



Whistleblower Policy

1 Contents

2	Introduction.....	2
3	Scope and application	2
4	Definitions.....	3
5	What obligation do I have to report Reportable Conduct?	5
6	How do I report information about Reportable Conduct?	5
7	What protections are afforded to Whistleblowers and other persons who are involved?	6
8	Will I be protected if I disclose Reportable Conduct to a Member of Parliament or a journalist?	7
9	Will I be protected if I disclose Reportable Conduct on social media or to someone other than the people or organisations specified in this Policy?	8
10	How will my report be dealt with and investigated?	8
11	Investigator’s findings.....	9
12	Further questions	9

Revision History:

Rev.	Date	Description	Created / Updated By	Approved By
1	06/12/2019	New Document	Francesca Nyakunu	Tommy Adebayo

Whistleblower Policy



2 Introduction

- 2.1 Total Marine Technology Pty Ltd (**TMT**) and its related bodies corporate, including parent company Sapura Energy Berhad (**SEB**), are committed to the highest standards of conduct and ethical behaviour, integrity and good corporate governance.
- 2.2 This Policy is to provide a confidential process and service, to all Board members, employees, contractors, suppliers (including suppliers' employees), associates, tenderers and customers of TMT, and relatives or dependents of any of the foregoing. It sits alongside and separate to SEB's Complaints Reporting and Investigations and Complaints Investigations policies.
- 2.3 It offers an avenue for reporting concerns about the business or individuals' behaviour. This can include suspicion of violations of Sapura's policies and procedures, human rights, safety, environmental, financial reporting, fraud or business integrity issues or any other type of corporate or tax misconduct in general.
- 2.4 TMT is committed to a culture of transparency and encourages employees, contractors and other stakeholders to speak up about their issues and concerns, either through management, human resources and other functions, or via this whistleblowing policy.
- 2.5 The aims of the Policy are to:
 - ensure TMT maintains the highest standards of ethical behaviour and integrity;
 - define who can make a protected disclosure (**Whistleblowers**);
 - define matters about which a protected disclosure can be made (**Reportable Conduct**);
 - identify who can receive a protected disclosure;
 - encourage the reporting of matters that may cause harm to individuals, or financial or non-financial loss to TMT, or damage to TMT's reputation;
 - establish a process for TMT to deal with reports from Whistleblowers;
 - ensure TMT protects the identity (including the disclosure of information that could lead to the identity) of a Whistleblower;
 - provide for the secure storage of the information provided by Whistleblowers under TMT's processes; and
 - protect Whistleblowers against detrimental conduct.
- 2.6 A copy of this Policy is available to all employees, contractors and stakeholders electronically on the Sapura intranet and in TMT's Perth office.

3 Scope and application

- 3.1 This Policy summarises the protections offered by TMT to Whistleblowers, including key provisions under Part 9.4AAA of the *Corporations Act 2001* (Cth) (**Corporations Act**) and under Australian legislation¹. It also sets out TMT's internal processes for making and handling reports of Reportable Conduct.

¹ Note that separate whistleblowing protections may apply under the *Taxation Administration Act 1953* (Cth) (**Taxation Administration Act**) in relation to disclosures concerning Reportable Conduct in relation to the tax affairs of TMT. The protections provided in the tax whistleblower regime under the Taxation Administration Act are not addressed in any detail in this Policy. Please refer to the relevant legislation and the webpage of the Australian Taxation Office (ATO) on tax whistleblowers (<https://www.ato.gov.au/general/gen/whistleblowers/>) for more detail.



Whistleblower Policy

- 3.2 This Policy applies to all officers and employees of TMT, as well as to all suppliers, employees of suppliers, or associates of TMT to the extent that it summarises rights and obligations that also apply to them under the Corporations Act.
- 3.3 This Policy does not form part of any employee's contract of employment. TMT may vary, replace or terminate this policy from time to time. The Board shall review and amend this policy as required.

4 Definitions

- 4.1 **Board** means the TMT board of directors.
- 4.2 **Detriment** includes dismissal, demotion, harassment, discrimination, disciplinary action, bias, threats or other unfavourable treatment.
- 4.3 **Group** means TMT and its related bodies corporate, including SEB.
- 4.4 **TMT** means Total Marine Technology Pty Ltd.
- 4.5 **SEB** means Sapura Energy Berhad.
- 4.6 A **Whistleblower** is a person who:
- makes, may have made, proposes to make or could make a report of Reportable Conduct; and
 - is a person (being a Board member, employee, contractor, supplier (including supplier's employees), associate, tenderer or customer of TMT, and relative or dependent of any of the foregoing) who, whether anonymously or not, makes, attempts to make or wishes to make a disclosure in connection with Reportable Conduct and wishes to avail themselves of protection against reprisal for having made the disclosure.
- 4.7 **Reportable Conduct** is misconduct or an improper state of affairs or circumstances in relation to a member of the Group or its directors, officers, employees or agents.

Without limitation, Reportable Conduct includes:

- conduct that is in breach of any law, including the Corporations Act or the Corporations Regulations;
- conduct that constitutes an offence against a law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more;
- conduct that represents a danger to the public or the financial system;
- conduct which is dishonest, fraudulent or corrupt, including financial fraud or bribery;
- illegal activity including but not limited to theft, drug sale or use, violence, harassment or intimidation, criminal damage to property or other breaches of state or federal law;
- official misconduct or maladministration;
- unethical conduct or conduct in breach of Group or TMT's policies, including but not limited to dishonestly altering company records or data, adopting questionable accounting practices or wilfully breaching any applicable Code of Conduct or other policies or procedures;
- conduct that could be damaging to the Group, a Group employee or a third party, including but not limited to unsafe work practices, environmental damage, health risks or abuse of Group property or resources;
- conduct which amounts to an abuse of authority;

Whistleblower Policy



- conduct which may cause financial loss to the Group, damage its reputation or be otherwise detrimental to the Group's interests;
- conduct which involves harassment, discrimination, bullying or victimisation;
- conduct which involves any other kind of serious impropriety, including but not limited to serious and substantial waste of public resources, practices endangering the health or safety of Group employees, stakeholders or the general public, or practices endangering the environment; or
- any other conduct that is prescribed under the Corporations Regulations.

Complaints regarding occupational health and safety should, where possible, be made through TMT's occupational health and safety procedures.

Reportable Conduct does not include Personal Work-related Grievances, unless the grievance concerns conduct that is or is alleged to be victimisation (see paragraphs 7.6 and 7.7 of this Policy).

4.8 Personal Work-related Grievances are grievances that:

- are about any matter in relation to the discloser's employment, or former employment, which have or tend to have personal implications for the discloser;
- do not have significant implications for the company to which they relate; and
- are not about conduct, or alleged conduct, that:
 - constitutes an offence against, or a contravention of, a provision of the Corporations Act, the *Australian Securities and Investments Commission Act 2001* (Cth) or the regulations made under it, the *Banking Act 1959* (Cth), the *Financial Sector (Collection of Data) Act 2001* (Cth), the *Insurance Act 1973* (Cth); the *Life Insurance Act 1995* (Cth), the *National Consumer Credit Protection Act 2009* (Cth), the *Superannuation Industry (Supervision) Act 1993* (Cth), or an instrument made under any of those Acts;
 - constitute an offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more;
 - represent a danger to the public or the financial system; or
 - are prescribed by the Corporations Regulations.

Personal Work-related Grievances may include but are not limited to interpersonal conflicts between the discloser and another employee, or a decision relating to the engagement, transfer or promotion of the discloser.

4.9 An Eligible Recipient is:

- a Compliance Officer;
- an officer or senior manager of the Group;
- an auditor, or a member of an audit team conducting an audit, of the Group;
- an actuary of the Group; or
- any other person prescribed by the Corporations Regulations.

4.10 A **Compliance Officer** is an officer or employee of the Group who is authorised and trained to receive disclosures that may be protected.



Whistleblower Policy

5 What obligation do I have to report Reportable Conduct?

- 5.1 An TMT officer or employee who becomes aware of any information that gives them reasonable grounds to suspect that any Board member, director, employee, volunteer, supplier, associate, tenderer or contractor of TMT or of the Group has engaged in Reportable Conduct, must report that information.

6 How do I report information about Reportable Conduct?

- 6.1 If a Whistleblower becomes aware of any information that they have reasonable grounds to suspect indicates that any director, employee, volunteer, supplier, associate, tenderer or contractor of TMT or of any member of the Group has engaged in Reportable Conduct, they are encouraged to make the report to a **Compliance Officer** or other Eligible Recipient (who will forward the report to a Compliance Officer for investigation.).
- 6.2 A Whistleblower is not required to disclose their identity when making a report, although failure to do so may affect the extent to which TMT or the Group may effectively investigate the report. Anonymous reports can be made via the **SEB** website (on the Compliance page under the Governance Tab).
- 6.3 Whistleblowers may also report information about Reportable Conduct to SEB's Whistleblower Hotline on 1-800-139957 (Anonymous), the Compliance Officer on +60 122 918 819 or the Compliance Representative on 61 438 888 697.
- 6.4 For clarity:
- A Whistleblower may also disclose information about Reportable Conduct to a lawyer for the purpose of obtaining legal advice or legal representation in relation to the protections under Part 9.4AAA of the Corporations Act. This type of disclosure will also be protected; and
 - If a Whistleblower has reasonable grounds to suspect that the information concerns misconduct, an improper state of affairs or circumstances and / or constitutes an offence against, or a contravention of Australian law, a report made to the Australian Securities and Investments Commission (**ASIC**) or the Australian Prudential Regulation Authority (**APRA**)² may also qualify for protection under Part 9.4AAA of the Corporations Act,
- 6.5 Although not a requirement in order for the protections to apply, where possible a report of Reportable Conduct should be in writing and should contain, as appropriate, details of:
- the nature of the alleged Reportable Conduct;
 - the person or persons responsible for the Reportable Conduct;
 - the facts on which the Whistleblower's belief that Reportable Conduct has occurred are based; and
 - the nature and whereabouts of any further evidence that would substantiate the Whistleblower's allegations, if known.

² In such a case, ASIC or APRA may elect to refer the report to TMT or to investigate the report independently.

Whistleblower Policy



7 What protections are afforded to Whistleblowers and other persons who are involved?

Protection of Whistleblower's identity

- 7.1 Subject to certain legal requirements, the identity of a Whistleblower who has made a report in accordance with this Policy, including information that is likely to lead to identification of the Whistleblower, must not be disclosed without the consent of the Whistleblower. In particular, the following mechanisms will be adopted to protect the confidentiality of a Whistleblower's identity (where applicable):
- the discloser will be referred to in a gender-neutral context;
 - where possible, the discloser will be contacted to help identify certain aspects of their disclosure that could inadvertently identify them; and
 - disclosures will be handled and investigated in accordance with sections 10 and 11 of this policy.
- 7.2 Where anonymity has been requested, the Whistleblower is also required to maintain confidentiality regarding the issue on their own account and to refrain from discussing the matter with any unauthorised persons.

Protection against liability and Detriment

- 7.3 If a Whistleblower makes a report in accordance with this Policy:
- they will not be held liable (in a civil, criminal or administrative sense) for doing so;
 - no contractual or other right or remedy may be exercised against them for doing so; and
 - in some cases, the information may not be admissible as evidence against the Whistleblower in proceedings.
- 7.4 If a Whistleblower makes a report in accordance with this Policy, TMT will not subject the Whistleblower to any Detriment on account of those actions. In practice, the following mechanisms will be adopted to protect a Whistleblower from Detriment:
- the Compliance Officer will, as soon as possible after receiving a disclosure, assess the risk of Detriment against the Whistleblower (or any other person) and take reasonable steps to mitigate any identified risk. This may include taking actions (such as ensuring that relevant management are aware of their responsibilities) for protecting a Whistleblower from risk of Detriment;
 - the Compliance Officer will identify any relevant support services that are available to the Whistleblower; and
 - where risk is identified (or if otherwise required in connection with a particular fact or circumstance), the Compliance Officer will monitor and reassess the risk of Detriment as an investigation progresses (and even after it is finalised), and take reasonable steps to mitigate the identified risk.
- 7.5 If a Whistleblower believes that, notwithstanding this protection they have in fact suffered Detriment, they should seek independent legal advice, or contact ASIC.



Whistleblower Policy

Protection against Victimisation

- 7.6 A person must not subject another person to Detriment because they believe or suspect that a report of Reportable Conduct was made, may have been made, is proposed to be made or could be made in accordance with this Policy.
- 7.7 A person must not threaten to cause Detriment to another person because a report of Reportable Conduct was made or may have been made in accordance with this Policy.
- 7.8 Any officer or employee of the Group who engages in this conduct will be subject to disciplinary action, up to and including termination from office or termination of employment, as the case may be.

8 Will I be protected if I disclose Reportable Conduct to a Member of Parliament or a journalist?

- 8.1 Generally, no. A Whistleblower's disclosure to a Member of Parliament of Australia (**MP**) or journalist of concerns about Reportable Conduct will only be protected if the disclosure is a **Public Interest Disclosure** or an **Emergency Disclosure** which has been previously reported to TMT (in the case of a Public Interest Disclosure) or to ASIC or APRA (in the case of an Emergency Disclosure).
- 8.2 A Public Interest Disclosure occurs when:
- the Whistleblower previously reported information about Reportable Conduct to ASIC or APRA, in accordance with this Policy;
 - at least 90 days have passed since the report was made;
 - the Whistleblower does not have reasonable grounds to believe that action is being, or has been, taken to address the report;
 - the Whistleblower has reasonable grounds to believe that making a further report to a Member of Parliament or a journalist would be in the public interest;
 - after at least 90 days have passed since the previous report, the Whistleblower gives ASIC or APRA a written notice that identifies their earlier report and stating their intention to make a Public Interest Disclosure;
 - the Whistleblower then reports the information about the Reportable Conduct to an MP or journalist; and
 - the information the Whistleblower discloses to the MP or journalist is no greater than necessary to inform the MP or journalist of the Reportable Conduct.
- 8.3 An Emergency Disclosure occurs when:
- the Whistleblower previously reported information about Reportable Conduct to ASIC or APRA, in accordance with this Policy;
 - the Whistleblower has reasonable grounds to believe that the information in their report concerns substantial and imminent danger to the health or safety of one or more people or to the natural environment;
 - the Whistleblower then gives ASIC or APRA a written notice identifying their earlier report and stating their intention to make an Emergency Disclosure;
 - the Whistleblower then reports the information about the Reportable Conduct to an MP or journalist; and
 - the information the Whistleblower discloses to the MP or journalist is no greater than necessary to inform the MP or journalist of the Reportable Conduct.

Whistleblower Policy



9 Will I be protected if I disclose Reportable Conduct on social media or to someone other than the people or organisations specified in this Policy?

- 9.1 No. To be protected, reports of Reportable Conduct must be made in accordance with this Policy.
- 9.2 This Policy does not authorise a Whistleblower to disclose their concerns to commercial media or social media.

10 How will my report be dealt with and investigated?

- 10.1 Any Whistleblower who makes a report of Reportable Conduct in accordance with this Policy must be informed that:
- the Group will take all reasonable steps to ensure that the Whistleblower will not be disadvantaged for the act of making such a report;
 - the Whistleblower can remain anonymous and still receive protection; and
 - the Whistleblower will not necessarily be absolved from the consequences of their involvement in any misconduct complained of.
- 10.2 TMT, or in the alternative SEB, must investigate all matters reported in accordance with this Policy.
- 10.3 If a Whistleblower makes a report to an Eligible Recipient who is not authorised and trained as a Compliance Officer, the Eligible Recipient must forward the report on to a Compliance Officer who will handle the report and any associated investigation process. For clarity, an Eligible Recipient must not forward a report on to a Compliance Officer to handle if that Compliance Officer is implicated in the report.
- 10.4 The Whistleblower must grant their consent to this action being performed if they wish for their report to be dealt with and investigated (unless the report is anonymous).
- 10.5 The Compliance Officer may only dismiss the Whistleblower's complaint if, on reasonable grounds, the Compliance Officer has a high degree of confidence there is no substance to the complaint.
- 10.6 Otherwise the Compliance Officer must, on receiving a report of a breach, and with the Whistleblower's consent (unless the report is anonymous):
- notify the CEO of the Group member to which the report relates;
 - if the CEO is implicated in the disclosure, notify a member of the Board;
 - if a member of the Board is implicated in the disclosure, then the Compliance Officer has the authority to move directly to the appointment of an investigator;
 - appoint an investigator to investigate the reported breach (**the Investigator**) – depending on the nature of the Reportable Conduct and the circumstances, this may be an internal or external investigator;
 - ensure the Terms of Reference provided to the Investigator include:
 - all relevant questions;
 - provision for sufficient resources to be allocated to allow the investigation to be effectively conducted, having regard to the seriousness of the allegation(s);
 - a requirement that confidentiality of all parties, including witnesses, is maintained;
 - a requirement that procedural fairness be applied to all parties;



Whistleblower Policy

- a requirement that strict security is maintained during the investigative process;
- a requirement that information obtained is properly secured to prevent unauthorised access;
- a requirement that all relevant witnesses are interviewed, and documents examined;
- a requirement that contemporaneous notes of all discussions, phone calls and interviews must be made; and
- a requirement that the investigation's report of findings comply with this Policy; and
- where appropriate, provide feedback to the Whistleblower regarding the investigation's progress and/or outcome (subject to considerations of the privacy of those against whom allegations are made).

10.7 The investigation must be conducted in an objective and fair manner, and otherwise as is reasonable and appropriate having regard to the nature of the Reportable Conduct and the circumstances. For clarity, the focus of the investigation will be the substance of the disclosure, not the Whistleblower's motive for reporting.

10.8 Where anonymity has been requested, the Whistleblower is required to maintain confidentiality regarding the issue on their own account and to refrain from discussing the matter with any unauthorised persons.

11 Investigator's findings

11.1 A report of findings must be prepared by the Investigator and provided to the Compliance Officer when an investigation is complete. This report must include:

- the allegations;
- a statement of all relevant findings of fact and the evidence relied upon to reach conclusions on each allegation;
- the basis for each conclusion reached (including the damage caused, if any, and the impact on the organisation and other affected parties) and their basis;
- recommendations based on those conclusions to address any wrongdoing identified and any other matters arising during the investigation.

11.2 The Compliance Officer will provide a copy of this report to the Board (or a redacted copy where considerations of privacy require) and to relevant authorities in accordance with any applicable legislation.

12 Further questions

12.1 Any questions, comments or concerns about the contents of this policy should be directed to a Group Compliance Officer.

A handwritten signature in blue ink, appearing to read 'Paul Colley', is positioned above the printed name and title.

Paul Colley
Chief Executive Officer
Total Marine Technology