

OTTO ENERGY

Anti-Bribery and Corruption Policy
CG 3.4

Approved by the Board on 26 May 2021

Michael Utsler
Executive Chairman

Otto Energy, Ltd
Corporate Anti-Bribery and Corruption
CG3.4

1. Purpose

The Company has a zero-tolerance approach to bribery and corruption and is committed to conducting its operations and business activities with integrity and preventing bribery or corruption by any of its directors, officers, employees, or any other party acting on its behalf.

The purpose of the Anti-Bribery and Corruption Policy (the Policy) is to:

- supplement the Company's Code of Conduct by setting out the conduct expected by the Company to minimise the risk of bribery or corruption occurring in connection with its operations and activities;
- further reinforce the Company's values; and
- provide guidance to those working for the Company on how to recognise and deal with bribery and corruption issues.

2. Scope

This Policy applies to all employees, executive management, suppliers, consultants, customers, joint venture partners (where they agree to be bound by the Policy) as well as temporary and contract staff (including subcontractors) (Representatives). Representatives must ensure that they do not become involved, in any way, in the payment of bribes, whether in the public or commercial sector. This Policy sets out the minimum standards to which all Representatives of the Company must adhere to at all times.

3. Prohibited Activity

Bribery and corruption in any form are prohibited. Serious criminal and civil penalties, as well as reputational damage, may be incurred if the Company or a Representative of the Company is involved in Bribery or Corruption.

Bribery means offering, giving, promising, accepting, or soliciting of a benefit (monetary or otherwise) as an inducement for action which is illegal, unethical or a breach of trust and may affect the performance of an officer's duties and obligations to the Company. Bribes can take the form of gifts, loans, fees, services, rewards, or other advantages.

Corruption is a deliberate act of dishonesty, breach of the law, or abuse of public trust or power that undermines or is incompatible with the impartial exercise of an official's powers,

OTTO ENERGY

authorities, duties, or functions for private gain. A Representative of the Company, under no circumstances, is permitted to engage in Corruption, whether directly or indirectly.

4. A Representative of the Company must never:

- give, offer, promise, accept, request or authorise a bribe, or engage in bribery, whether directly or indirectly to anyone;
- give, pay, offer, pay or give anything of value to a public official in order to obtain business or anything of benefit to the company. 'Public official' should be understood very broadly, and this means anyone paid directly or indirectly by the government or performing a public function, including officials of state-owned enterprises and public international organisations;
- give, pay, offer or promise a facilitation payment and secret commissions;
- accept Gifts or Entertainment where the donor party is engaged in a tender or competitive bidding process with the Company;
- give, pay, offer or promise Gifts or Entertainment where a material business decision is imminent between the Company and the other party;
- give, pay, offer, promise or receive Gifts and Entertainment not in accordance with this Policy;
- prepare false, misleading, incomplete or inadequate accounting books or records; or
- hire an agent, consultant, or other intermediary if they have reason to suspect that they will pay bribes on behalf of the Company's behalf.

5. Gifts, Entertainment, and other benefits

- o The Company does not permit the exchange of gifts or involvement in hospitality activities that is beyond general commercial practice or that occurs in circumstances that could be considered to give rise to undue influence.
- o A Representative of the Company must obtain approval from the CEO or Company Secretary (or in the case of directors or senior executives from the Chair) before accepting or offering any gift or hospitality where it is reasonably foreseeable that the gift or hospitality will exceed US\$200 in value (Threshold Value).

6. Charitable and political donations

- o The Company does not make payments in cash or in kind, directly or indirectly, to politicians, political parties, political organisations, their representatives, or any independent candidates engaged in politics. Any breach of this Policy could contravene

OTTO ENERGY

applicable legislation and result in sanctions against the Company, its subsidiaries, and their respective directors.

- o The Company may make charitable donations and contribute to social programs (e.g. community education and health programs) as permitted by local laws and practices. No charitable donation may be offered or made on behalf of the Company without the prior approval of the CEO.

7. Maintaining accurate books and records

- o The Company secretary must keep a record of all requests and written approvals for receiving and offering gifts or benefits. This register will be reviewed at least annually by the Board.
- o All accounts, invoices, memoranda and other documents and records relating to dealings with Third Parties should be prepared and maintained with strict accuracy and completeness. No accounts must be kept "off-book" to facilitate or conceal any improper payments.

8. Reporting

- o All Representatives must report any breaches of this policy where they believe that non-compliance with the Policy has occurred, is occurring, or is being planned as soon as they become aware of it. The report should be made to the CEO and/or Company Secretary. Reports may be made anonymously under the Company's Whistleblower Policy.
- o Representatives are also encouraged to contact the Company Secretary if they have any questions or concerns regarding this Policy or subject matter to which this Policy relates. Any enquiries will be treated with the utmost confidentiality.

9. Training

- o The Company will provide training sessions to assist employees' understanding and management of Bribery and Corruption issues, as appropriate.

10. Governance

- We will review the policy at least every two years. The policy will be approved and endorsed by our Board of Directors and Executive Leadership **team**.

Policy history

Last review:	May 2021
Review frequency:	As required