

**GRUDEN**

# Corporate Code of Conduct

**The Gruden Group Limited**

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ABN 56 125 943 240

Approved by the Board on 26 May 2016

## 1. Purpose

The purpose of this Corporate Code of Conduct is to set out the standards which apply to the conduct of our business.

It underpins Gruden's commitment to integrity and fair dealing in its business affairs and to a duty of care to all employees, business partners and stakeholders. The document sets out the principles covering appropriate conduct in a variety of contexts and outlines the minimum standard of behaviour expected.

## 2. Commitment of the Board and Management to the Corporate Code of Conduct

The Board and management have developed this Code of Conduct and fully support the principles set out in it. The Board and management urge all staff to comply with both the spirit and the detail of the Code of Conduct and use the Code of Conduct as a guide when determining how to conduct the Company's business.

## 3. General Principles

Gruden requires its Directors, management and staff to act fairly, impartially, ethically and responsibly and to comply with all applicable laws and regulations wherever Gruden does business.

Personnel should not engage in conduct or activities that put at risk the honesty, integrity or reputation of Gruden. In particular, personnel should act professionally and courteously.

Gruden's objective is to implement best practice Workplace Health and Safety and Environmental policies, having regard to good industry practice in the oil and gas exploration sector.

This Code of Conduct applies to all Directors, officers, employees and contractors of Gruden ("Personnel").

## 4. Responsibilities to Shareholders, Regulators and the Financial Community

Gruden aims to increase shareholder value in a manner which is sustainable, ethical and in full compliance with all applicable law and regulation.

Gruden strives for full, fair and accurate disclosure of financial and other information on a timely basis.

Gruden will maintain accurate and auditable financial records in accordance with generally accepted accounting principles and monitor compliance with our Securities Trading Policy, Disclosure Policy, Risk Management Policy and other applicable internal policies and procedures.

## 5. Responsibilities to Business Partners (including suppliers, joint venture parties and contractors)

Gruden will conduct its business transactions with honesty, openness, impartiality and fairness. Further requirements in respect of specific issues such as Conflicts of Interest, Corrupt Conduct and Workplace Health and Safety are detailed in Section 5 below.

## 6. Workplace Responsibilities

### A. Accountabilities

#### 6.1 Managers and Supervisors

Managers and supervisors are responsible and accountable for:

- a. undertaking their duties and behaving in a manner that is consistent with the provisions of the Code of Conduct;
- b. the effective implementation, promotion and support of the Code of Conduct in their areas of responsibility; and
- c. ensuring Personnel under their control understand and follow the provisions outlined in the Code of Conduct.

#### 6.2 Personnel

All Personnel are responsible for:

- a. undertaking their duties in a manner that is consistent with the provisions of the Code of Conduct;
- b. reporting suspected corrupt conduct; and
- c. reporting any departure from the Code of Conduct by themselves or others.

## **B. Personal and Professional Behaviour**

When carrying out duties, Personnel should:

- a. behave honestly and with integrity and report other Personnel who are behaving dishonestly;
- b. carry out work with integrity and to a high standard and in particular, commit to Gruden's policy of producing quality goods and services;
- c. operate within the law at all times;
- d. follow the policies of Gruden; and
- e. act in an appropriate business-like manner when representing Gruden in public forums.

## **C. Conflict of Interest**

Potential for conflict of interest arises when it is likely that Personnel could be influenced, or it could be perceived that Personnel are influenced by a personal interest when carrying out their duties. Conflicts of interest that lead to biased decision making may constitute corrupt conduct.

- a. Some situations that may give rise to a conflict of interest include situations where Personnel have:
  - i. financial interests in a matter Gruden deals with or Personnel are aware that their friends or relatives have a financial interest in the matter;

- ii. directorships/management of outside organisations;
  - iii. membership of boards of outside organisations;
  - iv. personal relationships with people Gruden is dealing with which go beyond the level of a professional working relationship;
  - v. secondary employment, business, commercial, or other activities outside of the workplace which impacts on your duty and obligations to Gruden;
  - vi. access to information that can be used for personal gain; and
  - vii. offer of an inducement.
- b. Personnel may often be the only person aware of the potential for conflict. In that case, it is the Personnel's responsibility to avoid any conflict from arising that could compromise their ability to perform their duties impartially. All Personnel must report any potential or actual conflicts of interest to their manager.
  - c. If uncertain whether a conflict exists, Personnel should discuss that matter with their manager and attempt to resolve any conflicts that may exist.
  - d. No Personnel may submit or accept any bribe, or other improper inducement. Any such inducements are to be reported to the CEO.

#### **D. Public and Media Comment**

- a. Individuals have a right to give their opinions on political and social issues in their private capacity as members of the community.
- b. Personnel must not make official comment on matters relating to Gruden unless they are:
  - i. authorised to do so by either the Chair or the CEO; or
  - ii. giving evidence in court; or
  - iii. otherwise authorised or required to by law.

- c. Personnel must not release unpublished or privileged information unless they have the authority to do so from the Chair or CEO.

#### **E. Use of Company Resources**

Requests to use Company resources outside core business time should be referred to management for approval.

If Personnel are authorised to use Company resources outside core business times they must take responsibility for maintaining, replacing, and safeguarding the property and following any special directions or conditions that apply.

Personnel using Company resources without obtaining prior approval could face disciplinary and/or criminal action. Company resources are not to be used for any private commercial purposes.

#### **F. Security of Information**

Personnel are to make sure that confidential and sensitive information cannot be accessed by unauthorised persons. Sensitive material should be securely stored overnight or when unattended. Personnel must ensure that confidential information is only disclosed or discussed with people who are authorised to have access to it. It is considered a serious act of misconduct to deliberately release confidential documents or information to unauthorised persons, and may incur disciplinary action.

#### **G. Intellectual Property/Copyright**

Intellectual property includes the rights relating to scientific discoveries, industrial designs, trademarks, service marks, commercial names and designations, and inventions and is valuable to Gruden.

Gruden is the owner of intellectual property created by employees in the course of their employment unless a specific prior agreement has been made. Personnel must obtain written permission to use any such intellectual property from the Company Secretary/Group Legal Counsel before making any use of that property for purposes other than as required in their role.

#### **H. Discrimination and Harassment**

Personnel must not bully, harass, discriminate, or support others who bully, harass and discriminate against colleagues or members of the public on the grounds of sex, pregnancy, marital status, age, race (including their colour, nationality, descent, ethnic or religious background), physical or intellectual impairment, homosexuality or transgender.

Such bullying, harassment or discrimination may constitute an offence under legislation. Managers should understand and apply the principles of Equal Employment Opportunity.

### **I. Corrupt Conduct**

Corrupt conduct involves the dishonest or partial use of power or position which results in one person/group being advantaged over another. Corruption can take many forms including, but not limited to:

- a. official misconduct;
- b. bribery and blackmail;
- c. unauthorised use of confidential information;
- d. fraud; and
- e. theft

Corrupt conduct will not be tolerated by Gruden. Disciplinary action up to and including dismissal will be taken in the event of any employee participating in corrupt conduct.

### **J. Occupational Health and Safety**

It is the responsibility of all Personnel to act in accordance with occupational health and safety legislation, regulations and policies applicable to their respective organisations and to use security and safety equipment provided.

Specifically all employees are responsible for safety in their work area by:

- a. following the safety and security directives of management;
- b. advising management of areas where there is potential problem in safety and reporting suspicious occurrences; and
- c. minimising risks in the workplace.

### **K. Legislation**

It is essential that all Personnel comply with the laws and regulations of the countries in which we operate. Violations of such laws may have serious consequences for Gruden and any individuals concerned. Any known violation must be reported immediately to management.

#### **L. Fair Dealing**

Gruden aims to succeed through fair and honest competition and not through unethical or illegal business practices. All Personnel should endeavour to deal fairly with Gruden's suppliers, customers and other employees.

#### **M. Insider Trading**

All Personnel must observe Gruden's Securities Trading Policy. In conjunction with the legal prohibition on dealing in Gruden's securities when in possession of unpublished price sensitive information, Gruden has established specific time periods when Personnel are permitted to buy and sell Gruden's securities.

## **7. Breaches of the Code of Conduct**

Personnel should note that breaches of certain sections of this Code of Conduct may be punishable under legislation.

Breaches of this Code of Conduct may also lead to disciplinary action. The process for disciplinary action is outlined in Company policies and guidelines, relevant industrial awards and agreements. Similar disciplinary action may also apply to any supervisor or manager who directly or indirectly approves conduct in breach of this Code of Conduct or has knowledge of the breach and takes no action.

## **8. Reporting Matters of Concern**

Employees are encouraged to raise any matters of concern in good faith with the head of their business unit or with the Company Secretary/Group Legal Counsel, without fear of retribution.

## 9. Review of Code of Conduct

Gruden will regularly review and monitor compliance with the Code of Conduct by liaising with the Board and other Personnel. Suggestions for improvements or amendments to the Code of Conduct should be made to the Company Secretary or the CEO.