

## Company Policies and Procedures

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<b>Subject:</b>	<b>Antilles Oil and Gas Anti- Bribery and Corruption Policy</b>
<b>Issued By:</b>	<b>Managing Director</b>
<b>Approved By:</b>	<b>Board of Antilles Oil and Gas Pty Ltd</b>

### 1 OBJECTIVES

Antilles Oil and Gas is committed to conducting its business and activities with integrity. To achieve this objective:

- Antilles Oil and Gas will not engage in corrupt business practices;
- Antilles Oil and Gas will implement measures to prevent bribery and corruption by any director, employee, contractor or other party representing Antilles Oil and Gas;
- Antilles Oil and Gas will, at a minimum, comply with all applicable laws, regulations and standards.

### 2 PRINCIPLES

#### Prohibition on Corrupt Payments

Antilles Oil and Gas prohibits bribery and corruption, in any form, whether direct or indirect, whether in the private or public sector, anywhere in the world. Most countries have laws prohibiting bribery of private individuals and government officials. There are potentially serious consequences, including fines and imprisonment, for contravention of Anti bribery and corruption laws.

To this end:

- You must not offer, pay, solicit or accept bribes in any form.
  - You must not engage in any form of corrupt business practice, whether for benefit of Antilles Oil and Gas, yourself or another party.
  - Facilitation payments are prohibited.
  - Requests for bribes or facilitation payments must be reported to the Managing Director.
- Gifts and entertainment, political contributions, charitable contributions and sponsored travel



have the potential to be misused as a cover for bribes or improper payments for the purpose of influencing decisions or obtaining preferential treatment. For this reason, Antilles Oil and Gas has adopted special rules in relation to these types of payments to ensure openness and transparency.

## **Gifts and Entertainment**

### **Gifts**

Antilles Oil and Gas prohibits the giving and receiving of gifts in connection with Antilles Oil and Gas' operations which go beyond common courtesies associated with general commercial practice. This is to ensure that the offer or acceptance of a gift does not create an obligation or cannot be construed or used by others to allege favouritism, discrimination, collusion or similarly unacceptable practices by Antilles Oil and Gas.

Any gift or other personal favour or assistance offered, given or received which has a value above A\$200 must be recorded in the Gift and Entertainment Register if the gift is accepted. If a gift offered to an Antilles Oil and Gas employee is refused it shall only be entered on the register if the grounds for refusal were concerns that the gift/entertainment was excessive or likely to (or be perceived as likely to) improperly obtain/retain a business advantage.

### **Entertainment**

Entertaining external business stakeholders is permitted where there is a justifiable business purpose for such expenses to be incurred on behalf of Antilles Oil and Gas. Valid entertainment expenses may include meals and events such as theatre, sporting events and other cultural events. The business purpose may be related to fostering the business relationship or be ancillary to a business discussion that takes place during, immediately before or immediately after the event.

Any entertainment, given or received must be recorded in the Gift and Entertainment Register provided that entertainment offered to an Antilles Oil and Gas employee that is refused shall only be required to be entered into the Register if the refusal was due to concerns that the entertainment was excessive or likely to (or be perceived as likely to) improperly obtain/retain a business advantage.

You must not accept invitations where the costs exceed the level of accepted common business courtesies, taking into account the location in which the entertaining takes place and what would be appropriate for your role and responsibilities within the organisation. This is particularly the case if such invitations involve activities over consecutive days, overnight accommodation or travel unless management determines that there are compelling reasons for you to attend and, in such circumstances, Antilles Oil and Gas will meet any travel, accommodation and related expenses unless determined otherwise by the Managing Director.

Offering entertainment to external business stakeholders must be consistent with the approach set out above.

The Gift and Entertainment Register will be reviewed by the Managing Director twice a year and where there are any gifts or entertainment items registered by an employee that appear to go beyond the scope of common courtesies associated with general commercial practice, the Manager to which that employee reports will be notified and be required to review the



appropriateness of the gift or entertainment and if found to be not appropriate, implement appropriate consequence management.

## **Dealing with Government Officials**

### Gifts and entertainment

Antilles Oil and Gas requires the exercise of a high degree of caution in relation to the offering or giving of gifts or entertainment to government officials. The provision of gifts or entertainment to a government official may be a legitimate and justifiable business activity in some circumstances; however, the practice has the potential to create the perception that Antilles Oil and Gas has sought to improperly influence the government official to achieve an improper advantage or obtain preferential treatment.

The offer, promise or giving of any gift, entertainment or other personal favour or assistance to a government official that is over A\$200 in value or which might, regardless of value, be perceived as likely to improperly obtain/retain a business advantage, must be referred to the Managing Director (or his delegate) in advance for approval. Once approved by Managing Director, the gift or entertainment must be recorded in the Gift and Entertainment Register for Government Officials, whether accepted or declined.

### Political donations

Antilles Oil and Gas does not make political donations to any political party, politician or candidate for public office in any country unless the donation has been approved in advance by the Board.

### Attendance at political functions

Attendance at party-political functions as a representative of Antilles Oil and Gas is permitted where there is a legitimate business reason. Attendance at these functions must be approved by the Chairman of the Board. A record of attendance (and the cost of attendance) is maintained by Antilles Oil and Gas.

### Political lobbying

Antilles Oil and Gas engages in debate on policy and shares its view on policy matters which relate to Antilles Oil and Gas' business and activities. This activity may only be done by authorised employees and must be done in a manner which is consistent with Antilles Oil and Gas' values and this policy.

### Sponsored travel

Antilles Oil and Gas prohibits the payment of travel and travel related expenses for government officials (unless such payment has been approved by the Managing Director). The Managing Director may grant exceptions to the general prohibition provided:

- the payment is for reasonable and bona fide expenditure properly incurred in relation to travel or travel related activity; and
- the travel is directly related to the promotion, demonstration or explanation of Antilles Oil and Gas' business, products or services or directly related to the performance of a contract with a government or government owned organisation.



The Managing Director is required to report any exceptions to the Board on a semi-annual basis. This prohibition does not apply to travel undertaken by a government official or employee to an Antilles Oil and Gas offshore facility in connection with the execution or performance of their regulatory functions (where, for health and safety reasons, Antilles Oil and Gas organises and facilitates travel arrangements to such facility).

### **Dealing with Local Agents and Representatives**

It may, in certain circumstances, be necessary to engage a local agent or representative to represent Antilles Oil and Gas' interest. Antilles Oil and Gas remains responsible for the acts of its local agent or representatives and, therefore, any local agents or representatives must be chosen with care following the process set out below:

- the agent's or representative's reputation and qualifications must be thoroughly checked;
- the agent or representative must be made aware of, and agree in writing to comply with, Antilles Oil and Gas' Code of Conduct and this policy;
- the fees payable to the agent or representative must be reasonable for the services being rendered and not provide incentives to act improperly. Ad valorem or percentage based fees may not be agreed to or paid without the prior approval of the Managing Director;
- the appointment of the agent or representative must be documented in a written agreement which must contain suitable anti-bribery and corruption clauses, performance monitoring and audit rights to ensure compliance and termination rights for failure to comply with the ABC Laws.

The appointment of a local agent or representative must be approved in advance by the Managing Director (following satisfactory completion of the process set out above).

### **Record Keeping**

An accurate and auditable record of all gifts, entertainment and payments to government officials, employees and others must be maintained in accordance with generally accepted accounting principles. No entry should be made in Antilles Oil and Gas' records that distorts or disguises the true nature of any transaction.

### **Reporting Violations**

You must immediately report any suspected or actual violation of this policy to the Chairman of the Antilles Oil and Gas Board.

### **Non-retaliation**

You will not suffer any form of retaliation, reprisal or detriment from Antilles Oil and Gas for raising a concern or reporting in good faith a violation of this policy (nor will you suffer any form of reprisal from Antilles Oil and Gas for refusing to make a corrupt payment).

### **Consequences**

Any breach of this policy is a serious matter which will be investigated and addressed by Antilles Oil and Gas. Disciplinary action will be taken against anyone who breaches this policy. Disciplinary action will depend on the severity of the breach but may include:

- reprimands;
- formal warnings;
- demotions;
- termination of contracts of employment.

Matters may also, depending on the circumstances, be referred to law enforcement agencies.

### 3 APPLICATION

This policy applies to all Antilles Oil and Gas directors, officers, executives, managers, employees and contractors (where they are under a contractual obligation to do so).

### 4 DEFINITIONS

For the purpose of this policy, the following definitions apply:

**ABC 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);
- any other anti-corruption laws of the Commonwealth of Australia or any State or Territory of Australia (including any applicable common law, law of equity, any written law, statute, regulation or other instrument made under statute or by any government agency), and
- any anti-corruption law of a country other than Australia which applies to Antilles Oil and Gas, its business partners or third parties operating on Antilles Oil and Gas' behalf.

**bribery** means the offering, promising, giving, accepting or soliciting of an advantage as an inducement for an action which is illegal, unethical or a breach of trust.

**corruption** means dishonest activity in which a director, executive, manager, employee or contractor of an entity acts contrary to the interests of the entity and abuses his/her position of trust in order to receive some personal gain or advantage for him or herself or for another person or entity.

**facilitation** payment means a small payment or other inducement provided to a government official to secure or expedite a routine function that the government official is ordinarily obliged to perform.

**government official** means:

- any political party, party official or candidate of political office;
- any official or employee of a government (whether national, state/provincial or local) or agency, department or instrumentality of any government or any government-owned or controlled entity (including state owned enterprises);
- any official or employee of any public international organisation;
- any person acting in an official function or capacity for such government, agency, instrumentality, entity or organisation;
- any person who holds or performs the duties of any appointment created by custom or convention or who otherwise acts in an official capacity (including, some indigenous or



tribal leaders who are authorised and empowered to act on behalf of the relevant group of indigenous peoples and members of royal families);

- any person who holds themselves out to be an authorised intermediary of a government official.

The definition of “government official” is relatively broad and extends beyond the common understanding of government official or employees. If you have any concerns as to whether an individual is a government official, please contact Managing Director