

# Whistleblower Policy

## 1 Introduction

This policy applies to Cooper Energy Limited and all of its subsidiaries (**Cooper Energy**).

Capitalised words have the meaning given to them in this policy or in the Schedule attached to this policy.

## 2 Purpose of this policy

This policy is intended to encourage reporting of suspected or actual wrongdoing and to provide information about how disclosures made by whistleblowers will be handled by Cooper Energy and the protections available to whistleblowers.

The Cooper Energy Values are consistent with conducting our business honestly and ethically, in compliance with the laws of jurisdictions where we operate, and to the highest levels of integrity and honesty.

## 3 Whistleblowers

A whistleblower is an Eligible Person who, in good faith, discloses a Disclosable Matter to an Eligible Recipient or to one of the external parties listed in Part 5 below (**Whistleblower**).

**Eligible Person** means current and former:

- (a) employees and Officers of Cooper Energy;
- (b) suppliers to Cooper Energy of goods or services (paid or unpaid) and their employees;
- (c) Associates of Cooper Energy; and
- (d) Family Members of the persons listed in (a) to (c) above.

**Disclosable Matters** means information which concerns misconduct, or an improper state of affairs or circumstances, in relation to Cooper Energy, and includes the other matters listed under “Disclosable Matters” in the Schedule to this policy.

**Eligible Recipient** means Officers and Senior Managers of Cooper Energy, and also includes the other persons listed under “Eligible Recipient” in the Schedule to this policy.

## 4 Types of disclosures

### *Disclosable Matters*

Examples of Disclosable Matters include:

- (a) breach of Cooper Energy’s Code of Conduct;
- (b) dishonesty and fraud (including corrupt behaviour such as bribery, facilitation payments, secret commissions and money laundering);
- (c) financial fraud, mismanagement or improper conduct including tax evasion or deliberately impeding audit processes; and

- (d) failure to comply with legal or regulatory obligations including with respect to work health and safety or the environment.

To make a disclosure, a Whistleblower ought to have reasonable grounds to suspect, or which indicate that the information which will be disclosed, is true and relates to a Disclosable Matter. Provided the Whistleblower has reasonable grounds and makes the disclosure in good faith, the Whistleblower can still qualify for protection under the Corporations Act and this policy even if the disclosure turns out to be incorrect. You must not make a disclosure that you know is not true. Where a false disclosure is made, this may be a breach of Cooper Energy's Code of Conduct and will be considered a serious matter that may result in disciplinary action. There may also be legal consequences if you make a knowingly false disclosure.

#### *Personal Work-Related Grievances*

Personal Work-Related Grievances are not a Disclosable Matter; they are outside the scope of this policy and do not qualify for protection under the Corporations Act (but may be raised with your manager or the Manager, People and Remuneration, who will discuss the matter with you on a confidential basis).

Examples of Personal Work-Related Grievances include:

- (a) interpersonal conflict with an employee;
- (b) decisions about your employment, transfer or promotion;
- (c) decisions about the terms and conditions of your employment; and
- (d) any decision to terminate or suspend your employment or otherwise discipline you.

Personal Work-Related Grievances should only be raised where the grievance is genuine and not malicious.

## **5 Making disclosures**

#### *Disclosure to Eligible Recipient*

Disclosable Matters may be disclosed to an Eligible Recipient by email, phone, mail or in person. Eligible Recipients are responsible for receiving disclosures that qualify for protection.

A disclosure may be made on an anonymous basis (see below "*Anonymous disclosures*") and still be protected under the Corporations Act.

#### *Disclosure to an external party*

Disclosures of Disclosable Matters may also be made (i.e. in addition to disclosure of the matter to an Eligible Recipient) to the following external parties and qualify for protection:

- (a) Australian Securities and Investments Commission (**ASIC**);
- (b) Australian Prudential Regulation Authority (**APRA**);
- (c) Commissioner of Taxation (for information which may assist the Commissioner to perform his or her functions or duties in relation to Cooper Energy and its Associates);

- (d) a lawyer for the purpose of obtaining legal advice or representation in relation to the legislative whistleblower regimes in the Corporations Act or Taxation Administration Act (as applicable); and
- (e) in respect of 'public interest disclosures' and 'emergency disclosures' (each as defined in the Schedule), to members of parliament and journalists.

#### *Anonymous disclosure*

If you would prefer to make a disclosure anonymously, you can contact Cooper Energy's independent and confidential whistleblower service (**Cooper Energy Hotline**) at:

Phone – 1300 30 45 50 (available 8am – 6pm ACST Monday to Friday)

Email – [cooperenergy@stopline.com.au](mailto:cooperenergy@stopline.com.au)

Web – [www.cooperenergy.stoplinereport.com](http://www.cooperenergy.stoplinereport.com)

Post – Cooper Energy, c/o Stopline, Locked Bag 8, Hawthorn VIC 3122

A Whistleblower can choose to remain anonymous while making a disclosure, over the course of any investigation and after any investigation is finalised.

## **6 Investigation of disclosures**

An Eligible Recipient who receives a disclosure from a potential Whistleblower must provide the information disclosed to the Managing Director or the General Counsel (provided that person is not the subject of the disclosure) as soon as practicable.

Before providing the disclosed information, unless the potential Whistleblower has consented to the disclosure of their identity, the Eligible Recipient must remove any information which may identify the potential Whistleblower.

Disclosures made through the Cooper Energy Hotline will be provided to the General Counsel (provided that person is not the subject of the disclosure, or if they are, to the Managing Director).

If a disclosure is provided to the Managing Director or the General Counsel:

- (a) That person must undertake a preliminary review of the disclosure and determine whether it is within the scope of this policy and whether an investigation is required.
- (b) If an investigation is required, that person will appoint an investigator having regard to the nature of the issue and the skillset needed to review it, being either Cooper Energy Personnel or an external party, with no personal interest in the subject matter of the disclosure to undertake the investigation. Any external party involved will be subject to confidentiality obligations.
- (c) If the Whistleblower has chosen not to remain anonymous, he or she will be informed of the decision regarding investigation of the disclosure.
- (d) Investigations must be carried out on a confidential basis, and objectively and fairly to all persons involved (including any person the subject of allegations having a fair opportunity to respond to allegations before any adverse finding is made).
- (e) Cooper Energy will ensure that investigations are appropriately resourced and managed in a careful, timely, thorough, confidential and fair manner.

- (f) The outcome of an investigation, including any recommendations, must be reported in writing to the Managing Director and the General Counsel (provided that person is not the subject of the disclosure). The outcome of the investigation may also be reported to the Whistleblower if he or she has chosen not to remain anonymous and the General Counsel determines that it is appropriate (it may not be appropriate if, for example, legal professional privilege may be comprised).
- (g) Appropriate records of investigations and outcomes will be created by Cooper Energy and retained confidentially.

## **7 Protections for Whistleblowers under legislation**

The protections in the Corporations Act and the Tax Administration Act include:

- (a) A Whistleblower will not be subject to civil, criminal or disciplinary liability for making a disclosure.
- (b) Contractual or other remedies and rights may not be enforced or exercised against a Whistleblower for making a disclosure.
- (c) In some circumstances, information disclosed will not be admissible in evidence against a Whistleblower in criminal or penalty proceedings (other than proceedings relating to falsifying of information).
- (d) A Whistleblower must not be victimised for having made a disclosure.
- (e) A Whistleblower's identity must be kept confidential, subject to limited exceptions.

## **8 Cooper Energy protections for Whistleblowers**

### *No victimisation*

Cooper Energy Personnel must not cause, or threaten (expressly or impliedly, conditionally or unconditionally) to cause, any Detriment to a person for a reason which includes that they, or another person, may have made, proposes to make or could make a disclosure in accordance with this policy.

If you believe you have suffered Detriment as a result of raising concerns under this policy, you should report the Detriment as soon as practicable to the General Counsel or the Cooper Energy Hotline. A discloser may seek compensation and other remedies through the courts if the discloser has suffered Detriment.

### *Confidentiality*

A Whistleblower's identity, and any information which is likely to lead to the identification of a Whistleblower, must be kept confidential by Cooper Energy unless the disclosure of identity is made:

- (a) with the Whistleblower's consent;
- (b) to ASIC, APRA or a member of the Australian Federal Police;
- (c) to a lawyer for the purpose of obtaining legal advice or representation in relation to the legislative whistleblower regimes in the Corporations Act or Taxation Administration Act; or
- (d) to the Commissioner of Taxation, if the disclosure relates to Cooper Energy's Tax Affairs.

It is an offence to disclose the identity of a Whistleblower, or information likely to lead to identification of the Whistleblower, outside of the exceptions above.

## **9 Consequences for breaching this policy**

A breach of Part 8 above by Cooper Energy Personnel constitutes serious misconduct, which may lead to disciplinary action. In serious cases, disciplinary action may include termination of employment or appointment.

Breaches of this policy may also contravene whistleblower provisions in the Corporations Act and Taxation Administration Act, and such contraventions may result in penalties being imposed on individuals and Cooper Energy.

## **10 Reports to the Board**

The General Counsel will report to the Board at each Board meeting in respect of the period since the last report:

- (a) whether there were any disclosures made under this policy;
- (b) whether any disclosures proceeded to investigation under Part 6 of this policy;
- (c) the status and/or outcomes of any existing investigations; and
- (d) whether any patterns of behaviour or compliance relevant to this policy are apparent or emerging and, if so (as applicable), any proposed actions taken or recommended.

## **11 Further information and training**

If you would like further information about this policy and/or disclosures by and protections for whistleblowers, please contact the General Counsel.

Cooper Energy Personnel will be made aware of this policy and their rights and obligations under it as part of their induction, and via training in relation to this policy as and when arranged by Cooper Energy.

Cooper Energy Personnel who are Eligible Recipients will be provided with training about their responsibilities in relation to disclosures from potential Whistleblowers.

## **12 Policy reviews**

This Policy will be periodically reviewed by the Board to check that it is operating effectively and whether any amendments to it are required.

## **13 Publication of this Policy**

This Policy will be available on the Cooper Energy website ([www.cooperenergy.com.au](http://www.cooperenergy.com.au)).

## Schedule – Definitions

**Associate** means:

- (a) an associate within the meaning of the Corporations Act; or
- (b) in respect of disclosures relating to Cooper Energy's Tax Affairs, an associate within the meaning of section 318 of the *Income Tax Assessment Act 1936* (Cth).

**Cooper Energy Personnel** means all Cooper Energy employees, directors, Officers, contractors and consultants.

**Corporations Act** means *Corporations Act 2001* (Cth).

**Detriment** includes:

- (a) dismissal of an employee or alteration of an employee's position or duties to his or her disadvantage;
- (b) injury of an employee in his or her employment;
- (c) discrimination between an employee and other employees of the same employer;
- (d) harassment, intimidation, harm or injury, including psychological harm;
- (e) damage to a person's property, reputation, business or financial position; or
- (f) any other damage to a person.

**Disclosable Matters** means:

- (a) information which concerns misconduct or an improper state of affairs or circumstances in relation to Cooper Energy;
- (b) information which indicates that Cooper Energy or an Officer or employee of Cooper Energy has engaged in conduct which:
  - (i) constitutes an offence or contravention of the Corporations Act, the *Australian Securities and Investments Commission Act 2001*

(Cth) or an instrument made under either of those Acts; or

- (ii) constitutes an offence against Commonwealth legislation punishable by imprisonment for 12 months or more; or
- (iii) represents a danger to the public or the financial system;

- (c) in relation to disclosures to the Commissioner of Taxation, information which the Whistleblower or potential Whistleblower considers may assist the Commissioner of Taxation to perform his or her duties in relation to Cooper Energy;
- (d) information which indicates misconduct, or an improper state of affairs or circumstances in relation to the Tax Affairs of Cooper Energy or an Associate of Cooper Energy where the Whistleblower or potential Whistleblower considers the information may assist the relevant Eligible Recipient to perform his or her functions or duties.

**Eligible Person** refer Part 3 of Policy.

**Eligible Recipient** means:

- (a) Officers and Senior Managers of Cooper Energy;
- (b) an auditor or member of audit team conducting an audit of Cooper Energy;
- (c) any actuary of Cooper Energy;
- (d) if the disclosure relates to Cooper Energy's Tax Affairs:
  - (i) an auditor or member of audit team conducting an audit of Cooper Energy;
  - (ii) a registered tax agent or BAS agent who provides tax agent services or BAS agent services to Cooper Energy;
  - (iii) a director, secretary or Senior Manager of Cooper Energy;

- (iv) an employee or Officer of Cooper Energy with functions or duties relating to Cooper Energy's Tax Affairs.

**emergency disclosure** has the meaning given in section 1317AAD(2) of the Corporations Act.

**Family Members** means an individual's Relatives and dependents, and the dependents of the individual's Spouse.

**General Counsel** means the general counsel of Cooper Energy from time to time (or, in the absence of the General Counsel, the next most senior in-house Cooper Energy lawyer).

**Managing Director** means the Managing Director of Cooper Energy from time to time.

**Manager, People and Remuneration** means the Manager, People and Remuneration or the most senior in-house Human Resources professional in Cooper Energy.

**Officer** has the meaning given in the Corporations Act.

**Personal Work-Related Grievance** is a grievance which relates to an individual's current or former employment and which has implications for that individual personally but which does not:

- (a) relate to victimisation of a Whistleblower (see Part 8 of this policy);
- (b) have significant implications (which do not relate to the individual) for Cooper Energy or another entity; and
- (c) concern conduct or alleged conduct referred to in paragraph (b) of the definition of Disclosable Matters.

**public interest disclosure** has the meaning given in section 1317AAD(1) of the Corporations Act.

**Relative** has the meaning given in the Corporations Act (which includes a Spouse, parent, child, brother or sister of a person).

**Senior Manager** has the meaning given in the Corporations Act (which includes a person other than a director or secretary who makes or participates in making decisions that affect the whole or a substantial part of corporation's

business or who has capacity to significantly affect the corporation's financial standing).

**Spouse** means an individual's married, de facto or registered partner.

**Tax Administration Act** means the *Tax Administration Act 1953* (Cth).

**Tax Affairs** means affairs relating to any tax imposed by or under, or assessed or collected under, a law administered by the Commissioner of Taxation.