



CODE OF CONDUCT AND BUSINESS ETHICS

Aligned with the United Nations 17 Sustainable Development Goals¹

BACKGROUND

Most countries have laws prohibiting bribery and corruption. However, many countries (including Australia) also have laws that prohibit bribery and corruption, no matter the jurisdiction in which it occurs. A breach of these laws can be a serious offence, which may result in fines in respect of the relevant company, or the imprisonment of its employees. The appearance of a breach of these laws can also have a serious reputational impact on the company in question.

As a result of the above and as a matter of good corporate practice, the Board of Directors (the **Board**) of Conjugate Energy Limited (the **Company**) has implemented this Anti-bribery and Corruption Policy (this **Policy**) which applies to all members of the Company Group.

Certain types of payments are dealt with under the Policy to ensure openness, transparency, and consistency in approach across the Company Group.

WHO IS COVERED IN THIS POLICY?

This Policy covers all Company Personnel and Associated Persons.

1. INTRODUCTION

This Code sets out the standard which the Board, Management, employees and contractors of the Company are expected to comply with when dealing with each other, the Company's shareholders and stakeholders, government and regulatory parties, and the broader community in general.

References to the Company's responsibilities and obligations in this Code include any act undertaken by or through its Board, Management, employees and any other representatives.

2. COMMITMENT OF THE BOARD AND MANAGEMENT TO THE CODE

The Board approves and endorses this Code.

The Board and Management encourages all staff to consider the principles of the Code and use them as a guide to determine how to respond when acting on behalf of the Company, particularly having regard to the core values established and adopted by the Company.

3. RESPONSIBILITIES TO SHAREHOLDERS AND THE FINANCIAL COMMUNITY GENERALLY

The Company aims to:

- Act in accordance with its core values;
- Increase shareholder value within an appropriate framework which safeguards the rights and interests of the Company's shareholders and the financial community;
- Comply with all disclosure and financial reporting requirements to ensure timely, accurate and transparent reporting to regulators, shareholders, and the broader investment community;
- Comply with systems of control and accountability which the Company has in place as part of its corporate governance; and
- Ensure that, at all times, its Board, Management and workforce act ethically, and with honesty, integrity, respect and fairness to all parties.

4. RESPONSIBILITIES TO CLIENTS, CUSTOMERS AND CONSUMERS

The Company is to comply with all legislative and common law requirements which affect its business. Any transgression from the applicable legal rules is to be reported to the Chief Executive Officer as soon as a person becomes aware of such a transgression.

The Company has adopted a separate Whistleblower Policy, which provides for the protection of whistleblowers in instances where those seeking to report any

wrongdoing wish to do so under protection or anonymity.

5. EMPLOYMENT PRACTICES

The Company will aim to employ the best available staff, both male and female, from a diverse background, with skills required to carry out their roles. Having regard to the size and scale of its operations, the Company will ensure that any formally adopted diversity objectives are monitored and maintained at all levels of the Company.

The Company will ensure a safe workplace and maintain proper occupational health and safety practices commensurate with the nature of the Company's business and activities.

The Company will not tolerate bullying, harassment or any other form of disrespect, discrimination or intimidation within its workforce, and Chief Executive Officer and/or the Board will take action to discipline or dismiss any party found guilty of same, in accordance with its employment policies and practices.

6. RESPONSIBILITY TO THE COMMUNITY AND THE ENVIRONMENT

The Company will recognise, consider and respect legal requirements impacting upon its operations and comply with all applicable legal requirements in the communities and natural environments in which it operates.

The Company will act ethically, and with honesty, integrity, respect and fairness in all dealings with the community. The Company will conduct its operations in a responsible and safe manner for the protection and well-being of its own employees and contractors, and for the safety of the community and the environment in which it operates.

The Company will ensure compliance with all applicable environmental laws and regulations governing its operations and the environment(s) in which they occur. The Company encourages the open and honest reporting of environmental incidents to the Chief Executive Officer.

7. RESPONSIBILITY TO THE COMMUNITY AND THE ENVIRONMENT

The Company recognises and respects the rights of individuals and to the best of its ability will comply with the applicable legal rules regarding privacy, privileges, private and confidential information. The Company and the Board will maintain information pertinent to the Company, its employees, shareholders, customers and suppliers confidentiality unless required to be disclosed by law.

8. OBLIGATIONS RELATIVE TO FAIR TRADING AND DEALING

The Company will deal with others in a way that is ethical and fair, and will not engage in deceptive practices.

The Company will not tolerate any of its Board, Management, employees or contractors taking advantage of any property or information of its suppliers, customers or other third parties doing business with the Company for personal gain or to the detriment of the supplier, customer or third party.

9. CONFLICTS OF INTEREST

The Company's Board, Management, employees and contractors must not involve themselves in situations where there is a real or apparent conflict of interest between them as individuals and the interest of the Company (excluding those matters which may be subject to legal professional privilege). Where a real or apparent conflict of interest arises, the matter should be brought to the attention of the Chairperson in the case of a Board member, or the Chief Executive Officer in the case of a member of Management or an employee or contractor, so that it may be considered and dealt with in an appropriate manner for all concerned.

10. COMPLIANCE WITH THE CODE

Any breach of compliance with this Code is to be reported directly to the Chairperson, Chief Executive Officer or Company Secretary, as appropriate.

11. PERIODIC REVIEW OF CODE

The Company will monitor compliance with the Code periodically by liaising with the Board, Management and staff especially in relation to any areas of difficulty which arise from the Code and any other ideas or suggestions for improvement of the Code. Suggestions for improvements or amendments to the Code can be made at any time.

12. CODE OF CONDUCT FOR EMPLOYEES (AND CONTRACTORS)

The Company shall ensure that the above principles are implemented and adopted by employees and contractors of the Company by importing the following principles into the terms of such engagements:

- To actively promote the highest standards of ethics and integrity in carrying out their duties for the Company;
- Disclose any actual or perceived conflicts of interest of a direct or indirect nature of which they become aware, and which they believe could compromise in any way the reputation or performance of the Company;
- Respect the confidentiality and commercial sensitivity of all information of a confidential nature which is acquired in the course of the Company's business, and not disclose or make improper use of such confidential information to any

person unless specific authorisation is given for disclosure, or disclosure is legally mandated;

- Deal with the Company's shareholders, stakeholders, customers, suppliers, competitors and each other with the highest level of honesty, fairness, respect and integrity, and to observe the rule and spirit of the legal and regulatory environment in which the Company operates;
- Protect the assets of the Company to ensure availability for legitimate business purposes and ensure all corporate opportunities are enjoyed by the Company and that no property, information or position belonging to the Company or opportunity arising from these are used for personal gain or to compete with the Company;
- The Company is committed to the ideal of equal employment opportunity and to providing a workplace that is free of harassment and discrimination. To this end the Company will observe the rule and spirit of the legal and regulatory environment in which the Company operates;
- Report any breach of this code of conduct to Management, who will treat reports made in good faith of such violations with respect and in confidence. A Whistleblower Policy has been adopted by the Company, where reporting of any wrongdoing can be made under the various protections offered to whistleblowers.

13. ADDITIONAL RELEVANT MATERIALS AND GUIDELINES

The Company has a range of additional materials which are relevant to the Company's Board, Management, employees and contractors, and which should be considered supplementary to the matters outlined in this Code. A non-exhaustive list is outlined below:

Governance Related

- Anti Bribery and Corruption Policy
- Assessing the Independence of Directors Policy
- Conflict of Interest Policy
- Continuous Disclosure Policy
- Corporate Values Statement
- Diversity & Inclusion Policy
- Fraud Control Policy
- Privacy Policy
- Related Party Transactions Policy
- Responsible Sourcing and Modern Slavery Policy
- Risk Management Policy
- Securities Dealing Policy
- Whistleblower Policy

14. APPENDIX



Version	Last periodic review	Last update	Approver
1.0	December 2022	December 2022	Board

