



Anti- Bribery and Anti-Corruption Policy

1. INTRODUCTION

Alligator Energy Limited (**Alligator Energy**) is committed to responsible corporate governance and to conducting business in an honest and ethical manner in accordance with the law. Honesty and integrity are considered integral to the Company's values and the way Alligator Energy and its subsidiaries (**Alligator Energy Group**) operate their businesses (refer the **Code of Conduct**). Conduct associated with bribery, corruption and dishonesty is inconsistent with these values and against the law and may result in Alligator Energy and individual Company employees being prosecuted.

This Anti-Bribery and Anti-Corruption Policy (**Policy**) prohibits Alligator Energy Personnel (defined below) from engaging in activity that constitutes bribery or corruption including facilitation payments. This Policy supports Alligator Energy's corporate governance framework.

This Policy supports the objectives of the Australian Criminal Code and the Organisation of Economic Cooperation and Development (OECD) Anti-Bribery Convention to which Australia is a signatory.

The purpose of this policy is to:

- 1.1 set out the responsibilities of Alligator Energy Personnel in observing and upholding the prohibition on bribery, corruption and related improper conduct; and
- 1.2 provide information and guidance on how to recognise and deal with instances of bribery and corruption.

2. WHO DOES THE POLICY APPLY TO?

This Policy applies to all individuals at all levels who are employed by, act for, or represent the Alligator Energy Group (**Alligator Energy Personnel**) in all countries. This includes, but is not limited to, the following:

- 2.1 directors;
- 2.2 officers;
- 2.3 managers;
- 2.1 employees;
- 2.2 contractors;
- 2.3 consultants;
- 2.4 agents; and
- 2.5 any other person representing the Alligator Energy Group.

This Policy applies to Alligator Energy Personnel irrespective of their employment status (that is, whether they are employed on a full-time, part-time, fixed term, casual or temporary basis).

3. WHAT IS BRIBERY AND CORRUPTION?

3.1. Bribery

Bribery is the act of offering or accepting a benefit, with the intention of influencing a person to behave outside the responsibilities of their role or to not act in good faith, in order to gain a personal or business advantage that is not legitimately due.

Acts of bribery are typically intended to improperly influence individuals to act dishonestly in the performance or discharge of their duty.

A bribe could be either a direct or an indirect promise, offering, or authorisation, of anything of value designed to exert improper influence. The benefit that is offered, given or received may be monetary or non-monetary. For example, it may involve non-cash gifts, political or charitable contributions, loans, reciprocal favours, business or employment opportunities or lavish corporate hospitality.

a) Target of the bribery

Whether the target of the act of bribery works in the public or private sector is irrelevant. The relevant laws apply to bribery of public officials as well as bribery in respect of any proposed or completed commercial transaction in the private sector.

b) Direct and indirect forms

Bribery can be direct or indirect. It may involve procuring an intermediary or an agent to make an offer which constitutes a bribe to another person, or where a bribe is made to an associate of a person who is sought to be influenced.

c) Acceptance of a bribe

It is irrelevant if a bribe is accepted or paid. Merely offering the bribe will usually be sufficient for an offence to be committed.

Bribery can occur even if the bribe is 'unsuccessful' (e.g. the conduct sought to be induced does not occur).

3.2 Corruption

Corruption is dishonest activity involving the misuse of office or power or influence and/or trust to obtain an advantage or gain not legitimately due (whether for private or personal gain or that of Alligator Energy).

3.3 Secret commissions

Secret commissions typically, but not always, arise where a person or entity (eg. any Alligator Energy Personnel) offers or gives a commission to an agent or representative of another person which is not disclosed by that agent or representative to their principal. Such a payment is made as an inducement to influence the conduct of the principal's business.

3.4 Facilitation Payments

A Facilitation Payment is a minor payment or other inducement provided to a Public Official for the purposes of securing or expediting a routine government action which the Public Official is already ordinarily obliged to perform.

4. WHAT CONDUCT IS PROHIBITED?

4.1. Legal obligations

In Australia laws that prohibit bribery (including facilitation payments) and corruption apply to

businesses incorporated in Australia and to individuals who are Australian citizens or residents, wherever they may be.

This Policy applies the terms of the Australian legislation to Alligator Energy Personnel for all actions within Australia and for all actions outside Australia where the local legislation is of an equal or lower standard. Where the Company operates in a jurisdiction with a higher standard of legislation then that standard must be adhered to.

4.2. Prohibition for Alligator Energy Personnel

Alligator Energy Personnel must not do any act that constitutes bribery or corruption as described in paragraph 3 of this Policy. This means that Alligator Energy Personnel must not directly or indirectly give, offer, promise, request or receive a bribe or cause a bribe to be given or received.

In addition, the payment of secret commissions by any Alligator Energy Personnel is prohibited.

5. WHAT ARE THE CONSEQUENCES OF A CONTRAVENTION?

Corruption, bribery and any related conduct are very serious offences and individuals can under Australian and Italian Laws be subject to significant penalties or jail terms.

If any Alligator Energy Group Company is found to have taken part in bribery or any other related improper conduct addressed by this Policy, it could face a fine, be excluded from tendering for public contracts and/or suffer reputational harm.

A breach of this Policy by any Alligator Energy Personnel will be regarded by Alligator Energy as serious misconduct and may lead to disciplinary action which may include termination of employment and/or referral of a matter to the relevant authorities.

6. WHAT GIFTS AND HOSPITALITY MAY BE GIVEN OR ACCEPTED?

6.1 Gifts, entertainment and hospitality

Gifts, meals, travel, entertainment and other hospitality (**Gifts**) often form part of a legitimate commercial relationship. However, in some circumstances Gifts can compromise the exercise of objective business judgement and may result in a breach of this Policy. Therefore, it is important to be careful when offering, promising, giving or receiving anything of value, particularly involving any government official, to ensure that it does not constitute a bribe or corrupt payment or that it would not be perceived as engaging in improper conduct. As such, precautions must be taken and this Policy must be complied with when offering Gifts to, or receiving Gifts from, any external party or entity.

6.1 Criteria for allowable Gifts

This Policy does not preclude any Alligator Energy Personnel from giving to, or accepting a Gift from, a government official or any other person, when engaging in Alligator Energy Group business in accordance with the following guidelines.

Before giving a Gift to, or accepting a Gift from any person, including a government official, it is important to:

- a) ensure that the Gift is directly connected to a legitimate business activity;
- b) ensure that no regulatory approvals (such as the granting of permits or licences) are currently being considered by that person or government official such that a Gift could, or



- could be seen to, influence or reward action taken by that person or government official;
- c) ensure that the proposed recipient can accept any such Gift (many government officials and other private sector representatives cannot do so under local laws or their own code of conduct);
 - d) ensure that it is of an appropriate value and nature considering local custom, the position of the recipient and the circumstances;
 - e) assess that the giving or acceptance of the Gift would not cause a third party to form an impression that there is an improper connection between that Gift and a business opportunity;
 - f) **must not be cash or a cash equivalent**; and
 - g) comply with the requirements in paragraphs 6.3 and 6.4 of this Policy.

If a Gift does not satisfy the criteria set out in paragraph 6.2, the Gift must not be given or received by the Alligator Energy Group or any Alligator Energy Personnel.

The criteria set out in paragraph 6.2 remains applicable in the case of customary gifts (such as for weddings or cultural festivals).

6.2 Giving Gifts

If any Alligator Energy Personnel proposes to give a Gift to any external party which is of a value in excess of A\$300 (or the Euro equivalent), they must obtain prior written clearance from the CEO.

6.3 Receipt of Gifts

Gifts of any kind must not be demanded or sought from any supplier, customer, government official or other party with whom Alligator Energy conducts business.

If any member of Alligator Energy Personnel receives a Gift from an external party which is of a value in excess of A\$300 (or the Euro equivalent), they must report it to the CEO, who will then decide whether to provide clearance for the Alligator Energy Personnel to accept the Gift having regard to the criteria set out in paragraph 6.2.

6.4 Register of Gifts

If clearance is given to give or receive a Gift to/from an external party in accordance with paragraph 6.3 or 6.4, it must be recorded in a register (**Register of Gifts**), which will be maintained in a central Company database and provided to the Board of Directors of Alligator Energy on a six-monthly basis.

In addition, anything given to or received from the same person or entity in accordance with paragraph 6.2 which amounts to an aggregated value over a 12 month period in excess of A\$ 1,500 (or the Euro equivalent) must be recorded in the Register of Gifts.

7 HOW DOES THIS POLICY APPLY TO THIRD PARTIES?

The Alligator Energy Group will not engage or deal with any third party (being any person or entity who is not a member of Alligator Energy Personnel, including agents, consultants, distributors, other contractors or joint venture partners) if there is a known risk that they will breach applicable anti-bribery or anti-corruption laws or Alligator Energy's policies and procedures relating to anti-bribery and anti-corruption.

Third parties must be chosen carefully and engaged appropriately, as any improper conduct by a third party



could damage Alligator Energy's reputation and expose the company and its directors and employees to criminal or civil liability or other sanctions.

Before entering into a relationship with a third party, appropriate due diligence enquiries must be undertaken in relation to the third party. The necessary enquiries will vary depending on the nature of the proposed relationship, but will typically, among other things, determine whether:

- 7.1 the third party is reputable, competent and qualified to perform the work for which they are being engaged;
- 7.2 the compensation the third party requests is reasonable;
- 7.3 the proposed arrangement complies with all applicable legal requirements; and
- 7.4 there is any conflict of interest that means engaging the third party would be inappropriate.

Once a third party is engaged, they must be advised of this Policy.

Standard terms must be included in contractual arrangements with the third party that oblige the third party to operate in accordance with relevant anti-bribery and anti-corruption laws and in accordance with this Policy, and if requested in writing by Alligator Energy, provide Alligator Energy with a written statement that the third party is fully compliant with the relevant anti-bribery and anti-corruption laws and this Policy.

Furthermore, reasonable steps must be taken to monitor the transactions of the third party, which may involve periodic due diligence and review.

8 RECORD KEEPING

All accounts, invoices, and other documents and records relating to dealings with any external party or third party should be prepared and maintained with accuracy and completeness. No accounts may be kept "off-book" to facilitate or conceal potential breaches of this Policy.

Further, Alligator Energy Personnel will:

- 8.1 make no false or misleading entries in the books and records of Alligator Energy;
- 8.2 ensure contracts, invoices and other documents relating to third party relationships accurately describe the transactions to which they relate;
- 8.3 abide diligently by payment control procedures; and
- 8.4 abide diligently by requirements to record and obtain approvals for payments and expenses, including those relating to gifts, hospitality, entertainment, travel, charitable donations, sponsorships, political donations, community program/capacity building and other stakeholder engagement.

Under the Australian Commonwealth Criminal Code, it is a criminal offence if, amongst other things, a person makes, alters, destroys or conceals an accounting document either recklessly or with the intention to facilitate, conceal or disguise a bribe to foreign public officials, Commonwealth public officials or to corporations. Committing such an offence can result in individual fines or a jail term.

9 WHAT REPORTING OBLIGATIONS APPLY UNDER THIS POLICY

9.1 Responsibilities of Alligator Energy Personnel

All Alligator Energy Personnel have a responsibility to aid in the prevention, detection and reporting of behaviour in contravention of this Policy. They are also expected to ensure that all

Alligator Energy Personnel under their control are aware of this Policy and the consequences for any person, irrespective of position, who breaches these provisions.

9.2 How to report an incident

Should a member of Alligator Energy Personnel reasonably believe or suspect that a breach of this Policy has occurred, or is likely to occur, they must immediately:

- a) notify the CEO; or
- b) notify the Company Secretary.

If you are unsure whether a particular act constitutes bribery or a secret commission or have any other queries, you should ask your manager, the CEO or the Company Secretary.

The Company has adopted a Whistle-blower Policy to assist Alligator Energy Personnel in reporting concerns regarding ethical business conduct, including suspected bribery and corruption, on an anonymous basis. A copy of this Policy can be obtained on the Company's website.

No action will be taken against anyone reporting in good faith a suspected violation of this Policy. However, any person who is found to have knowingly made a false or misleading report or accusation under the terms of this Policy will be deemed to be in breach of this Policy and dealt with as though they have acted, or attempted to act, corruptly.

9.3 Protection for Alligator Energy Personnel reporting behaviour

Alligator Energy is committed to ensuring no person will suffer detriment because they have reported a matter. Detriment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with reporting a matter (refer the Company's Whistle-blower Policy).

10 DO YOU REQUIRE FURTHER GUIDANCE?

If you require further guidance as to this Policy, please contact the Company Secretary at the Company's office in Brisbane or by email at mm@alligatorenergy.com.au

11 COMPLIANCE WITH THE POLICY

Alligator Energy is committed to maintaining its reputation and complying with the law in all jurisdictions in which it operates.

Not all situations can be directly addressed in a policy. Alligator Energy Personnel should also bring their own reason, propriety and judgement to a situation based on the principles set out in this Policy.

12 REVIEW

This Policy is to be reviewed:

- 12.1 as soon as practicable after a key change in the nature or scope of Alligator Energy's activities or a change in legislation relating to bribery and corruption; or
- 12.2 otherwise at least once every two years.

Approved by the Board: 15 October 2021

