

## Anti-Bribery and Corruption Policy

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### OBJECTIVES

Woodside is committed to conducting its business and activities with integrity.

To achieve this objective:

- Woodside will not engage in corrupt business practices;
- Woodside will implement risk-proportionate measures to prevent bribery and corruption by any director, employee, contractor or third party representing or providing services for or on behalf of Woodside;
- Woodside will, at a minimum, comply with all applicable laws, regulations and standards (including ABC Laws) or, where internal policies require a higher standard, will apply and comply with such higher standard;
- Woodside is a signatory to the Extractive Industries Transparency Initiative which promotes improved governance in resource-rich countries by requiring the verification and publication of company payments to, and government revenues from, oil, gas and mining;
- Woodside maintains a Fraud and Corruption Control Procedure that provides detailed guidance on the specific controls in place to manage bribery and corruption risks.

### PRINCIPLES

#### Prohibition on corruption

As set out in Woodside's Code of Conduct and Supplier Code of Business Conduct, Woodside prohibits bribery and corruption, in any form, whether direct or indirect, whether in the private or public sector, anywhere in the world.

Most countries have laws prohibiting bribery of private individuals and government officials. There are serious consequences (for Woodside and persons representing Woodside) for contraventions of ABC Laws. These consequences can include civil and criminal penalties, including substantial fines and imprisonment. Employees who engage in misconduct are subject to internal discipline, up to and including termination of employment, in addition to civil and criminal penalties.

To this end:

- You must not offer, pay, solicit or accept bribes in any form.
- You must not engage in any form of corrupt business practice, whether for the benefit of Woodside, yourself or another party.
- Facilitation payments are prohibited.
- Requests for bribes or facilitation payments must be reported to the General Counsel.

Gifts and entertainment (which for the purpose of this Policy includes personal favours or assistance), conflicts of interest, political engagement, charitable contributions, sponsored travel for government officials and the use of local agents and representatives all give rise to the potential for conduct which may contravene ABC Laws. For this reason, Woodside has adopted special rules in relation to these areas to ensure openness and transparency.

## Gifts and entertainment principles

- *Bona fide business purpose* – Giving and receiving gifts and entertainment can be a legitimate way of fostering and maintaining good business relationships. Offering and receiving gifts or entertainment must always be for bona fide business purposes. Where Woodside is providing the gift or entertainment, there must be a justifiable business purpose for the expense to be incurred. Valid entertainment expenses may include meals and events such as theatre, sporting and other cultural events. The business purpose may be related to fostering the business relationship or be ancillary to a business discussion that takes place during, immediately before or immediately after the event.
- *Appropriate nature and frequency* - Gifts and entertainment should only be accepted if they are modest and occasional. Woodside prohibits the giving and receiving of gifts and entertainment in connection with Woodside's business of a kind or a frequency which goes beyond common courtesy associated with general commercial practice. This is to ensure that the offer or receipt cannot be interpreted as creating an obligation on the recipient, and cannot be used by others to allege favouritism, discrimination, collusion or similarly unacceptable practices by Woodside.
- *Avoiding perception of undue influence* – Gifts and entertainment must never be offered or received to unduly influence business or government decision making. In addition, you must not allow the offering or receiving of gifts or entertainment (including the timing of this) to create the perception that there has been an attempt to improperly influence decision making.
- *Transparency* – Do not offer or receive gifts or entertainment which you would feel uncomfortable explaining to your work colleagues, your family or the media. Always ensure that the offering and receiving of any gifts or entertainment is accurately recorded and approved in accordance with this Policy.
- *Complying with legal restrictions* - Some countries impose strict limits regarding the value of gifts or entertainment that can be provided to or received from government officials and private sector persons. It is your responsibility to ensure that you are familiar with any applicable legal restrictions before offering or receiving gifts or entertainment. Where there is a conflict between Woodside's requirements relating to gifts and entertainment, and applicable legal requirements, you must always follow the stricter requirement.

The offering and receiving of gifts and entertainment in connection with Woodside's business must always comply with the above principles. Without limiting those principles, you must not:

- Request gifts or entertainment of any kind from any organisation or person with which Woodside does business (including, without limitation, suppliers, business partners and customers).
- Exchange gifts or entertainment with a government official, or any other person, during periods in which they, or you, are to make important decisions affecting Woodside's business (for example, during tender or bidding periods or during contract renegotiation periods).
- Offer or receive gifts or entertainment where the cost or nature of the item exceeds either the level of common business courtesy (having regard to the country in which the item is offered or accepted, and what would be appropriate in light of your role and responsibilities within Woodside) or exceeds any applicable legal restrictions.
- Accept invitations to events involving activities over consecutive days, overnight accommodation or travel unless Woodside management determines that there are compelling reasons for you to attend. Where approval is given for you to attend, Woodside will meet any travel, accommodation and related expenses unless determined otherwise by the CEO.

### Questions?

If you are uncertain whether it is appropriate to offer or receive gifts or entertainment in any particular circumstance, you should speak with your line manager or a member of Woodside's Legal team or Business Integrity team before doing so.

### Approval and registration requirements

The following requirements apply to all Woodside officers, executives, managers and employees who exchange gifts or entertainment with third parties connected to Woodside’s business.

#### Where government officials are involved

Woodside requires the exercise of a high degree of caution in relation to exchanging gifts or entertainment with government officials. The provision of gifts or entertainment to a government official may be a legitimate and justifiable business activity in some circumstances, but the practice can potentially create the perception that Woodside has sought to improperly influence the government official to obtain or retain an improper advantage or preferential treatment.

The following approval and registration requirements apply to the offer, provision, acceptance or receipt of gifts and entertainment involving government officials:

Total value of gift/entertainment (per person) involving government officials	Prior approval of General Counsel (or delegate)	Registration <i>Via online Gifts and Entertainment Register (Involving Government Officials) on Code of Conduct Dashboard</i>
A\$0 – A\$50	Not required	Required
> A\$50	Required	
Any value where item may be perceived as intended to improperly obtain/retain a business advantage		

#### Where government officials are not involved

The following approval and registration requirements apply to the offer, provision, acceptance or receipt of gifts and entertaining not involving government officials:

Total value of gift/entertainment (per person) not involving government officials	Prior approval of Business Unit or Function Head	Registration <i>Via online Gifts and Entertainment Register (Not Involving Government Officials) on Code of Conduct Dashboard</i>
A\$0 – A\$50	Not required	Not required
> A\$50 – A\$250	Not required	Required
> A\$250	Required	
Offer of item which is refused by a Woodside employee	NA	Required where (i) value of item >A\$250, and/or (ii) refusal was due to concerns that the item was excessive or may be perceived as intended to obtain/retain a business advantage

*\* If you are uncertain whether it is appropriate to offer or receive gifts or entertainment in any particular circumstance, you should refer the matter to your line manager or a member of Woodside's Legal team or Business Integrity team before doing so.*

## **Monitoring**

The Gift and Entertainment Registers will be reviewed by the General Counsel (or his delegate) twice a year, and a report on the registers will be provided annually to the Audit & Risk Committee. Any non-compliance by an employee will be reported to the relevant Business Unit or Function Head to which that employee reports to implement appropriate consequence management.

## **Conflicts of interest and external commitments**

Conflict of interest situations and external commitments which are not declared and approved, or which are not properly managed, can give rise to a perception of corrupt conduct. Woodside's Code of Conduct sets out Woodside's requirements in relation to seeking approvals in relation to actual, potential or perceived conflict of interest situations as well as external commitments.

## **Political engagement**

### **Political donations**

As set out in the Code of Conduct and Political Contributions Procedure, Woodside does not donate to campaign funds for any political party, politician or candidate for public office in any country. You must not, in an official Woodside capacity, make such a donation. All other political donations or contributions by Woodside require Board approval.

### **Attendance at political functions**

Attendance at party-political functions is permitted where there is a legitimate business reason. Attendance at these functions must be approved in advance by the Vice President Corporate Affairs. A record of attendance (and the cost of attendance) is maintained by Woodside.

### **Political lobbying**

Woodside engages in debate on policy and shares its view on policy matters which relate to Woodside's business and activities. Political lobbying may only be done by authorised employees and must be done in a manner which is consistent with Woodside's values and this Policy.

## **Charitable contributions**

Social contributions by or on behalf of Woodside must be managed in accordance with Woodside's Social Contribution Management Procedure, which includes (amongst other things) anti-bribery and corruption due diligence requirements. Social contributions made to government are not considered to be a political donation or contribution.

## **Third parties and due diligence**

Woodside engages in a variety of commercial and social investment relationships and transactions across its operations, such as with product customers, joint venture partners, suppliers and social investment partners. We require those business partners to conduct themselves in accordance with all laws, and with integrity in engaging with Woodside or when acting on our behalf.

Woodside adopts a risk-proportionate approach to the performance of third party due diligence on business partners, customers and suppliers prior to contracting, and in monitoring and management of those relationships once they are in place. More information is contained in Woodside's Third Party Anti-bribery & Corruption Due Diligence Procedure.

## Sponsored travel for government officials

Woodside prohibits the payment of travel and travel related expenses for government officials (unless such payment has been approved by the CEO or the Senior Vice President, Corporate & Legal, as the CEO's delegate).

The CEO (or the Senior Vice President, Corporate & Legal, as the CEO's delegate) may grant exceptions to the general prohibition provided:

- the payment is for reasonable and bona fide expenditure properly incurred in relation to travel or travel related activity; and
- the travel is directly related to the promotion, demonstration or explanation of Woodside's business, products or services or directly related to the performance of a contract with a government or government owned organisation.

The CEO is required to report any exceptions to the Board on a semi-annual basis.

This prohibition does not apply to travel undertaken by a government official or employee:

- to a Woodside offshore facility in connection with the execution or performance of their regulatory functions; or
- on a Woodside site-approved vehicle,

in both cases where, for health and safety reasons, Woodside organises and facilitates the travel arrangements to such offshore facility or on such site-approved vehicle.

Where exceptions to the general prohibition are granted for Woodside to pay reasonable and bona fide travel and related expenses for government officials, it is Woodside's practice, wherever possible, not to pay additional "per diem" payments.

Woodside's [Business Travel](#) requirements contain further information about Woodside's processes in relation to business travel.

## Local agents and representatives

It may, in certain circumstances, be necessary for Woodside to engage a local agent or representative to represent Woodside's interests.

The prior approval of Woodside's CEO is required for the appointment or engagement of any local agent or representative.

As set out in the 'Definitions' section of this Policy, '**local agent or representative**' means a third party person or entity which, through its scope of activities, will act for or represent Woodside (either in its capacity as operator for a Woodside-operated joint venture, or in its corporate capacity) in Woodside's business dealings with public sector and/or private sector third parties, in overseas countries or overseas markets.

Woodside remains responsible for the acts of its local agents and representatives. Therefore, any local agents or representatives must be chosen with care following the process set out below:

- the agent's or representative's reputation and qualifications must be thoroughly checked;
- the agent or representative must be made aware of, and agree in writing to comply with, Woodside's [Code of Conduct](#) and this Policy;
- the remuneration payable to the agent or representative must be clear, reasonable for the services being rendered and not provide incentives to act improperly. Without limiting the need to scrutinise the proposed remuneration, close attention must be paid to any proposals for payment of any remuneration:
  - which depends on the local agent or representative achieving a particular outcome for Woodside (such as commissions, 'success fees', 'bonuses' and other incentive payments);or

- before the agent or representative has undertaken any work for Woodside;
- the appointment of the agent or representative must be documented in a written agreement which must contain suitable anti-bribery and corruption clauses, performance monitoring and audit rights to ensure compliance and termination rights for failure to comply with the ABC Laws.

If you are unsure whether, through its scope of activities, a third party would be acting as a local agent or representative for Woodside, please contact a member of Woodside's Legal team.

## **Record Keeping**

An accurate and auditable record of all gifts, entertainment and payments to government officials, employees and others must be maintained in accordance with generally accepted accounting principles. No entry should be made in Woodside's records that distorts or disguises the true nature of any transaction.

## **Reporting Violations**

You must immediately report any suspected or actual violation of this Policy. The report may be made to any of the people listed in Woodside's [Code of Conduct](#) or via the external confidential whistleblower hotline EthicsPoint (woodside.ethicspoint.com) in accordance with Woodside's [Whistleblower Policy](#).

## **Non-retaliation**

You will not suffer any form of retaliation, reprisal or detriment from Woodside for raising a concern or reporting a violation of this Policy (nor will you suffer any form of reprisal from Woodside for refusing to make a corrupt payment).

## **Consequences**

Any breach of this Policy is a serious matter which will be investigated and addressed by Woodside.

Any material breach of this Policy will be reported to the Audit and Risk Committee.

Disciplinary action will be taken against anyone who breaches this Policy. Disciplinary action will depend on the severity of the breach but may include:

- reprimands;
- formal warnings;
- demotions;
- termination of contracts of employment.

Matters may also, depending on the circumstances, be referred to law enforcement agencies.

## **Training**

Woodside maintains an anti-bribery and corruption training program that includes mandatory Code of Conduct training for new starters, mandatory annual Code of Conduct refresher training, and annual Advanced Anti-Bribery and Corruption training for personnel in high risk roles.

## **APPLICATION**

This Policy applies to all Woodside directors, officers, executives, managers, employees and contractors (where they are providing services for or on behalf of Woodside, or are otherwise under a contractual obligation to comply).

## DEFINITIONS

For the purpose of this Policy, the following definitions apply:

Term	Meaning
ABC Laws	Includes: <ul style="list-style-type: none"> <li>• the Criminal Code Act 1995 (Cth);</li> <li>• the Foreign Corrupt Practices Act 1977 (US);</li> <li>• the Bribery Act 2010 (UK);</li> <li>• any other anti-corruption laws of the Commonwealth of Australia or any State or Territory of Australia (including any applicable common law, law of equity, any written law, statute, regulation or other instrument made under statute or by any government agency);</li> <li>• any anti-corruption law of a country other than Australia which applies to Woodside, its business partners or third parties operating on Woodside's behalf.</li> </ul>
bribery	The offering, authorising, promising, giving, receiving, soliciting, or attempted offering, authorising, promising, giving, receiving, soliciting, of anything of value, directly or indirectly, to improperly influence the execution of an individual or organisation's public, commercial or legal duties.
corruption	Means dishonest activity in which a director, executive, manager, employee or contractor of an entity acts contrary to the interests of the entity and abuses his/her position of trust in order to receive some personal gain or advantage for him or herself or for another person or entity.
facilitation payment	Means a small payment or other inducement provided to a government official to secure or expedite a routine function that the government official is ordinarily obliged to perform.
government official	Means: <ul style="list-style-type: none"> <li>• any politician, political party, party official or candidate of political office;</li> <li>• any official, employee or representative of a domestic or foreign government, government body or agency (e.g. an employee of a state or federal regulator or government department);</li> <li>• any official, employee or representative of a government-owned or controlled entity (e.g. state-owned energy companies);</li> <li>• any official, employee or representative of a public international organisation;</li> <li>• any person who holds or performs the duties of any appointment created by custom or convention (e.g. Indigenous Elders or representatives authorised to act on behalf of an indigenous group or community).</li> </ul> <p><i>Please note:</i></p> <ul style="list-style-type: none"> <li>• The definition of 'government official' is relatively broad and extends beyond the common understanding of government official or government employee.</li> <li>• If you are unsure as to whether an individual is a government official, please contact a member of Woodside's Legal team.</li> </ul>

Term	Meaning
kickback	Means the return of a sum already paid or due to be paid as a reward for awarding or fostering business.
local agent or representative	Means a third party person or entity which will, through its scope of activities, act for or represent Woodside (either in its capacity as operator for a Woodside-operated joint venture, or in its corporate capacity) in Woodside's business dealings with public sector and/or private sector third parties, in overseas countries or overseas markets. <i>If you are unsure whether, through its scope of activities, a third party would be acting as a local agent or representative for Woodside, please contact a member of Woodside's Legal team.</i>
private individual	A private or natural person as distinguished from a partnership, corporation, or association.

## APPLICABILITY

Responsibility for the application of this policy rests with all Woodside employees, contractors and joint venturers engaged in activities under Woodside operational control. Woodside managers are also responsible for promotion of this policy in non-operated joint ventures.

This policy will be reviewed regularly and updated as required.

*Reviewed by the Woodside Petroleum Ltd Board in December 2021.*