

(Approved by Board – February 2019)

Protected Disclosures (Whistleblower) Policy

1. Purpose of Policy

This Protected Disclosures (Whistleblower) Policy is made in accordance with the Protected Disclosures Act 2000 (the **Act**). The purpose of this Policy is to facilitate disclosure and investigation of Serious Wrongdoing in accordance with the Act.

New Zealand Oil & Gas Limited (**New Zealand Oil & Gas**) wishes to facilitate disclosure and investigation of Serious Wrongdoing, recognising the need to protect employees, directors, consultants and contractors of New Zealand Oil & Gas (**New Zealand Oil & Gas Representatives**), who make a Protected Disclosure (as described below in clause 3).

Employees (and others to whom this Act applies) who wish to make a disclosure about Serious Wrongdoing must follow the procedures set out and referred to in this Policy.

This Policy has been formally adopted by the Board and should be observed in all relevant cases.

2. Application of this Policy and General Requirements

New Zealand Oil & Gas requires New Zealand Oil & Gas Representatives to observe, in accordance with the New Zealand Oil & Gas Code of Business Conduct and Ethics, high standards of business and personal ethics in the conduct of their duties and responsibilities. All New Zealand Oil & Gas Representatives must practice honesty and integrity in fulfilling responsibilities and complying with all applicable laws and regulations.

This Policy applies to all New Zealand Oil & Gas Representatives.

The person who receives a Protected Disclosure in accordance with this Policy and the Act will keep the identity of the 'discloser' confidential unless, the 'discloser' consents to his or her identity being made public, or the identity of the 'discloser' is essential:

- for the effective investigation of the allegations;
- to prevent serious risk to public health, public safety or the environment; or
- having regard to the principles of natural justice.

Where the person making the disclosure has knowingly made a false allegation or made an allegation in bad faith, or where that person has made a disclosure to the media, then civil, criminal or other action (including disciplinary/termination of contract) may be taken by New Zealand Oil & Gas.

3. Protected Disclosure

A Protected Disclosure is a disclosure of information if:

- the information disclosed is about Serious Wrongdoing; and
- the New Zealand Oil & Gas Representative reasonably believes the information is true or is likely to be true; and
- the New Zealand Oil & Gas Representative wishes to disclose the information so that the Serious Wrongdoing can be investigated; and
- the New Zealand Oil & Gas Representative wishes the disclosure be protected under the Act.

4. Serious Wrongdoing

Serious Wrongdoing includes any of the following:

- (a) an unlawful, corrupt, or irregular use of funds or resources;
- (b) acts, omissions, or a course of conduct:
 - (i) that constitutes a serious risk to health, safety or the environment; or
 - (ii) that constitutes a serious risk to the maintenance of law, including the prevention, investigation, and detection of offences and the right to a fair trial; or
 - (iii) that constitutes an offence; or
 - (iv) that is oppressive, improperly discriminatory, or grossly negligent, or that constitutes gross mismanagement;
- (c) dishonesty;
- (d) fraud;
- (e) corruption;
- (f) illegal activities (including theft, drug sale/use, violence or threatened violence and criminal damage against property);
- (g) acting in breach of New Zealand legislation or local authority by-laws (e.g. Income Tax Act);
- (h) unethical conduct (either representing a breach of the New Zealand Oil & Gas Code of Business Conduct and Ethics or generally);
- (i) other serious improper conduct;
- (j) any unsafe work-practices; or

- (k) any other conduct which may cause financial or non-financial loss to New Zealand Oil & Gas or be otherwise detrimental to New Zealand Oil & Gas' interests.

5. Reporting Serious Wrongdoing

Where the person making the disclosure:

- (a) believes that he or she has information about suspected Serious Wrongdoing;
- (b) believes on reasonable grounds that this information is true or is likely to be true; and
- (c) wishes to disclose that information and wishes their disclosure to be protected under the Act;

the suspected Serious Wrongdoing should be promptly reported to New Zealand Oil & Gas' General Counsel or the Chair of the Audit Committee. It is preferred if such reports are made in writing, clearly identifying the nature of the suspected Serious Wrongdoing and the person or persons involved.

For questions or concerns which do not appear to comprise Serious Wrongdoing, these should be raised with the person's supervisor or the manager who can most likely address them.

If the person making the disclosure has any personal interest or involvement in the matter, this should be declared at the outset. If an employee's concerns fall more properly within the grievance procedure, then they will be told this.

In some circumstances it may not be appropriate to refer the Protected Disclosure to the General Counsel or the Chair of the Audit Committee (for example if either of those persons are alleged to be involved in the Serious Wrongdoing). In such circumstances New Zealand Oil & Gas Representatives may refer the matter instead to the CEO or the Chair of the Board of New Zealand Oil & Gas.

The concerns must be raised internally first, unless the person making the disclosure believes on reasonable grounds that:

- there has been no action or recommended action within 20 working days of the date the concerns were raised internally; or
- the urgency, or some other exceptional circumstances, justify immediate external disclosure.

In that situation, the disclosure may be made to an external public sector official or regulatory authority, as defined in the Act (such as the Ombudsman or the Commissioner of Police).

6. Response to a Protected Disclosure

If the General Counsel receives any reports of Serious Wrongdoing, he/she will report the issue to the Chair of the Audit Committee as soon as possible.

The General Counsel or Chair of the Audit Committee, as applicable, will acknowledge receipt of any reports of Serious Wrongdoing within 5 working days, advising the person making the disclosure of the next steps that are envisaged in the particular case.

All Protected Disclosures made to New Zealand Oil & Gas will be investigated. In order to conduct an investigation the information provided may need to be disclosed to appropriate people within New Zealand Oil & Gas. New Zealand Oil & Gas will discuss with the person making the disclosure to whom the information will be disclosed and the general investigation process proposed to be undertaken. In taking these steps:

- New Zealand Oil & Gas will treat all disclosures and concerns in a confidential and sensitive manner (subject to the Act); and
- In making a disclosure due care must be taken to ensure the accuracy of the information. If an allegation of Serious Wrongdoing is made in good faith, and the person making the disclosure has reasonable grounds to believe the allegation is true or likely to be true, and it is not confirmed by subsequent investigation, no action will be taken against that person.

7. Reporting Protections

This Policy is intended to encourage and enable New Zealand Oil & Gas Representatives to raise concerns about suspected Serious Wrongdoing.

Any New Zealand Oil & Gas Representative who makes a Protected Disclosure, or who refers a Protected Disclosure to an appropriate authority for investigation under the Act (and in accordance with this Policy), will not be liable to any civil, criminal or disciplinary proceeding for making the Protected Disclosure.

A New Zealand Oil & Gas Representative who retaliates against someone who has reported a suspected Serious Wrongdoing in good faith may be liable to potential disciplinary action which could include termination of their employment (or, in the case of a contractor or consultant, termination of contract may result).

8. Requirement to Act in Good Faith

Where a person has reported an allegation that is not substantiated, and that allegation is found to have been made maliciously or knowingly held to be false, this will be viewed as serious misconduct and may result in dismissal (or, in the case of a contractor or consultant, termination of contract may result).

9. Chair of the Audit Committee

The Chair of the Audit Committee has overall responsibility for investigating and resolving all reported complaints and allegations concerning Serious Wrongdoing and, at his/her discretion, shall advise the Chairman of the Board and/or the Audit Committee.

The Chair of the Audit Committee is required to report to the Audit Committee and to the full Board of Directors at least annually on compliance activity.

10. Accounting and Auditing Matters

The Audit Committee shall address all reported concerns or complaints regarding corporate accounting practices, internal controls or auditing.

11. Review

This Policy is to be reviewed on a regular basis.