthorised disclosure may also be made to ASIC, APRA or the Commissioner of Taxation (if the original report related to Woodside's tax matters) for investigation.

5.2 Will I be protected from retaliation if I make a report?

Woodside is committed to protecting and respecting the rights of any Woodside person who reports unacceptable conduct in accordance with this policy.

Woodside will not tolerate any actual or threatened (whether express or implied and whether or not there is any intention to carry out the threat or the Woodside person who receives the threat fears that the threat will be carried out) reprisals (including dismissal or demotion), discrimination, bias, harassment, intimidation, victimisation or any other injury or damage to any person suspected of making a report of unacceptable conduct, or against that person's colleagues, employer (if a contractor), relatives, or any other person where the reason for the detrimental conduct relates to the suspicion that a person has made, may make, or could make a report of unacceptable conduct.

Any such retaliatory action may be an offence under Australian law, will be treated as serious misconduct and will be dealt with in accordance with Woodside's disciplinary procedures.

Reasonable administrative action to protect a Woodside person from detriment where they have made a report, and performance managing a Woodside person where such action is in line with Woodside's performance management framework, is not detrimental conduct. If such actions are undertaken, Woodside will explain to the Woodside person the reason for the action.

If a Woodside person believes that they have been subject to detrimental conduct they should report this to the Helpline or a Recipient set out in section 3.1 of this policy. Reports of detrimental conduct may also be made to ASIC, APRA, or the Commissioner of Taxation (if the original report related to Woodside's tax affairs).

5.3 Are there any other protections available if I make a report?

In addition to the above, under Australian law a Woodside person who has reasonable grounds for suspecting that unacceptable conduct has taken place, and who reports the matter to a Recipient, may be entitled to additional legal protections in certain circumstances, including:

- they may be protected from civil, criminal or administrative legal action for making the report;
- they may be protected from contractual or other remedies being sought against them on the basis of the report;
- the information they provide may not be admissible in evidence against them in legal proceedings (unless they have provided false information); and
- in some circumstances they may be entitled to compensation or another remedy through the courts if:
 - they suffer loss, damage or injury because of a report of unacceptable conduct; and
 - Woodside failed to take reasonable precautions and exercise due diligence to prevent the detrimental conduct.

Under Australian law, these protections may not apply to reports made to Recipients that concern a personal work-related grievance of the person making the report or breaches of Woodside's Code of Conduct that do not fall within the categories of conduct described in section 2.3 of this policy.

Woodside encourages Woodside people wishing to make a report to seek independent legal advice in relation to the protections available to them.

5.4 Can I make a report anonymously?

As set out above, anonymous reports of unacceptable conduct can be made to the Recipients identified in section 3.1 of this policy and will be protected under Australian whistleblower laws.

A Woodside person who makes an anonymous report of unacceptable conduct may refuse to answer questions they feel could reveal their identity at any time.

5.5 Protecting privacy

To the extent that any of the information recorded by Woodside, or 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 5.1 above.

Woodside only collects, uses or discloses personal information, including sensitive information, as allowed by law. Further details are available in Woodside's Privacy Procedure.

6 POLICY REVIEW, TRAINING AND CONTACT DETAILS

6.1 Review of this policy

Woodside will regularly monitor and review the effectiveness of the protections described in this policy.

6.2 Training

Recipients, potential investigators and all relevant Woodside personnel will receive regular training in relation to their rights and obligations under this policy and under applicable whistleblower laws.

6.3 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@stoline.com.au

Revised by the Woodside Petroleum Ltd Board on 6 December 2019.