



TEEKAY

# TEEKAY CORPORATION

## Whistleblower Reporting Policy

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## INTRODUCTION

This whistleblower reporting policy (“policy”) provides details about the reporting and handling of Suspected Violations. This policy supplements the reporting provisions contained in Teekay’s Standards of Business Conduct. Compliance with this policy is mandatory for all officers, directors, employees of Teekay.

### Definitions

**“Audit Committee”**: means, as applicable, the Audit Committee of the Board of Directors of Teekay Corporation or Teekay Tankers Ltd.

**“Investigative Team”**: means Teekay’s Director, Risk, Audit & Compliance (RAC), any member of the legal, or risk, audit & compliance departments and any external professionals /advisors supporting the foregoing persons on a confidential basis.

**“Manager”**: means the person directly managing an employee and to whom the employee reports.

**“Reporting Person”**: means any person reporting a Suspected Violation in accordance with this policy and the Standards of Business Conduct including any current or former: (i) officer, director or employee of Teekay, (ii) contractor/supplier of Teekay, (iii) employee of a Teekay contractor/supplier, (iv) associate of Teekay (e.g. director of a related company), and/or (v) any spouse, relative or dependant of the foregoing.

**“Senior Management”**: means any member of the Teekay senior leadership teams.

**“Suspected Violation”**: means any illegal act, theft, fraud, misconduct, violation or suspected violation of Teekay’s Standards of Business Conduct, and/or any other improper state of affairs/circumstances in relation to Teekay, which is reported on reasonable grounds.

**“Teekay”**: means Teekay Corporation, Teekay Tankers Ltd. and any subsidiary of the foregoing.

**“Teekay’s Integrity Line”**: means Teekay’s confidential and anonymous reporting tool, the contact details of which are found in Table 1 at the end of this policy.

## OBJECTIVE & PURPOSE

Teekay seeks to promote a culture of active ethics and integrity. In order to achieve this objective, Teekay recognizes the importance of having a clear framework for the reporting and handling of Suspected Violations. This policy discusses the following topics:

- Reporting of Suspected Violations.
- Investigations of Suspected Violations.
- Protections available to Reporting Persons and subjects of investigations.
- Availability and communication of this policy.

## REPORTING

### How does a Reporting Person report a Suspected Violation?

Reporting Persons may report Suspected Violations to Teekay's:

- Director, Risk, Audit & Compliance,
- General Counsel, Teekay Corporation or General Counsel, Teekay Tankers Ltd.,
- Senior Management,
- Any other Teekay Manager including their own local office Manager,
- Teekay's Integrity Line (discussed below).

If a Reporting Person has reason to believe that their report will not be handled fairly or properly by any of the foregoing persons or if they have a complaint about this policy not being followed, they may report their concern directly to the Chair of the Audit Committee.

Teekay contact person details may be found on Teekay's webpage: <https://www.teekay.com/contact/> or in Teekay's Sharepoint Employee Directory: [Teekay Employee Directory.docx \(sharepoint.com\)](#)

### How does a Reporting Person make an Anonymous Report?

Although all reports of Suspected Violations will be kept confidential so far as practicable in accordance with this policy, Reporting Persons may, if they prefer, elect to report a Suspected Violation anonymously using Teekay's Integrity Line.

Upon contacting Teekay's Integrity Line, a Reporting Person will be asked to provide intake information relevant to the Suspected Violation. The Reporting Person will be given the option to remain anonymous at this stage. If the Reporting Person chooses to remain anonymous, the information they provide will be kept confidential and securely stored. No effort will be made by Teekay or the integrity line service provider to identify the Reporting Person.

To safeguard the Reporting Person's anonymity, Teekay's Investigative Team and the Reporting Person shall only communicate with each other through Teekay's Integrity Line using a case reference number. Seafarers working onboard Teekay ships shall be granted reasonable and private access to access Teekay's Integrity Line. Teekay's Integrity Line telephone contact numbers and website details are found in Table 1 at the end of this policy.

In some cases, anonymous reporting may make it more difficult to investigate and follow up a Suspected Violation. In jurisdictions such as the UK / EU, anonymous reporting is only intended to be used exceptionally<sup>1</sup>.

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<sup>1</sup>In these jurisdictions, Reporting Persons are encouraged to report Suspected Violations on an identified basis. If they wish to report a Suspected Violation on an anonymous basis, they should be aware that: (i) anonymous reporting may make it more difficult to investigate and follow up a Suspected Violation; (ii) the investigation may have to be discontinued because of insufficient information; (iii) the basis of the allegation of the allegation may need to be disclosed to others to confirm facts; and (iv) their identity and the details of their report may need to be disclosed to external regulatory authorities to meet legal or regulatory requirements; (v) they may provide their identity at any time, and the confidentiality assurances (as described in this policy) will still apply.

## INVESTIGATION & FOLLOW UP

### What happens once a report of a Suspected Violation is received?

A Manager or member of Senior Management who receives a report of a Suspected Violation, must promptly refer the matter to the Director, Risk, Audit & Compliance, General Counsel, Teekay Corporation or General Counsel, Teekay Tankers Ltd. for further handling.

The Director, Risk, Audit & Compliance, General Counsel, Teekay Corporation or General Counsel, Teekay Tankers Ltd. shall acknowledge receipt of a Reporting Person's report and shall thereafter proceed as soon as practicable to conduct a preliminary review of the matter. This preliminary review will determine if and to what extent an investigation is warranted. In some cases (e.g. a minor personal work-related grievance), the matter may be referred directly to Teekay's Human Resources department for resolution. Depending on the seriousness of the reported matter, the Director, Risk, Audit & Compliance, General Counsel, Teekay Corporation or General Counsel, Teekay Tankers Ltd. may appoint external advisors as part of the Investigative Team to support or to conduct the investigation.

The Director, Risk, Audit & Compliance shall notify the Chair of the Audit Committee as soon as reasonably possible of any significant investigation including any Suspected Violation by Senior Management.

The Investigative Team will undertake a fair and objective investigation/ review into the substance of any allegations raised. A person will only be enlisted to investigate a matter if they are able to do so in an impartial manner. The Investigative Team shall, so far as practicable, review and consider any reasonably accessible and relevant data, and interview relevant persons (e.g. Reporting Person, subject of complaint, witnesses). The investigation/review shall be treated as confidential and shall be completed within a reasonable time. The scope, extent and timing of an investigation/review will be determined by the seriousness of the matter raised and the detail of available information/evidence.

### What happens once findings are made?

The Director, Risk, Audit & Compliance will report their findings and recommendations (including any lessons learned, remedial steps or proposed disciplinary follow-up) to the Chief Executive Officer or Chief Financial Officer/Vice President, Finance and Treasurer<sup>2</sup> for determination of an appropriate response.

Any disciplinary measures shall be applied fairly and consistently in accordance with Human Resources procedures.

The Chair of the Audit Committee/Audit Committee shall be kept informed of any material investigations and their findings.

Subject to any reasonable constraints, the Reporting Person and any Teekay employee who is accused of misconduct shall be updated, so far as practicable and appropriate, about the status of the investigation and any follow up.

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<sup>2</sup> Except for any report of a Suspected Violation by Senior Management, which shall instead be reported directly to the Audit Committee.

## PROTECTIONS AVAILABLE

### How are Reporting Persons protected against detriment?

Teekay is committed to protecting the rights of Reporting Persons. Teekay does not condone, and will not engage in, any reprisal or retaliatory action against any Reporting Person (e.g. dismissal, demotion, harassment, intimidation, unfair discrimination, disciplinary or legal action, threats, or other harmful treatment). If you experience (or witness) any such reprisal or retaliation, please report it immediately in accordance with the Reporting section of this policy. Teekay will take all reasonable steps to protect a Reporting Person from detriment or reprisal as a result of reporting a Suspected Violation. Any reprisal or retaliation against a Reporting Person is a violation of Teekay's Standards of Business Conduct and will be subject to discipline up to and including dismissal. Causing detriment to a protected whistleblower may also constitute an offense under applicable law.

If a report of a Suspected Violation is made on a false and vexatious basis, Teekay reserves the right to discontinue the investigation into the reported matter, to take appropriate actions against the reporter and to withdraw any assurances or protections otherwise available to the reporter including in relation to anonymity and non-reprisal.

### What protections are available to implicated persons?

Teekay is committed to maintaining a fair, impartial and confidential process to review the veracity of any allegation that is made against any person implicated in a complaint. Unless it would be unlawful or unreasonable to do so, any Teekay officer, director, employee or other available person who is accused of misconduct will have an opportunity to respond to any such allegation.

### Are reports of Suspected Violations and investigations kept confidential?

Teekay will maintain adequate measures to safeguard the confidentiality of reports of Suspected Violations and their investigation. The details of a Reporting Person's report (including their identity) will only be disclosed as necessary to conduct and report on the investigation/review. Teekay will use all reasonable endeavours to safeguard the confidentiality of information provided by or in relation to implicated persons.

### Is it possible to report a Suspected Violation anonymously?

Reporting Persons may elect to report Suspected Violations on an anonymous basis using Teekay's Integrity Line. Teekay will take all reasonable steps to reduce the risk that the discloser will be identified as a result of the allegations they disclose. The Reporting section above contains further details about anonymous reporting. Notwithstanding the safeguards in this policy, a Reporting Person's identity and the details of their report may need to be disclosed to appropriate external regulatory authorities to comply with applicable laws and regulations and/or to obtain legal advice.

## How is personal data protected in connection with a Suspected Violation?

Any personal data received or obtained in connection with a Suspected Violation shall be processed in accordance with Teekay's Personal Information Privacy Policy and applicable data protection regulations. Teekay will respect the privacy and data protection rights of persons providing information in relation to a complaint or an investigation (including the Reporting Person, the subject(s) of the report, witnesses). The rights of information, access, rectification and erasure of data subjects will be observed in accordance with the applicable data protection regulation. In certain jurisdictions (e.g., UK/EU/EEA countries), the subjects of an investigation may have rights of information, access and rectification. In these cases, they will be lawfully informed about the investigation. The provision of such information may, however, need to be deferred or limited to safeguard the integrity of the investigation.

Teekay will not retain personal data arising from Suspected Violations for improper purposes or for any longer than is necessary. In addition, personal information that is not relevant to the Suspected Violations shall not be further processed. Unsubstantiated reports will be deleted/erased as soon as is reasonable, practicable and lawful following completion of an investigation.

Teekay will maintain adequate security measures to effectively prevent personal information relating to an investigation from being accessed by non-authorized persons and to guarantee its integrity. If Teekay determines it is necessary to transfer personal data arising from investigations for the legitimate performance of the investigation tasks, any such transfer or processing will be done in accordance with the applicable data protection regulations.

## AVAILABILITY & COMMUNICATION OF THIS POLICY

This policy supplements Teekay's Standards of Business Conduct, which also contains details of Teekay's Integrity Line.

A copy of this policy is available to Teekay officers, directors and employees at:

- Teekay's corporate webpage: <https://www.teekay.com/investors/teekay-corporation/governance/> and
- TK Compliance's Landing Page (SharePoint intranet site):

[Standards of Business Conduct & Whistleblower Policy \(sharepoint.com\)](#)

Teekay's officers, directors and employees receive in person and annual integrity training, the scope of which includes the reporting of Suspected Violations under this policy.

Third parties doing business with Teekay are required to comply with business ethics laws, and they may be expected, on a risk assessed basis, to certify or acknowledge Teekay's Standards of Business Conduct, which includes a summary of these reporting provisions.

## OTHER DISCLOSURES

Nothing in this policy is intended to limit or affect any reporting rights or obligations under applicable laws, and/or to prevent the reporting of violations of law to relevant regulatory/government authorities in accordance with applicable laws.

## Table 1: Teekay’s Integrity Line Contact Details

To report a Suspected Violation, please choose your location from the telephone list below and dial the international number assigned to your country. An operator will guide you through the next steps. If your country is not listed, please call 800 461-9330.

You may also make reports online using our web-based reporting tool, which is found at [integrity.teekay.com](https://integrity.teekay.com). Just type [integrity.teekay.com](https://integrity.teekay.com) into your web browser, and you will be directed to the Teekay Integrity Line. Once you arrive, click on “Get Started” and you will be guided through the next steps. The Integrity Line site contains further information and FAQs about reporting misconduct.

Country	Contact
Our web-based reporting tool is found at <a href="https://integrity.teekay.com">integrity.teekay.com</a> You may also use the telephone reporting lines below	
Australia	1 800 763 983
Bermuda	1 855 579 9534
Canada	1 800 235 6302
China	+400 120 3062
Egypt	0800 000 0413
India	000 800 100 4175 or +91 337 127 9005 or 000 800 100 3428
Korea	080 880 0476
Nigeria	070 80601844 or +234 1 227 8917
Philippines	+63 2 8626 3049
Russia	8 800 100 9615
Singapore	800 852 3912
UK	0 808 189 1053
United States	800 461-9330
Other locations	Please go to <a href="https://integrity.teekay.com">integrity.teekay.com</a> or call 1 720 514 4400