

1. Policy Objective

This policy embodies Beach's commitment to promoting a culture of compliance and ethical behaviour by offering protection to Whistleblowers in order to ensure the reporting of Improper Conduct.

2. Scope

This policy applies to Beach's current or former directors, officers, employees, contractors, sub-contractors or associates and families of those persons (**Eligible Persons**).

This policy applies to a report which is made under this policy by an Eligible Person who has reasonable grounds to suspect that the information in their report indicates Improper Conduct (**Report**). If the person does not have reasonable grounds they are not covered by this policy.

This policy may be amended or replaced at the discretion of Beach or in accordance with the Acts or otherwise required by law.

3. Policy Statement

This policy provides a means by which Eligible Persons can make a Report of Improper Conduct (**Whistleblowers**).

This policy summarises the protections and remedies available to Whistleblowers in relation to an actual or prospective Report in accordance with the *Corporations Act 2001* (Cth) and the *Taxation Administration Act 1953* (Cth) (the **Acts**). It also provides information on how to make a Report and how the Report will be investigated.

Employees and officers can access the most up to date version of this policy on the Intranet.

Persons may obtain information about this policy from the Reporting and Protection Officer.

4. Reports of Improper Conduct

Meaning of Improper Conduct

Improper Conduct is misconduct or an improper state of affairs or circumstances relating to Beach or its related bodies corporate and which includes conduct (without limitation):

- constituting an offence or contravention of the Corporations Act, the ASIC Act, the Banking Act, the Data Collection Act, the Insurance Act, the Life Insurance Act, the National Consumer Credit Protection Act, the Superannuation Industry (Supervision) Act, tax laws or any instrument referred to in those Acts;
- constituting an offence against any law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more;
- representing a danger to the public or the financial system;

- the tax affairs of Beach or any of its associates in respect of which the Whistleblower considers the information may assist Beach in performing functions or duties in relation to its or its associates tax affairs; or
- which is otherwise prescribed by the regulations to be a disclosable matter from time to time.

5. Appointment of persons and their responsibilities

Persons will be appointed to perform roles under this policy.

No person will however perform their role if they are implicated either directly or indirectly in the Report.

Reporting and Protection Officer

The Chief Executive Officer will appoint a Reporting and Protection Officer.

The Reporting and Protection Officer may:

- receive Reports from Whistleblowers;
- liaise with the Review Panel (if appointed) or Chief Executive Officer in relation to the reporting and investigation of Reports;
- liaise with the Whistleblower and the Review Panel (if appointed) to endeavour to ensure the protection required by the policy is provided to the Whistleblower in accordance with the Acts;
- where possible and appropriate, maintain communication with the Whistleblower about the progress and outcome of an investigation, subject to any privacy and confidentiality obligations as required by law;
- endeavour to ensure that confidentiality and the standards of protection provided for in the policy are maintained;
- endeavour to assist in the protection and support of Whistleblowers and other persons; and
- endeavour to provide information to persons about the operation of this policy.

Review Panel

The Board may appoint a Review Panel from time to time at its absolute discretion.

The Review Panel will be comprised of at least two people, consisting of the Chief Executive Officer or another director of Beach, and any combination of Beach directors, current or retired executives or senior management or external appointees with relevant expertise or experience.

The Review Panel (if appointed) may:

- receive Reports from the Reporting and Protection Officer (or other person authorised to receive a Report);
- endeavour to assess Reports to determine appropriate action in its discretion;
- where appropriate, to assign Reports to an Investigating Officer;
- receive reports on the outcome of investigations from Investigating Officers;
- provide the Chief Executive Officer with recommendations of appropriate courses of action regarding the outcome of an investigation; and
- endeavour to maintain a record of Reports, investigations and recommendations in accordance with confidentiality and privacy obligations, the Acts and as otherwise required by law.

Investigating Officer

The Investigating Officer may be appointed by the Chief Executive Officer, the Review Panel or the Board.

The Investigating Officer may be a senior manager or Human Resources, or at the discretion of Beach, an external person.

The Investigating Officer (if appointed) may:

- conduct investigations into complaints;
- report the outcome of investigations to the Review Panel or CEO or Board, as directed;
- endeavour to ensure that confidentiality and the standards of protection provided for in the policy are maintained.

Restrictions on appointments

If the Chief Executive Officer is the subject of a Report all other duties of the Chief Executive Officer under this policy will be the responsibility of the Board.

All persons with any connection to the Report must immediately disclose that connection to the Review Panel or the Chief Executive Officer.

The Review Panel, the Chief Executive Officer or the Board has the power to prevent a person from dealing with a Report if it forms a view that the involvement of that person will compromise the proper handling of the Report or otherwise at its discretion.

6. Protection and Support

Protection for Whistleblowers

Beach is committed to protecting and supporting a Whistleblower who makes a Report and will endeavour to:

- keep the Whistleblower's identity confidential;

- conduct investigations of Reports on a confidential basis; and
- monitor and manage the behaviour of other persons involved in the Report or Improper Conduct.

Under the Acts, a Whistleblower may be entitled to other protections, including by not being subject to any civil, criminal or administrative liability and not having any contractual or other remedy enforced (or contractual or other right exercised) against the Whistleblower on the basis of the making of the Report.

However, the Whistleblower is not protected from civil or criminal liability or from the consequence of any breach of Beach's policies or any internal disciplinary processes for his or her own Improper Conduct, whether in the Report or not. Beach may, in its discretion, regard the making of the Report as a mitigating factor in relation to Beach's own internal disciplinary processes.

The Whistleblower is encouraged to contact the Reporting and Protections Officer if the Whistleblower has any concerns or otherwise requires support.

Protection against victimising conduct

Beach will endeavour to protect the Whistleblower and other persons from being victimised, including by suffering any detriment or threat of detriment because they have made, are proposing to make or are able to make a Report under this policy (**victimising conduct**).

Under the Acts, *detriment* may include dismissal, injury in employment, disadvantageous alteration of position/duties, discrimination, harassment or intimidation, harm or injury to a person or damage to a person's property, reputation or business or financial position.

Any person concerned about victimising conduct should immediately contact the Reporting and Protection Officer. Beach considers that any person who carries out or threatens any victimising conduct may be in breach of this policy, which may result in disciplinary action, potentially including suspension or termination of employment or engagement

Confidentiality

Beach will endeavour to keep the identity of the Whistleblower confidential and not disclose the Whistleblower's identity to a third party unless:

- the Whistleblower consents to the disclosure;
- the disclosure is made to Australian Securities and Investments Commission (**ASIC**), Australian Prudential Regulation Authority (**APRA**), a member of the Australian Federal Police (**AFP**), the Commissioner of Taxation (**ATO**) (if tax-related) or other prescribed body in accordance with the Acts;
- the disclosure is made to a legal practitioner for the purposes of Beach obtaining legal advice or representation in accordance with the Acts;
- a court or tribunal thinks it is necessary in the interests of justice; or
- where the disclosure is otherwise required or permitted by law.

Beach will endeavour to not disclose information that is likely to lead to the identification of the Whistleblower unless:

On-line access: <http://beachenergy.stoplinereport.com>

Smart phone app: “stop247” (search under iTunes or Google Play for “stopline”).

This Report may be anonymous and further communication may take place through the third-party and the Whistleblower and Beach using a unique reference number which endeavours to preserve anonymity.

Board

A Report to a member of the Board can be made by post to: Beach Energy Ltd, 25 Congyngham Street, Glenside SA 5065 (marked to the attention of the Board member and as URGENT and CONFIDENTIAL).

The relevant member of the Board will provide a report to the CEO and (where appropriate) to a Reporting and Protection Officer.

Reports made to regulatory authorities under the Acts

While Beach encourages Reports to be made under this policy, this policy is not intended to prevent an Eligible Person making a protected disclosure to the relevant regulators or making an emergency disclosure in accordance with the Acts.

For example, protected disclosures can also be made under the Acts to ASIC, APRA or the AFP or if related to taxation, the ATO.

Emergency disclosures can be made in specific circumstances, however, a Whistleblower must inform Beach in writing if they intend making an emergency disclosure otherwise they may not be protected under this policy or the Acts.

Content of Report

The Whistleblower should endeavour to provide specific, adequate and pertinent information with respect to, among other things, dates, places, persons/witnesses, amounts and other relevant information as this may assist Beach in investigating the matter.

An optional Whistleblower report form is attached as an appendix to this policy, which may be helpful to a Whistleblower in compiling the information that should be included in a Report.

Communication of Report

The person receiving the Report will immediately provide the Report to the Review Panel (if formed) or to the CEO) or if the Report involves any of those persons to the Chair of the Board of Directors.

A copy of the Report will also be provided to the Reporting and Protections Officer if they were not the original recipient of the Report.

If the Whistleblower has disclosed their name and contact details, the Reporting and Protection Officer may liaise with, protect and support the Whistleblower in accordance with this policy.

Investigation of Report

The CEO or Review Panel (if appointed) will conduct an initial investigation into the Report and will determine at their discretion whether it is appropriate or necessary to appoint an investigator to conduct further investigation or whether the concern can be resolved by other appropriate action.

If appointed, the Investigating Officer's role is to gather information relating to the alleged Improper Conduct, consider the information and conclude whether or not there is any Improper Conduct based on that information. The Investigating Officer may obtain assistance from an internal or an external accounting or legal specialist as the Investigating Officer considers necessary.

At the completion of the investigation, the Investigating Officer will report back to the CEO or Review Panel (as appropriate). Depending on the circumstances, the Investigating Officer may provide a recommendation about the action to be taken in response to the Report.

Investigations will be conducted on a confidential basis.

Action Following Investigation

If appointed, the Review Panel will recommend a course of action to the Chief Executive Officer. Depending upon the nature of the matter and the outcome of the investigation, this may include no action being taken, internal disciplinary action, dismissal, or referral to the police or relevant regulator.

Unless the Report was made anonymously, the Whistleblower will be advised of the outcome of the investigation and the action to be taken insofar as it does not reveal confidential information, breach privacy laws or prejudice a course of action to be taken or contravene any law.

Reporting Requirements

Subject to confidentiality and privacy obligations and as required under the Acts or any other law:

- all Reports, investigations and actions taken as a result of an investigation must be recorded by the Review Panel; and
- the Chief Executive Officer must report Reports and their outcomes to the Board.

Optional - Whistleblower Report Form

Please complete this form and email it to *Alison Williams, Reporting and Protection Officer* (alison.williams@beachenergy.com.au) or post it to *Alison Williams, Reporting and Protection Officer, Beach Energy Ltd, 25 Congyngham Street, Glenside SA 5065* marked URGENT and CONFIDENTIAL.

Complaints can also be made online via <http://beachenergy.stoplينerreport.com> or via the “stop247” smart phone app (which can be downloaded from the iTunes or Google Play stores by searching under “stopline”). Reporting this way enables the reporter to decide if he or she want to remain anonymous or not throughout the reporting and investigation process.

Beach personnel reporting Improper Conduct will be protected under Beach’s Whistleblower Policy and all correspondence will be treated in confidence.

Date:		
<input type="checkbox"/> I consent to the use of the information provided in this report in accordance with Beach policies and all relevant laws and regulations. <i>(You do not have to answer all of the questions below if you prefer not to or do not have relevant information.</i>		
<input type="checkbox"/> I would like a summary of my concerns and proposed action to be provided to me.		
<input type="checkbox"/> I wish to remain anonymous. <i>(If this is the case, you do not have to complete the identity information at the end of this form).</i>		
Subject Matter:		
No	Subject	Description/Details
1.	Location	
2.	Person(s) involved in Improper Conduct (please provide name and details).	
3.	What is the nature of the Improper Conduct?	
4.	Why do you think the information suggest that Improper Conduct may have occurred?	
5.	Date when you suspect activity was detected:	
6.	Over what period of time has the suspect activity occurred?	

7.	How was the matter detected or how did you learn about it?	
8.	Information / evidence of the subject matter: Oral <input type="checkbox"/> Electronic <input type="checkbox"/> Documentary <input type="checkbox"/> Other <input type="checkbox"/>	
9.	Is the evidence in danger of being lost or destroyed?	
10.	Any known financial loss or estimated financial cost of the matter?	
11.	Details of others who may have information or may be witnesses.	
12.	Were you told of this matter by someone else? If so, who?	
13.	Who else knows about this matter?	
14.	Please state (in detail) if you have any concerns regarding reprisals or retaliatory action taken or that might be taken against you or any other person because of this Report.	
15.	Please include any other details which you believe are relevant.	
<p>Details of Whistleblower (person lodging the allegation) OPTIONAL (If the person lodging this form agrees to be contacted during the investigation, his/her contact details should be included in this section).</p>		
Name:		
Position:		
Location:		
Report to:		
Address:		
Preferred telephone no:		
Preferred email address:		

Document status

Version	Date reviewed	Prepared by	Endorsed by	Date of and final approval by
1.0	2013	CO	Corporate Governance Committee	Board on 26 May 2013
2.0	July 2015	CO	Corporate Governance Committee	Board on 3 September 2015
3.0	August 2016	CO	Corporate Governance Committee	Board on 19 October 2016
4.0	August 2018	PK	Risk, Corporate Governance & Sustainability Committee	Board on 17 August 2018

Amendment record

Version	Clause	Description of amendment
3.0	7	Substitute Managing Director for 'Chief Executive Officer'
4.0		Amended to comply with changes to the <i>Corporations Act 2001</i>

Document distribution list

Location	Date
Beach Intranet	September 2018