

ANTI-BRIBERY AND CORRUPTION POLICY

1 Introduction

Winchester Energy Ltd (Winchester) is committed to conducting its business and activities with integrity. To achieve this objective:

- ✓ Winchester will not engage in corrupt business practices;
- ✓ Winchester will implement measures to prevent bribery and corruption by any director, employee, contractor or other party representing Winchester;
- ✓ Winchester will, at a minimum, comply with all applicable laws, regulations and standards (including ABC Laws) or, where internal policies require a higher standard, will apply and comply with such higher standard.

The purpose of this policy (“**Policy**”) is to implement rules and guidelines controls for the conduct of directors, employees and contractor personnel of Winchester and the Winchester Group of companies. This policy should be read in conjunction with the Code of Conduct and the Whistleblower Policy.

2 Definitions

ABC Laws include:

- ✓ the *Criminal Code Amendment (Bribery of Foreign Officials) Act 1999 (Cth)*;
- ✓ 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 Winchester, its business partners or third parties operating on Winchester’s 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.

Corporations Act means the *Corporations Act 2001 (Cth)*.

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 Winchester’s Managing Director or Company Secretary.

Justifiable Business Purpose means a purpose that is in the normal course of Winchester business.

Winchester Group means Winchester and all its related bodies corporate as defined in the Corporations Act.

3 Persons to Whom this Policy Applies

This Policy applies to all Directors, executives and employees of the Winchester Group and all consultants and contractors who are under a contractual obligation to do so.

4 Application

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 Winchester.

Any gift or other personal favour or assistance offered, given or received which has a reasonable estimated value above A\$200 must first be approved by the Managing Director (MD) if the gift is accepted. If a gift offered to a Winchester employee is refused it shall only be recorded 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 Winchester. 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 that does not constitute a Justifiable Business Purpose must be approved by the MD. Entertainment not constituting a Justifiable Business Purpose includes:-

- ✓ Favours or any form of hospitality or entertainment in return or exchange for business services or information. Such action may create an actual or perceived conflict of interest or may give the impression of anti-competitive behaviour;
- ✓ Hospitality of an inappropriate nature or at inappropriate venues that do not fit what a reasonable person would consider is consistent with the objectives of Winchester.

If entertainment offered to a Winchester employee is refused it shall only be required to be reported to the MD if the refusal was due to concerns that the entertainment was excessive, inappropriate 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 it is determined that there are compelling reasons for you to attend.

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

Where there are any gifts or entertainment items reported by an employee that appear to go beyond the scope of common courtesies associated with general commercial practice, the appropriateness of the gift or entertainment will be reviewed and if found to be not appropriate, implement appropriate consequence management.

Prior approval

If you are in doubt as to whether the giving or receiving of a particular gift or hospitality is in compliance with this Policy prior advice should be sought from the MD.

Donations and Sponsorships

The provision of donations and sponsorships is permitted with prior approval of Winchester's Board or Managing Director.

Threats and Corrupt Business Practice

Any threatening or intimidating behaviour directed at obtaining any benefit or advantage must be reported to the MD. Such behaviour may constitute a criminal offence.

Winchester employees must not engage, or procure any third party to engage in, any activity or take any potential position which conflicts with or has the potential to conflict with the interests of Winchester. Any actual or potential conflict between the interests of an employee of Winchester and Winchester must be disclosed to the MD.

Winchester shall not at any time engage with any contracting party that has been found by Winchester to be engaging in any Bribery or Corruption.

Please also refer to Winchester's Code of Conduct and Whistleblower Policy.

Dealing with Government Officials

Gifts and Entertainment

Winchester 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 a Justifiable Business Purpose in some circumstances; however, the practice has the potential to create the perception that Winchester 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 MD (or his delegate) in advance for approval.

Political Donations

Winchester 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 Winchester is permitted where there is a Justifiable Business Purpose.

Attendance at these functions must be approved by the Managing Director. A record of attendance (and the cost of attendance) is maintained by Winchester.

Political Lobbying

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

Sponsored Travel

Winchester 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 Winchester's 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 a Winchester offshore location in connection with the execution or performance of their regulatory functions (where, for health and safety reasons, Winchester organises and facilitates travel arrangements to such location).

Dealing with Local Agents and Representatives

It may, in certain circumstances, be necessary to engage a local agent or representative to represent Winchester's interest.

Winchester 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, Winchester's 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 Winchester's 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. The report may be made to any of the people listed in Winchester's Code of Conduct or in accordance with Winchester's Whistleblower Policy.

Non-retaliation

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

Breach of Policy

Any breach of this Policy is a serious matter which will be investigated and addressed by Winchester.

Disciplinary action may be taken against anyone who breaches this Policy. Disciplinary action will depend on the severity of the breach but may include:-

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

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

Who to Contact

If you are in any questions regarding this Policy you should contact the Managing Director or Company Secretary.

7 Review

This policy will be reviewed as required but in any event no later than every two years.