

Whistleblower Policy

Worley encourages whistleblowers to come forward with information relating to Company conduct that is:

- dishonest, fraudulent or corrupt;
- illegal;
- unethical;
- improper or inappropriate;
- unsafe or endangers the health and safety of others; or
- victimization, harassment, bullying or unlawful discrimination.

Whistleblower includes current and former officers, employees, contractors (including their employees and officers), supplier, agents, individual associates or other persons who have dealings with Worley; and their current or former relatives or dependents, which includes a spouse or former spouse, or any other person deemed to be an eligible whistleblower under any applicable law.

Worley's preference is that whistleblowers report via the Ethics Helpline which is administered by a third party. As an Australian listed company, whistleblowers may also make a report to:

- an officer or senior manager of Worley;
- Worley's external auditor or actuary (as nominated in the Worley Limited Annual Report);
- a legal practitioner for the purpose of representation or advice; or
- an applicable regulator.

We are committed to ethical business practices, encourage reporting of unethical conduct, treat all reports seriously and handle them in a timely, sensitive and consistent manner. All reasonable steps are taken to reduce the risk of a whistleblower's identity being disclosed. Serious issues may be reportable to local authorities for further investigation.

Worley will not permit victimization or detrimental treatment against any whistleblower who makes a report.

Everyone who works for Worley, including directors, officers, executives, managers, supervisors, employees, contractors and service providers, wherever they are located, must comply with this policy. We apply this policy in all joint operations where Worley is the operator. Where Worley is not the operator, we encourage the adoption of a similar policy requirement.

Signed by:



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Chris Ashton

Chief Executive Officer

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Whistleblower Standard

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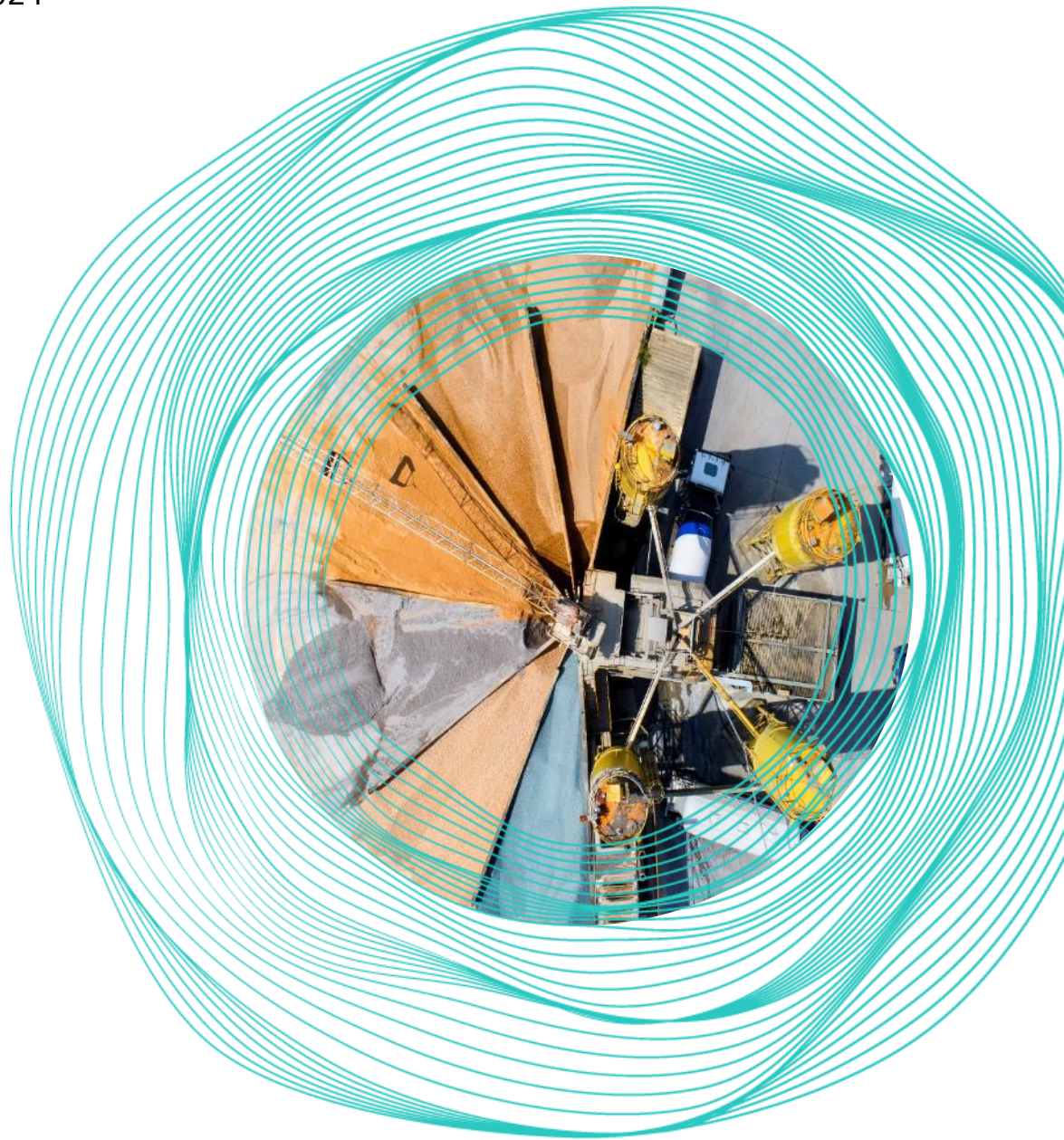


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1. Objectives

Worley encourages whistleblowers to come forward with information relating to breaches and potential breaches of its Code of Conduct and to make disclosures of reportable conduct. We are committed to ethical business practices, encourage reporting of unethical conduct, treat all reports seriously and handle them in a timely, sensitive and consistent manner.

This Standard sets out the framework for whistleblowers to report such matters and provide clarity on how whistleblowers may be supported and protected and encouraged to raise their concerns.

Worley Limited, the ultimate holding company of the Worley group of companies, is publicly listed on the Australian Securities Exchange. Accordingly, this Standard is designed to comply with applicable Australian laws and regulations, but also ensuring compliance with local laws and regulations in those jurisdictions where Worley group companies operate. If a discrepancy arises between this Standard and any applicable local law or regulation, the local law or regulation will supersede the conflicting provisions of this Standard only to the degree necessary to resolve the inconsistency, while the remainder of the Standard will continue to apply as written.

2. Scope and Applicability

This Standard is intended to apply to Worley globally, subject to any local laws where Worley operates which will prevail over this Standard in that jurisdiction.

At Worley we:

- are committed to ethical business practices;
- encourage the reporting of unethical conduct;
- treat all reports seriously;
- will handle all reported matters in a timely, sensitive and consistent manner;
- as far as possible, will keep all reports and the identity of all whistleblowers, the individual to whom the report pertains, or any affiliated third party confidential, and take all reasonable steps to reduce the risk of a whistleblower's identity being disclosed;* and
- will not permit victimization or detrimental treatment against any whistleblower who makes a report.

The Australian Whistleblower Laws provide special protections to Eligible Whistleblowers who make protected disclosures, as set out in this Standard and summarized in Appendix A.

In Australia, Worley may be obligated to report information to the Australian Securities and Investments Commission (ASIC), the Australian Prudential Regulation Authority (APRA), the Commissioner of Taxation (CT) or the Australian Federal Police (AFP).

3. Requirements to be met

3.1 Who Can Make a Whistleblower Report?

Making a whistleblower report means telling an appropriate person in a position of influence (including the Ethics Helpline and Eligible Recipients) if you have reasonable grounds to suspect that Reportable Conduct has occurred or is occurring in relation to Worley or the Worley Group. Worley encourages anyone with information about Reportable Conduct to report that information to an Eligible Recipient (see section 3.3 for more information about how to report).

An Eligible Whistleblower who reports Reportable Conduct to an Eligible Recipient (see definition in Appendix A), will qualify for protection under Australian Whistleblower laws. See Appendix A for more information on the protections available under Australian law. Whistleblowers may also be eligible for protection under local laws in other jurisdictions in which Worley operates. For more information about whistleblower protections in other jurisdictions, please contact the Chief Compliance Officer or Group General Counsel, or their delegates.

Definitions of **Australian Whistleblower Laws, Eligible Whistleblowers, Eligible Recipients, Report and Reportable Conduct** can be found in section 5 of this Standard.

3.2 What is Reportable Conduct?

Reportable Conduct is any suspected or actual misconduct or improper state of affairs or circumstances in relation to Worley Limited or the Worley Group, including conduct in relation to an employee or officer of the Worley Group. Examples of Reportable Conduct include conduct that is:

- dishonest, fraudulent or corrupt;
- illegal;
- unethical or breaches Worley's policies (including the Code of Conduct);
- improper or inappropriate;
- unsafe or endangering the health and safety of others;
- victimization, harassment, bullying or unlawful discrimination; or
- a significant risk to public safety or the stability of, or confidence in, the financial system, even if it does not involve a breach of a particular law.

Reportable Conduct does not generally include personal work-related grievances. Personal work-related grievances are grievances about any matter in relation to your

employment, or former employment or engagement that have implications for the individual personally (such as a disagreement between the individual and another employee or a decision about their promotion). Such matters can be reported to the Chief Compliance Officer or through the Ethics Helpline and will be investigated through Worley's internal procedures.

However, disclosure of a personal work-related grievance may amount to Reportable Conduct and be covered by this Standard if it concerns detriment to the whistleblower because whistleblower has or may be considering making a disclosure or if it is made to a legal practitioner for the purposes of obtaining legal advice or legal representation in relation to the operation of the law about whistleblowers. See Appendix A for more details.

3.3 How to Report

Worley's preference is that Eligible Whistleblowers report Reportable Conduct through the Ethics Helpline (which is described below).

Under Australian whistleblower laws, Eligible Whistleblowers may also report to Eligible Recipients, as set out in Appendix A, which includes Worley's Chief Compliance Officer.

If any applicable local law or regulation permits a whistleblower to make a report to an external competent regulatory body, then the whistleblower may do so.

Ethics Helpline

The Ethics Helpline is administered via www.worleyethics.com and permits reports to be made via local phone numbers, online or by scanning the QR code. A report can also be made via email to ethics.helpline@worley.com.

The Ethics Helpline is hosted and administered by a third-party provider and access to the Ethics Helpline is through an external website or toll-free telephone lines. The third-party provider is independent and has expertise and experience in receiving ethics complaints.

Reports through the Ethics Helpline will be sent to Worley's Chief Compliance Officer or their delegate who will then, depending on nature of the report, assign the case to an investigator.

An Eligible Whistleblower can make an anonymous report and still be protected under Australian whistleblowing laws.

In circumstances in which the Eligible Whistleblower has not disclosed their personal information or explicitly consented to the disclosure of their contact details, then disclosure of certain information contained in the report may lead to the Eligible Whistleblower's identification. At all times, Worley will take reasonable steps to ensure the Eligible Whistleblower's identity is not disclosed.

Protected Disclosures

If an Eligible Whistleblower makes a report that qualifies for protection under the Australian Whistleblower Laws:

- The Eligible Whistleblower cannot be subject to any civil, criminal or administrative liability for making the disclosure and is immune from such actions;
- no contractual or other remedy may be enforced, and no contractual or other right may be exercised, against the Eligible Whistleblower on the basis of the disclosure, including termination;
- the reported information provided is inadmissible against the Eligible Whistleblower in criminal proceedings or in proceedings for the imposition of a penalty, other than proceedings in respect of the falsity of the information; and
- anyone who engages in victimizing conduct that causes detriment against the Eligible Whistleblower (or another person) in connection with a report (including a suspicion information has been disclosed or a report has been made), may be guilty of breaches of the law.

Eligible Whistleblowers are also protected from any form of retaliation and from threats or attempts at retaliation.

When making a report, whistleblowers must have reasonable grounds to believe that the information they are disclosing is true. A whistleblower still qualifies for protection under this Standard even if their report turns out to be incorrect; however, deliberately submitting a false report will not constitute a protected disclosure. Where it is found that a person has knowingly made a false report, this may be a breach of Worley's Code of Conduct and will be considered a serious matter that may result in disciplinary action, up to and including termination of employment or engagement.

3.4 Investigation Process

Worley will treat all reports made under this Standard seriously, although Worley's response to a report may vary depending on the nature of the report and the amount of information provided.

Reports may be addressed and resolved informally (such as assisting employees to change their behavior) or through formal investigation. Worley's Chief Compliance Officer or their delegate will review the nature of the report, determine whether a formal investigation is appropriate and, if so assign an appropriate method and person to investigate. While making a report does not guarantee a formal investigation, all reports will be properly assessed and considered and will be dealt with promptly, fairly and objectively and in a timely manner.

The investigation procedures will vary depending upon the nature of the report and the regulations and practices in the location. In very serious instances, an independent third party may be engaged to conduct or assist with the investigation. Unless there are reasons it is inappropriate to do so, the investigating person will endeavor to keep the Eligible Whistleblower informed and seek clarifications if required. This will generally not be possible if you have chosen to make an anonymous report.

Unless there are confidentiality or other reasons not to do so, persons to whom a disclosure relates will be provided with details of the report that involves them at an appropriate time (to the extent permitted by law) and be given an opportunity to respond.

A multi-disciplinary team of stakeholders may be engaged in the investigation process and at the conclusion of the investigation to review recommended action plans. Stakeholders may include representatives from Legal, People group, Location and/or other senior Worley representatives. Approved action plans will be monitored for completion by Compliance.

Where an investigation identifies a breach of Worley's Code of Conduct or internal policies or procedures, appropriate disciplinary action may be taken. This may include but is not limited to terminating or suspending the employment or engagement of a person(s) involved in any misconduct.

All records and information obtained through or created upon investigating a report from an Eligible Whistleblower will be kept confidential in accordance with the law and this Standard.

3.5 Raising Reportable Conduct

Whether making a report through the Ethics Helpline or to an Eligible Recipient, an Eligible Whistleblower should include as much information as possible, including the following information:

- the date, time and location details of the Reportable Conduct;
- any relevant contract or project details;
- details about the Reportable Conduct;
- any witnesses who can support the report; and
- the location of any relevant equipment or materials.

If an Eligible Whistleblower has any concerns about a report being investigated by a particular person, they can make that clear in the report. This will help ensure that the report is not referred to that person.

Although all reports are taken seriously, some investigations may be restricted due to the level of information disclosed.

3.6 Confidential Reporting Via Ethics Helpline

Worley is committed to protecting the confidentiality of a whistleblower's identity.

When a report is raised via the Ethics Helpline an Eligible Whistleblower has two options for communicating with the investigation team:

- to provide their name and contact details. These will be visible to the Chief Compliance Officer or their delegate and assigned investigator. The confidentiality of the report will be maintained and only disclosed if you provide your consent or in exceptional circumstances where the disclosure is allowed or required by law (e.g. in dealings with a regulator); or
- choose to remain anonymous and provide an email address that is not visible to Worley. In this situation, the investigation team can only contact the Eligible Whistleblower via the Ethics Helpline.

Eligible Whistleblowers are encouraged to feel supported in providing information and to consent to the limited sharing of their identity to assist Worley to protect and support the Eligible Whistleblower and facilitate Worley investigating, reporting and taking action as a result of the disclosure. However, if Eligible Whistleblowers do not consent to the limited sharing of their identity, this may limit Worley's ability to progress the disclosure and take any action in respect of the report. Whistleblowers who make an anonymous report will still be entitled to protections under Australian law, as applicable (see Appendix A).

Steps that may be taken to protect an Eligible Whistleblower's identity which may include some or all of the following, as appropriate in the circumstances:

- using a pseudonym in place of the name;
- communicating through the Ethics Helpline;
- redacting personal information or references to the Eligible Whistleblower;
- referring to the Eligible Whistleblower in a gender-neutral context;
- limiting access to all information relating to a disclosure to those involved in managing and investigating the report; and
- reminding each person who is involved in handling and investigating a disclosure about the confidentiality requirements, including the consequences of an authorized disclosure.

3.7 Handling of the Report

The Chief Compliance Officer or their delegate will review the report and assign it to an appropriate investigator.

When assessing the report and deciding who within Worley will investigate, the concerns of the reporter will be considered. For anyone with a conflict of interest, who a whistleblower has expressly stated not to disclose this information to, the Chief Compliance Officer or their delegate will:

- take into account any concerns the whistleblower has expressed about the report being investigated by a particular person; and
- avoid referring the report to anyone who has an obvious conflict of interest in relation to the breach.

3.8 Protection from Detrimental Conduct

Eligible Whistleblowers are protected from all detrimental conduct arising out of or in connection with a report, which includes any form of retaliation and threats or attempts at retaliation. A person must not engage in detrimental conduct against a whistleblower (or another person) who has made a report under this Standard. Any such action is considered a serious breach of this Standard and may breach the law.

Examples of detrimental conduct include:

- termination of employment or suspension

- demotion, denial of promotion, negative evaluation, written warning or transfer to another location
- physical or mental harm of injury;
- discrimination between an employee and other employees;
- damage to person's property or reputation (including defamation or slander)
- premature termination of a contract for the supply of goods or services and revocation of a license; and
- harassment, exclusion or intimidation.

If you or someone else is being subject to detrimental conduct, you should immediately report any detrimental conduct to Worley's Chief Compliance Officer, your manager or People representative which will be investigated separately to the report.

Any person involved in detrimental conduct will be subject to disciplinary action, including but not limited to termination of employment or engagement. In some circumstances, this may also be a criminal offence punishable by imprisonment. Worley may refer any person that has engaged in victimizing conduct to law enforcement authorities for further investigation.

Worley may implement the following steps to support and protect whistleblowers from detriment where appropriate in the circumstances:

- monitoring and managing the behavior of other employees;
- relocating employees to a different division, group or office;
- offering whistleblowers a leave of absence or flexible workplace arrangements while a matter is investigated;
- where a whistleblower is a current or former employee of the Worley Group, they may access the Worley Employee Assistance Program and may request additional support (e.g. counselling); and/or
- rectifying any detriment that whistleblowers have suffered.

3.9 Remedies

Eligible Whistleblowers can seek compensation and other orders under the Australian Whistleblower Laws through the applicable courts if they: (a) suffer any loss, damage or injury; or (b) incur detrimental conduct, arising out of a report.

Eligible Whistleblowers are urged to seek independent legal advice if they have any concerns that their rights and protections are infringed or not protected under this Standard.

3.10 Communication of this Standard

This Standard will be made available to all Worley personnel and the general public via our website. Additional communication campaigns will be run across the business to promote awareness of the Ethics Helpline.

Worley will inform its personnel (including any new or existing officers and employees about this Standard. Each Worley personnel will have access to this Standard and be provided with training about the Standard and their rights and obligations under it. Key officers and employees, including Eligible Recipients, will receive regular training, including in relation to how to respond to disclosures.

3.11 Reporting

The Board Audit and Risk Committee will periodically receive a summary of reports made under this Standard. The Audit and Risk Committee will be provided additional information about any material incidents raised.

3.12 Further Information

All queries arising relating to this Standard should be address to Worley’s Chief Compliance Officer at Ethics.Helpline@worley.com.

This Standard will be reviewed from time to time and amended as required.

This Standard does not form part of terms of employment and may be amended from time to time.

4. Responsibilities

Responsibility	Action
All personnel	Submit ethical conduct reports where they identify a potential breach of our Code of Conduct to an Eligible Recipient.
Chief Compliance Officer	Oversee Ethics Helpline and investigation of cases raised. Periodically review this document.
Eligible Recipients	Provide support and guidance in the implementation of this Standard.

5. Definitions

Word / Phrase	Definition
Australian Whistleblower Laws	Whistleblower protection laws set out in the Corporation Act 2001 (Cth) and Taxation Administration Act 1953 (Cth).

Word / Phrase	Definition
Eligible Whistleblower	<p>Includes:</p> <ul style="list-style-type: none"> current and former officers, employees, contractors (including their employees and officers), supplier, agents, individual associates or other persons who have dealings with Worley; and their current or former relatives or dependents, which includes a spouse or former spouse, or any other person deemed to be an eligible whistleblower under any applicable law, <p>who makes a report under this Standard, or who provides information with respect to any Reportable Conduct, where they have reasonable grounds to suspect that the information being disclosed concerns Reportable Conduct</p>
Report	Disclosing any Reportable Conduct in accordance with this Standard.
Reportable Conduct	<p>Includes any conduct that is:</p> <ul style="list-style-type: none"> dishonest, fraudulent or corrupt; illegal; unethical or breaches Worley’s policies (including the Code of Conduct); improper or inappropriate; unsafe or endangering the health and safety of others; victimization, harassment, bullying or unlawful discrimination; or a significant risk to public safety or the stability of, or confidence in, the financial system, even if it does not involve a breach of a particular law.

6. References

Document Number	Document Name
MS-CX-STD-0004	Code of Conduct

Appendix A. Protections provided under Australian law

A.1 Additional legislative protections

Under Australian law, including the Corporations Act 2001 (Cth) (the **Act**), legislative protections for making a whistleblower report are available to certain persons (including current and former employees, volunteers, officers, contractors, suppliers, employees of suppliers, associates, as well as these people's relatives and dependents) who make a protected disclosure to certain people.

You are encouraged to make a whistleblower report under this Standard. However, the law offers protections in other cases (for example, you can report Reportable Conduct to recipients other than the Ethics Helpline). If you make a protected disclosure under the law that does not comply with the Whistleblower Standard, you will still be entitled to the legal protections. A disclosure can qualify for protection under the Act even if it is made anonymously or turns out to be incorrect.

Please contact Worley's Chief Compliance Officer if you would like more information about legal protections.

A.2 Protected disclosures

To be a protected disclosure qualifying for protection under the Act, the disclosure must relate to a disclosable matter and be made to an eligible recipient under the Act. A matter that is disclosed under the Standard but which does not meet these criteria will not qualify for protection under the Act. Examples of this information and recipients are outlined in the following table.

Information reported or disclosed	Recipient of disclosed information / Eligible Recipients
<p>General disclosable matters</p> <ul style="list-style-type: none"> Information about actual or suspected misconduct, or an improper state of affairs or circumstances in relation to Worley or a related body corporate Information that Worley or a related body corporate, or any officer or employee of the Company or a related body corporate, has engaged in conduct that: <ul style="list-style-type: none"> contravenes or constitutes an offence against certain legislation (e.g. the Act); or represents a danger to the public or the financial system; or constitutes an offence against any law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more <p>Note that personal work-related grievances are not protected disclosures under the law, except as noted below</p>	<p>Recipients for any general disclosable matters</p> <ul style="list-style-type: none"> A person authorized by the Company to receive protected disclosures – i.e. the Ethics Helpline and Worley’s Chief Compliance Officer under this Standard (see section 3.3) An officer or senior manager of Worley or a related body corporate An auditor, or a member of an audit team conducting an audit, of Worley or a related body corporate An actuary of Worley or a related body corporate ASIC, APRA or another Commonwealth body prescribed by regulation A legal practitioner for the purposes of obtaining legal advice or legal representation (even if the legal practitioner concludes the disclosure does not relate to a disclosable matter) <p>Journalists or parliamentarians, under certain circumstances allowing emergency and public interest disclosures. It is important for you to understand the criteria for making a public interest or emergency disclosure before doing so. Please contact Worley’s [Group General Counsel / Chief Compliance Officer] if you would like more information about emergency and public interest disclosures.</p>
<p>Tax-related disclosable matters</p> <p>Information about misconduct, or an improper state of affairs or circumstances, in relation to the tax affairs of Worley or an associate, which the employee considers may assist the recipient to perform functions or duties in relation to the tax affairs of Worley or an associate</p>	<p>Recipients for any tax-related disclosable matters</p> <ul style="list-style-type: none"> A person authorized by Worley to receive reports of tax-related disclosable matters – i.e. the Ethics Helpline or Worley’s Chief Compliance Officer An auditor, or a member of an audit team conducting an audit, of Worley A registered tax agent or BAS agent who provides tax services or BAS services to Worley A director, secretary or senior manager of Worley An employee or officer of Worley who has functions or duties that relate to the tax affairs of Worley A legal practitioner for the purpose of obtaining legal advice or legal representation

Information reported or disclosed	Recipient of disclosed information/ Eligible Recipients
<p>Further tax-related information Information that may assist the Commissioner of Taxation to perform his or her functions or duties under a taxation law in relation to Worley or an associate</p>	<p>Recipients for any further tax-related information</p> <ul style="list-style-type: none"> • Commissioner of Taxation • A legal practitioner for the purpose of obtaining legal advice or legal representation

Personal work-related grievances

Legal protection for disclosures about solely personal employment related matters are only available under the law in limited circumstances. A disclosure of a personal work-related grievance will remain protected if, in summary:

- it concerns detriment to you because you have or may be considering making a whistleblower report; or
- it is made to a legal practitioner for the purposes of obtaining legal advice or legal representation in relation to the operation of the law about whistleblowers.

Grievances may also be covered by this Standard if they:

- relate to detriment that is threatened because an individual has raised a concern about suspected Reportable Conduct;
- relates to both a personal work-related grievance and Reportable Conduct; or
- relates to concerns that the Group has breached employment or other laws punishable by imprisonment for a period of 12 months or more, engaged in conduct that represents a danger to the public, or information that suggests misconduct beyond the discloser's personal circumstances.

Under the law, a grievance is **not** a 'personal work-related grievance' if it:

- has significant implications for an entity regulated under the law that do not relate to the discloser;
- concerns conduct, or alleged conduct, in contravention of specified corporate and financial services laws, or that constitutes an offence punishable by 12 months or more imprisonment under any other Commonwealth laws; or
- concerns conduct or alleged conduct that represents a danger to the public or financial system; or
- concerns conduct or alleged conduct prescribed by the regulations.

A.3 Specific protections and remedies

Additional legislative protections may also be available, including but not limited to:

- compensation for loss, damage or injury suffered as a result of detrimental conduct;
- an injunction to prevent, stop or remedy the effects of the detrimental conduct;
- an order requiring an apology for engaging in the detrimental conduct;
- if the detrimental conduct wholly or partly resulted in the termination of an employee's employment, reinstatement of their position;
- exemplary damages; and
- any other order the court thinks appropriate.

You are also protected from the following in relation to a protected disclosure you make:

- civil liability (e.g. any legal action against you for breach of an employment contract, duty of confidentiality or another contractual obligation);
- criminal liability (e.g. attempted prosecution of you for unlawfully releasing information, or other use of the disclosure against you in a prosecution (other than for making a false disclosure)); and
- administrative liability (e.g. disciplinary action for making the disclosure).

However, you will not have immunity for any misconduct you have engaged in that is revealed in a disclosure.