

## INTRODUCTION

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### 1. PURPOSE

The purpose of this Anti-Bribery and Anti-Corruption Policy (“Policy”) is to provide employees, directors, officers, contractors and consultants at all levels with a clear set of guidelines to ensure that **Australis** conducts its activities in an ethical and appropriate manner as well as complying with the laws and regulations of each jurisdiction in which it operates.

### 2. OBJECTIVES

**Australis** is committed to conducting its business and activities with integrity and in accordance with all applicable laws, rules and regulations.

To achieve this objective:

- **Australis** will not engage in corrupt business practices;
- **Australis** will implement procedures to prevent **bribery** and **corruption** involving any director, officer, employee, contractor or other party representing **Australis**;
- **Australis** will, at a minimum, comply with all applicable laws, regulations and standards, including Applicable Anti-Bribery Laws and where internal policies require a higher standard, will comply with such higher standard.

### 3. COMPLIANCE

This Policy applies in all jurisdictions in which **Australis** operates and applies to all **Australis** directors, officers, , employees, consultants, contractors and other **Australis** representatives (“**Australis Personnel**”). All directors, officers, and employees are required to confirm in writing that they have understood this Policy as part of the **Australis** Induction Policy and Procedure and consultants, contractors and other **Australis** representatives shall be required to adhere to this Policy and **Applicable Anti Bribery Laws** as a fundamental term of their engagement.

### 4. GENERAL POLICY REQUIREMENTS

**Australis** prohibits activities involving **bribery, corruption**, payment of secret commissions and the exercise of improper influence in all jurisdictions in which **Australis** operates. This Policy applies to dealings with both **public officials** and to private organisations and individuals operating as **commercial associates**.

Gifts and entertainment, political contributions, charitable contributions, offers of employment and sponsored travel have the potential to be misused as a disguise for bribes for the purpose of influencing decisions or obtaining an advantage. In some circumstances it may be difficult to determine the true nature of these types of payments. Accordingly, **Australis** has adopted this Policy to ensure openness and transparency in dealings with these payments.

Most countries have specific laws prohibiting **bribery** of **public officials** and **commercial associates** and other corrupt practices. Any breach of this Policy or local law could result in potentially serious consequences, including but not limited to termination of employment or contract by **Australis**, and fines and/or imprisonment under applicable laws.

## 5. CORRUPT PAYMENTS PROHIBITED

**Australis Personnel** are prohibited from making or accepting any corrupt payments. Without limitation, **Australis** specifically prohibits:

- The promise, offering, payment, solicitation or acceptance of **bribes** in any form, including the offer or promise of employment or sponsorship.
- Engagement in any form of **corrupt business practices**, whether for the benefit of **Australis**, yourself or another party.
- **Facilitation payments**, even if they may appear to be permitted under local laws.

Requests from **public officials** or **commercial associates** to make or accept any form of corrupt payment must be immediately reported to the **CEO** or otherwise in accordance with the **Australis Whistleblower Policy**.

### Gifts and Entertainment

The offer, promise, giving or receiving of any gift or entertainment to or from **public officials** or **commercial associates** has the potential to be construed, or used by others to allege, that **Australis** is trying to obtain or receive favourable business treatment by providing individuals with personal benefits. However, the giving or receiving of gifts or hospitality is not always prohibited by **applicable anti-bribery laws** or this Policy, if the gift or hospitality is for a genuine purpose, reasonable and provided as a common courtesy associated with the ordinary course of business, and not made with any intentions to influence or reward a third party for obtaining or retaining business or an exchange of favours.

**Australis** has adopted the following general guidelines for determining the appropriateness of gifts and entertainment to or from **public officials** and **commercial associates**, however, except as expressly noted below, all giving or receiving of gifts or entertainment to **commercial associates** or **public officials** require the prior approval of the **CEO**:

- There is no expectation that the gift or entertainment is given in exchange for any return favour, commitment or advantage.
- The gift is not made in cash or cash equivalents and otherwise complies with the Code of Conduct and applicable laws.
- The gift or entertainment is infrequent, reasonable and proportionate in value considering the local custom and law, position of the recipient and circumstances.
- The timing of the gifting or entertainment has been considered objectively in respect of past, pending or future business activities and could not be perceived as a bribe.
- The gift is given openly and in the name of a commercial entity, not in someone's personal name.
- Any gift or entertainment to or for **commercial associates** which has a value less than US\$250, and which otherwise complies with this Policy, does not need to be approved by the **CEO** in advance.
- Business meals with **commercial associates** that are for the purpose of discussing **Australis** related business and which are not outside common courtesy, having due regard for the seniority of attendees and the jurisdiction in which the meal occurs, do not require **CEO** approval.
- Valid entertainment expenses may include meals and events such as theatre, sporting events and other cultural events where there is a legitimate and justifiable business purpose.

Personally paying for a gift, entertainment or other provision of value in order to avoid compliance with the requirements of this Policy is prohibited.

## 6. DEALING WITH PUBLIC OFFICIALS

**Australis** requires the exercise of a high degree of caution when dealing with **public officials**. The provision of anything of value, no matter how small, has the potential to create the perception that **Australis** has sought to improperly influence the government official to obtain an advantage. For this reason **Australis** has implemented specific procedures when dealing with **public officials**:

*Gifts and entertainment* – Before offering or accepting any gift, meal or entertainment, regardless of value or nature of the gift or entertainment, approval from the **CEO** is required. Additionally, any gifts or entertainment given to or received from a **public official** must be recorded in the Public Officials Gifts and Entertainment Register.

*Donations* – **Australis** does not make donations to any political party, politician or candidate for public office in any jurisdiction, unless the donation has been approved by the **Board**. Caution should be exercised when donating to private charities favoured by government officials, as such donation could be conceived as a bribe.

*Sponsored travel* – Generally the payment of travel and travel related expenses for **public officials** is prohibited. In certain circumstances the **CEO** retains the discretion to approve the payment of travel and travel related expenses of **public officials** where:

- the payment is for reasonable, customary and bona fide expenditure incurred strictly in relation to travel and travel related activities;
- the payment is made directly to the vendor(s) of the travel services or, only to the extent such direct payment is not possible, reimbursed to the **public official** only upon submission of valid receipts; and
- the travel is directly related to the promotion, demonstration or explanation of **Australis'** business activities or facilities.

*Offers of employment or sponsorship* – Before any offer of employment or sponsorship is made to or on behalf of a **public official**, a relative of a **public official** or a close associate of a **public official**, approval from the **CEO** is required.

## **7. DEALING WITH THIRD PARTY REPRESENTATIVES**

Under many Applicable Anti-Bribery Laws, **Australis** is responsible for and may be held liable for acts made on its behalf by **commercial associates** such as agents, independent contractors and consultants, suppliers and joint venture partners ("Third Party Representatives"). Accordingly **Australis** is committed to promoting compliance by all Third Party Representatives with this Policy and requires that:

- Third Party Representatives retained by **Australis** under written contract should be made aware of, and agree in writing to comply with, **Australis'** Code of Conduct and this Policy, as a fundamental term of their engagement;
- Where possible, the appointment of Third Party Representatives should be documented in a written agreement including contractual terms requiring compliance with anti-bribery and anti-corruption standards; and
- appropriate consideration, and where necessary due diligence, of the reputation, history, anti-bribery and anti-corruption policies and qualifications of all Third Party Representatives, relative to the size and nature of the engagement, be undertaken prior to appointment, most importantly where it is not possible to obtain from a Third Party Representative the written agreements contemplated above and in jurisdictions where **corruption** is known or suspected to be prevalent.

It is the responsibility of the individual who engages a Third Party Representative on **Australis'** behalf to ensure that these guidelines are followed prior to such engagement.

## **8. RECORD KEEPING AND REPORTING REQUIREMENTS**

**Australis** has created and maintains an accurate and auditable record of all gifts, entertainment and payments to **public officials** and **commercial associates** in accordance with **Australis'** prevailing accounting standards. Records that distort or disguise the true nature of any transaction are prohibited.

Each individual to whom this Policy applies must fully disclose all details regarding any and all such gifts, entertainment and payments they have made or approved or have received to the Accounting Department either via the Expense Claim procedure or the Accounts Payable procedure and provide all relevant documentary support including a valid tax invoice for such items.

## 9. POLICY BREACHES

A breach of this Policy is a serious matter which can result in disciplinary action, including termination of employment or contract.

Any **Australis Personnel** found to have either breached this Policy, failed to report a potential breach of this Policy or mislead investigations into potential breaches of this Policy will be subject to disciplinary action.

## 10. REPORTING POLICY BREACHES

If you suspect or observe any contravention of this policy, you have an obligation to report this immediately to the **CEO**. Alternatively, the report may be made in accordance with **Australis'** Whistleblower Policy.

As required by the **Australis'** Whistleblower Policy, no director, officer or employee who in good faith reports a violation shall suffer detriment, either actual or threatened, harassment, retaliation or adverse employment or engagement consequence. If a director, officer or employee retaliates against someone who has reported a violation in good faith they will be subject to discipline up to and including termination of employment or services.

## 11. ROLES AND RESPONSIBILITY

The **CEO** will provide leadership and oversight with regard to the Policy and is responsible for day to day management of compliance with and the effectiveness of the Policy, with the assistance of the Company Secretary as required. The Chief Financial Officer is responsible for recording keeping and maintaining the Public Officials Gifts and Entertainment Register. The **Board** or, where formed and authority duly delegated, the Audit and Risk Management Committee will review the Policy on an annual basis and make any amendment recommendations to the **Board**.

## 12. DEFINITIONS

For the purpose of this Policy the following definitions apply:

**Applicable Anti-Bribery Laws** include:

- the Criminal Code Amendment (Bribery of Foreign Officials) Act 1999 (Cth);
- the Foreign Corrupt Practices Act 1977 (US);
- the Bribery Act 2010 (UK);
- the Criminal Code (Portugal);
- any other anti-corruption laws of the Commonwealth of Australia; and
- any other anti-bribery or anti-corruption law of a country other than Australia which applies to **Australis** or third parties operating on **Australis'** behalf.

**Australis or Company** means Australis Oil & Gas Limited and its subsidiaries and joint ventures in which Australis and/or a subsidiary owns a controlling interest.

**Australis Personnel** means all **Australis** directors, officers, executives, employees, agents, independent consultants, contractors and other **Australis** representatives

**Board** means the board of Directors of the **Company**.

**Bribery** means the giving, offering, promising, accepting or soliciting of a benefit, advantage or anything else of value (a) as an inducement for an action which is corrupt, illegal, unethical or a breach of trust; (b) to obtain an improper advantage or outcome; or (c) for any other improper purpose.

**CEO** means the person acting in the capacity as the Chief Executive Officer of the **Company** or the consolidated corporate group.

**Commercial associate** means a director, officer, employee, agent, contractor or other representative of a commercial business enterprise that is not owned or controlled by **Australis**.

**Corruption** occurs where an individual misuses their position of trust or power in order to receive some gain or advantage for themselves or for another person or entity.

**Facilitation payment** means a payment or other inducement provided to a **public official** to secure or expedite a routine or non-discretionary function that the **public official** is ordinarily obliged to perform in the circumstances.

**Public official** includes a person in any of the following categories:

- An individual elected or appointed to a legislative, administrative, or judicial position of any municipality, state, province, country, or territory;
- An employee of the government of any municipality, state, province, country, or territory, or any department or agency of such government;
- A political candidate or a political party or party official;
- An officer or employee of a public international organization such as the United Nations or the World Trade Organization, or any department or agency of such organization; or
- A person acting in a public function, including a director, officer or employee or other agent or representative of a state-owned entity.

### **13. FURTHER INFORMATION**

For further information, clarification or questions regarding compliance with this policy or the **Applicable Anti Bribery Laws**, please contact the Company Secretary.

Approved by the Board: 15 June 2016

Approved by the Board: 21 June 2017

Approved by the Board: 24 May 2018