

## ANTI-BRIBERY AND CORRUPTION POLICY

### 1. Introduction

Carpentaria is committed to maintaining a high standard of integrity, investor confidence and good corporate governance. The Company's Anti-Bribery and Corruption Policy (**Policy**) forms part of Carpentaria's risk management framework

This Policy is a critical component of Carpentaria's delivery on its strategic goal of enduring trust, integrity and resilience and outlines Carpentaria's requirements regarding the management of gifts and benefits, which protects you and your reputation and minimises potential negative consequences for employees and Carpentaria. This Policy is also underpinned by the Carpentaria values, to:

- be open;
- be trustworthy; and
- be an example.

Under the Policy you must:

- not give or accept gifts and/or benefits that will compromise, or appear to compromise, your integrity and objectivity in performing your duties;
- not give or accept gifts and/or benefits that cause, or appear to cause a conflict of interest;
- record gifts or benefits worth \$100 or more in the gift and entertainment register;
- record in the gift and entertainment register where a gift or benefit provided on behalf of Carpentaria is in excess of \$100; and
- decline gifts and/or benefits worth \$300 or more (unless an exception applies).

The Policy also applies globally. If travelling outside of Australia, Carpentaria employees are subject to the laws of the country they are in; however, the principles of this Policy must be followed regardless of whether or not that country has specific bribery and corruption laws. Where a country has specific bribery and corruption laws which are of a lesser standard to this Policy, this Policy prevails.

### 2. Scope

This Policy applies to anyone who is employed by or works at Carpentaria, including employees (whether permanent, fixed term or temporary), contractors, consultants and directors wherever located (collectively referred to as **employees** in this Policy).

**Third party** means any individual or organisation you come into contact with during the course of your work, and includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties.

### 3. What is bribery and corruption?

**Bribery** is the offering, promising, giving, accepting or soliciting of an advantage as an inducement for action which is illegal, unethical or a breach of trust. A bribe is an inducement or reward offered,

promised or provided in order to gain any commercial, contractual, regulatory or personal advantage and can take the form of gifts, loans, fees, rewards or other advantages.

**Corruption** is the abuse of entrusted power for private gain.

#### **4. Policy**

##### **4.1 Bribes**

Carpentaria employees are not permitted to give, offer, promise, accept, request or authorise a bribe, whether directly or indirectly.

##### **4.2 Gifts and hospitality**

Employees must declare all gifts and benefits, valued at \$100 or more, in the gift and entertainment register.

Employees are also expected to decline (or avoid accepting) gifts and benefits which are valued at \$300 or more, with the exceptions being:

- invitations to speak at a professional association (including flights and accommodation); and
- working lunches.

Employees should, where possible, discuss with their manager or the Managing Director the fact that they have been offered a gift / benefit before accepting it, in order to determine the appropriate action.

Employees are required to enter any gift / benefit in the gift and entertainment register within 5 working days of receiving or being offered the gift / benefit.

Gifts / benefits should not be accepted on a recurring basis or broken down into parts of less than \$100.

Gifts and genuine hospitality and entertainment expenditure that is reasonable and proportionate is allowable provided it complies with the following:

- made for the right reason – it should be clearly given as an act of appreciation or common courtesy associated with standard business practice;
- no obligation – it does not place the recipient under any obligation;
- no expectation – expectations are not created by the giver or an associate of the giver or have a higher importance attached to it by the giver than the recipient would place on such a transaction;
- made openly – if made secretly and undocumented then the purpose will be open to question;
- reasonable value – its size is small and in accordance with general business practice;
- appropriate – its nature is appropriate to the relationship;
- at “arm’s length” – all transactions / gifts should be at an “arm’s length” basis with no special favours and no special arrangements;
- legal – it complies with relevant laws; and

- documented – the expense or gift, if valued at \$100 or more, is fully documented in the gift and entertainment register.

Some examples of acceptable gifts and/or benefits are:

- token gifts / benefits where offered in business situations or to all participants and attendees (e.g. work related seminars, conferences, trade and business events and would include items such as a pen, cap, stationery, coffee mug, stress ball, mouse pad, corporate umbrellas and memory sticks);
- a gift / benefit for presenting at a work-related conference, seminar, and / or business event;
- a ceremonial gift from another organisation on behalf of the Company. Please note that ceremonial gifts belong to the Company and as such you must declare and report the item on the gifts and entertainment register and arrange to display the item in the Company's office where appropriate;
- a gift / benefit given in gratitude when hosting business events or overseas delegations only where refusal would be unreasonable and unnecessarily offensive; or
- light refreshments (e.g. tea, coffee, water, juice) or a modest meal during a meeting or as a participant of a working group.

The following would not be acceptable:

- gifts in the form of cash and / or cash equivalent vouchers or gift certificates; or
- “quid pro quo” (a benefit or advantage offered for something in return).

#### 4.3 Facilitation payments

Facilitation payments are a form of bribery made for the purpose of expediting or facilitating the performance of a public official for a routine governmental action, e.g. actions of an official in order to expedite performance of duties of a non-discretionary nature (i.e. which they are already bound to perform). The payment or other inducement is not intended to influence the outcome of the official's action, only its timing.

Facilitation payments, whether legal or not in a country, are prohibited under this Policy.

#### 4.4 Political contributions

The Company does not make political contributions.

#### 4.5 Charitable contributions

Carpentaria can only make charitable donations that are legal and ethical under local laws and practices. In Australia, this means that an organisation must have deductible gift recipient status with the Australian Taxation Office. This status makes the organisation entitled to receive income tax deductible gifts and deductible contributions.

No donation must be offered or made on behalf of Carpentaria without the prior approval of the Chairman, the Managing Director or the Company Secretary.

All charitable contributions made by Carpentaria are publicly disclosed in the Company's Annual Report.

## 5. Responsibilities

All employees must ensure that they read, understand and comply with this Policy. The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for Carpentaria or under its control.

All employees are required to avoid any activity that might lead to, or suggest, a breach of this Policy.

#### **6. Record-keeping**

Employees must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.

All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as clients, suppliers and business contacts, should be prepared and maintained with strict accuracy and completeness. No accounts must be kept "off-book" to facilitate or conceal improper payments. It is an offence under applicable law for a person to make, alter, destroy or conceal an accounting document (including being reckless in their conduct which allowed such an act) to facilitate, conceal or disguise the corrupt conduct.

#### **7. Exceptions**

Approval for any gifts and entertainment above \$300 may only be provided by the Managing Director and, for the Managing Director, by the Chairman and must be disclosed in the register. Such approval will wherever reasonably possible be sought in advance.