

# Anti-Bribery and Corruption Policy

## 1. Introduction

The Company is committed to conducting its business fairly, honestly and transparently.

The purpose of this Anti - Bribery and Corruption Policy is to outline the Company's commitment to full compliance. It applies to all Directors and employees and where relevant and to the extent possible, consultants and contractors of the Company. (Collectively Company Personnel). All new contracts covering employment, consultants, contractors, etc are to specifically include advice that the Company complies with all applicable anti -bribery and corruption laws and it is a condition of their engagement that they likewise comply.

This Policy supplements the Code of Conduct and other Company Policies including its Security Trading Policy and Whistleblower Policy.

The Company is committed to conducting its business with integrity and;

- a) complies with all applicable anti-bribery and corruption laws;
- b) does not engage in corrupt business practices; and
- c) maintains and implements appropriate measures to prevent Bribery and Corruption by Company Personnel.

## 2. Purpose

This Policy is designed to assist in the prevention of Bribery and Corruption. It explains what conduct is expected of Company Personnel, how to recognise and deal with potential instances of Bribery and Corruption and assist Company Personnel to comply with this policy and their legal obligations in connection with Bribery and Corruption.

## 3. Definitions

In this policy:

**Bribery** is the offering, promising, giving or accepting or soliciting of anything of value (including a financial or other advantage) to improperly influence action. Improper influence involves the intent to influence an action which is illegal, unethical or a breach of trust (a misuse of someone's position). Bribery can occur even if the bribe is "unsuccessful" (eg the conduct sought to be induced does not occur).

**Corruption** means dishonest activity involving the abuse of position and/or trust to get an advantage or gain not legitimately due (whether a personal advantage or an advantage for the Company).

**Facilitation Payment** means a payment or other inducement provided to a government official in order to secure or expedite a routine function that the official is ordinarily obliged to perform in his role (such as the grant of a licence or customs approval).

**Gift** means anything of value, given or received, without payment or expectation of anything in return, or any sense of obligation on the part of the recipient and includes cash or non-cash items.

**Secret Commission** means an undisclosed payment (or something of value) that is offered or provided to a representative of a person for the purpose of influencing that person in the conduct of their business.

#### **4. Prohibited Conduct**

Company Personnel must not, directly or indirectly engage in Bribery or Corrupt Conduct including:

- a) giving, offering to give, accepting or requesting a bribe in any form;
- b) making a Facilitation Payment;
- c) authorising, undertaking or participating in any form of corrupt business practise (such as a scheme that gives any improper benefit, kick-back, Secret Commission and phoney job or “consulting” relationship to anyone) whether for their own benefit or the benefit of the Company.
- d) engaging or causing any third party to do something that is prohibited under this Policy; or
- e) retaliating in any way or otherwise causing any detriment to any person for reporting a potential violation of this Policy.

#### **5. Conduct required**

Company Personnel must:

- a) comply with this Policy;
- b) report instances where improper payments (including Facilitation Payments) are requested as soon as possible after the request is made; and
- c) be alert to warning signs of Corrupt Conduct and immediately report or seek guidance about any suspected or actual violation of this Policy.
- d) report through line management or to the Company Secretary.

#### **6. Governance and Control Framework**

On an annual basis Directors and Senior Management will provide affirmation that they have adhered to the Policy and are not aware of any instances where there were actual or suspected violations of the Policy throughout the twelve month reporting period.

This Policy has been approved by the Tigers Realm Coal Board. Oversight of the Policy has been delegated to the Audit, Risk and Compliance Committee of the Tigers Realm Coal Limited Board.

A report will be provided annually to the Board on compliance.

**7. When are Gifts, Entertainment or Hospitality Acceptable**

- a) Gifts, entertainment and hospitality have the potential to be misused as a cover for bribes or improper payments by those seeking to get favourable treatment or influence decisions. On occasions, even when there is no such intention gifts, entertainment and hospitality can give the appearance that such improper influence is occurring, especially when they occur at times when such influence may be advantageous eg when negotiations are underway on a tender.
- b) The test to be applied is whether, in all circumstances, the entertainment and hospitality is reasonable, proportionate and justifiable.
- c) Company Personnel must not offer or accept gifts. Should a gift be received and unable to be returned, it becomes the property of the Company and entered into a gift register maintained by the CFO. Any gift not declared may be viewed as a bribe.

**8. Charitable Donations, Sponsorship and Political Donations**

- a) Any charitable donations or sponsorship must not be used for subterfuge, Bribery or in any way to obtain an improper advantage in the Company's business.
- b) All charitable donations and sponsorship must be approved by the CEO
- c) The Company will not make any financial contributions in cash or in-kind to political parties in any country and will not participate in the activities of political parties.
- d) In relation to Company time, equipment, facilities or any other benefit to any non – related entity, including local citizens, schools, etc., the benefit needs to be evaluated in monetary value terms that is agreed by both the CEO and CFO and reported to the Board.

**9. Accountability**

- a) All Company Personnel are required to understand and comply with this Policy and to follow the reporting requirements set out in this Policy.
- b) Failure to comply with the Policy may lead to disciplinary action being taken, including dismissal or removal. Company may also refer matters to regulatory or law enforcement agencies.

**10. Maintenance**

The Company Secretary is responsible for the maintenance of this Policy, monitor its implementation as well as review on an ongoing basis the Policy's suitability and effectiveness.

Approved by the Board of Directors on 24 February 2021.