

Anti-Bribery and Corruption Code



CEMS | Governance | Code

Purpose

The Cooper Energy Values are consistent with conducting our business honestly and ethically, in compliance with the laws of jurisdictions where we operate and with zero tolerance for bribery and corruption.

The following conduct is prohibited by this Code:

- bribery;
- facilitation payments;
- secret commissions; and
- money laundering.

Offering or accepting gifts, entertainment or hospitality, and providing donations, community investments and sponsorships, are also prohibited other than in accordance with this Code.

Scope

This Code applies to:

- Cooper Energy Limited and all of its subsidiaries (**Cooper Energy**);
- all Cooper Energy employees, directors, contractors and consultants (**Personnel**); and
- Cooper Energy's operations in Australia and outside of Australia.

Responsibilities

Cooper Energy supports and encourages a culture of integrity and transparency. All Personnel have responsibility for prevention, detecting and reporting of breaches of this Code.

Requirements

1. Personnel must not offer, promise, give, accept or request a bribe and must not cause a bribe to be given, offered, promised or accepted by another person. If any Personnel is offered a bribe, it must be refused and reported immediately to the General Counsel.
2. Facilitation payments by Cooper Energy and its Personnel are prohibited.
3. Payment of, soliciting or receiving secret commissions by Cooper Energy and its Personnel is prohibited.
4. Money laundering by Cooper Energy and its Personnel is prohibited.
5. Personnel must comply with the requirements set out in this Code regarding gifts, entertainment, hospitality, donations, community investment and sponsorships.

Consequences for breaching this Code

1. Cooper Energy may be subject to criminal sanctions and/or civil penalties, and may suffer reputational damage, if it is found to have been involved in bribery or related improper conduct.
2. A breach of this Code constitutes serious misconduct, which may lead to disciplinary action. In serious cases, disciplinary action may include termination of employment. Personnel who breach this Code may be subject to imprisonment and/or financial penalty.
3. Material breaches of this Code will be reported to the Board. Cooper Energy will also refer incidents to regulatory and law enforcement authorities, if appropriate.

Table of Contents

1.0	Bribery	3
2.0	Facilitation payments	3
3.0	Secret commissions	3
4.0	Money laundering	3
5.0	Gifts, entertainment and hospitality	3
6.0	Donations, community investment and sponsorships	4
7.0	Approvals, accounting and record keeping	4
8.0	Training	4
9.0	Reporting a breach or raising a concern	4
10.0	Code reviews	4

1.0 Bribery

A bribe is offering (or causing the offering), promising, giving, accepting or requesting a benefit to improperly influence a person in the performance of their duty or function (including inducing a person to not do something) in order to obtain an illegitimate business advantage.

Benefits include any commercial, regulatory or personal advantage, such as money, gifts, political or charitable donations, business opportunities, hospitality, access to assets or favours.

Personnel must not offer, promise, give, accept or request a bribe and must not cause a bribe to be given, offered, promised or accepted by another person. If any Personnel is offered a bribe, it must be refused and reported immediately to the General Counsel.

2.0 Facilitation payments

A facilitation payment is an unofficial payment (including a nominal amount) made to facilitate or expedite a non-discretionary action by a government official.

Facilitation payments by Cooper Energy and its Personnel are prohibited.

3.0 Secret commissions

Secret commissions typically arise where there is a payment or benefit given or offered to an agent or representative of a third party, which is not disclosed to the third party. Secret commissions are intended to influence or impact the conduct of the third party's business.

Payment of, soliciting or receiving secret commissions by Cooper Energy and its Personnel is prohibited.

4.0 Money laundering

Money laundering is concealing the origins of illegal income and disguising the income so that it appears to have come from a legitimate source.

Money laundering by Cooper Energy and its Personnel is prohibited.

5.0 Gifts, entertainment and hospitality

Personnel must not accept or offer gifts, entertainment or hospitality which could be perceived to create undue influence on the recipient. The context in which gifts, entertainment or hospitality are provided will be relevant to whether they could be perceived to create undue influence (e.g. where parties are involved in a competitive tender process).

Gifts, entertainment or hospitality should only be offered or accepted by Personnel for legitimate business purposes and must meet the following criteria:

- be for building relationships;
- be of reasonable value and appropriate nature having regard to cultural considerations and general business practice;
- be provided in an open and transparent manner;
- not intended as an attempt to exert improper influence over the recipient;

- be compliant with applicable laws of the jurisdiction in which the gift, entertainment or hospitality is offered; and
- not include cash, loans or cash equivalents.

Personnel must report to the General Counsel any gift, entertainment or hospitality above an estimated financial value of \$500 which they have given or have received, within 10 working days of giving or receiving it. Reports must be recorded in a gift register maintained by the General Counsel.

6.0 Donations, community investment and sponsorships

The Cooper Energy practise is to not support any political party with a direct or in direct donation.

Personnel must obtain the prior approval of the Chief Financial Officer, the General Counsel or the Managing Director to attend dinners, conferences or similar events organised by a political party or equivalent organisation.

Cooper Energy may make charitable donations and community investments, and provide sponsorships, which comply with the legal and ethical requirements of the jurisdiction in which the charitable donation, community investment or sponsorship is made. In Australia, charitable donations will only be made to organisations with deductible gift recipient status with the Australian Taxation Office unless the Chief Financial Officer has approved otherwise.

Charitable donations, community investments and sponsorships provided by Cooper Energy must comply with, and require approval in accordance with, Cooper Energy's **Sponsorship Procedure** and **Delegations of Authority**.

7.0 Approvals, accounting and record keeping

Expenditure on gifts, hospitality and entertainment must be approved in accordance with applicable Cooper Energy procedures, including the **Delegations of Authority**. Personnel must make and keep appropriate and accurate records of expenditure on gifts, hospitality and entertainment in accordance with applicable Cooper Energy procedures.

8.0 Training

Personnel will be made aware of this Code as part of their induction. If required, additional training in relation to the content and subject matter of this Code will be provided to relevant Personnel.

9.0 Reporting a breach or raising a concern

Personnel must notify the General Counsel as soon as possible of suspected, potential or actual breaches of this Code. Personnel must also notify the General Counsel if they suspect or believe that a breach of this Code may occur in the future. Personnel should seek the advice of the General Counsel if unsure whether particular conduct constitutes a breach of this Code.

All such reports will be handled in accordance with the **Whistleblower Policy**.

10.0 Code reviews

This Code will be periodically reviewed from time to time to check that it is operating effectively and whether any amendments to it are required.