



Code of Conduct
CG 3.1, 3.2

Approved by the Board on 26 May 2021

Michael Utsler
Executive Chairman



Otto Energy, Ltd Corporate Code of Conduct CG 3.1, 3.2

1. Introduction

Otto Energy's Code of Conduct is a critical component of defining who we are, what we do and how we act as individuals and as a Company. It is both the driver underpinning our intent to be a leading oil and gas producer and a preferred partner of choice in our industry for a company of our size and scale.

The Code of Conduct is further underpinned by Otto's values. It sets our principles, practices and standards of both personal and corporate behaviours which we reflect daily in pursuit of our Company's activities.

The Code of Conduct has been developed by the employees and management of Otto and endorsed and approved by the Board. The Code of Conduct is supplemented by policies approved by the Board. These, combined with our absolute compliance with the laws and regulations governing our business, establish the standards, policies, guidelines and practices that we individually and collectively adhere to and our actions are governed.

2. Compliance

Scope

The Code of Conduct applies at work and work-related events and out-of-hours activities that are connected to Otto company business.

Personal Responsibility

Everyone who works for Otto, including the Directors, officers, executives, managers, employees and contractors (where they are under a contractual obligation to do so) must comply with the Code of Conduct and all relevant policies of the company.

All employees are responsible for:

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

Managers/Executives

In addition to complying with the Code of Conduct personally:

- You must take all reasonable steps to ensure that employees, contractors, consultants, agents and partners under your supervision are aware and follow the Otto Code of Conduct accordingly,
- You must foster an environment which fosters ethical behaviours and compliance with Otto's Code of Conduct,



- You, whenever possible and appropriate, must take all responsible steps to ensure that all contracts entered by Otto reflect inclusion of the Code of Conduct or its equivalent expectations.

Directors/Board

In addition to complying with Otto's Code of Conduct personally, the Board must certify that the Company is in compliance with its published Code of Conduct annually.

The Board is responsible for:

- setting the tone of legal, ethical and moral conduct to ensure that the Company is considered reputable by the industry and other outside entities; and
- ensuring that all employees are aware of the Code of Conduct.

3. For All - Personal and Professional Behaviour

When carrying out your duties, you should:

- behave honestly and with integrity and report other employees who are behaving dishonestly;
- carry out your work with integrity and to a high standard;
- operate within the law at all times;
- follow the policies of the Company; and
- act in an appropriate business-like manner when representing the Company in public forums.

4. Mission, Vision and Values

Mission: To Deliver Superior Shareholder Value/Returns

Vision: Achieve and outstanding business deliver as a partner of choice in the Gul of Mexico region

Values:

Integrity: We say what we will do and we do what we say. Our actions re-enforce that culture

Discipline: We set challenging goals, we define our boundaries aner earn our space through our delivery

Excellence: We plan, do, measure and learn while continuously striving to improve

Teamwork: We challenge with respect but achieve and deliver as "One Team"

Partner-of-Choice: We will be recognized and valued for our competency and expertise in how and what we deliver

5. Health , Safety, Environment and Quality

Otto recognizes that outstanding health, safety. Environmental and quality performance is a first "and most important element of our "license to operate" as a Company. We focus on these elements every minute of every day to ensure that we achieve the intended outcomes and manage the risks of our business.

It is the responsibility of all of us as employees to act in accordance with occupational health and safety legislation, to adhere to the environmental standards and regulations and policies applicable to our business and to strive to ensure that the quality of our efforts result in our doing things "First time Right".

Specifically all employees are responsible for the health, safety, environmentally safe execution of their work by:

- Knowing and following the health, safety, environment, and security directives of the company and the laws and regulations which govern the areas that we work;
- advising management of areas where there is potential problem in the areas of health, safety, environment or security and reporting any deviations or potential issues including suspicious occurrences; and
- minimising your and the company's risks in the workplace.

6. Out Partners – Conflict of Interest

Otto aspires to be a partner of choice. In order to achieve that we need to respect our business partners and develop long term lasting relationships based on trust and integrity.

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

- Some situations that may give rise to a conflict of interest include situations where you have:
 - financial interests in a matter the Company deals with or you are aware that your friends or relatives have a financial interest in the matter;
 - directorships/management of outside organisations;
 - membership of boards of outside organisations;
 - personal relationships with people the Company is dealing with which go beyond the level of a professional working relationship;
 - secondary employment, business, commercial, or other activities outside of the workplace which impacts on your duty and obligations to the Company;
 - access to information that can be used for personal gain; and
 - offer of an inducement.
- You may often be the only person aware of the potential for conflict. It is your responsibility to avoid any conflict from arising that could compromise your ability to perform your duties impartially. You must report any potential or actual conflicts of interest to your manager.
- If you are uncertain whether a conflict exists, you should discuss that matter with your manager and attempt to resolve any conflicts that may exist.



- You must not submit or accept any bribe, or other improper inducement. Any such inducements are to be reported to your manager.

7. Public and Media Comment

- Individuals have a right to give their opinions on political and social issues in their private capacity as members of the community.
- Employees must not make official comment on matters relating to the Company unless they are:
 - authorised to do so by the Chairman and/or Chief Executive Officer; or
 - giving evidence in court; or
 - otherwise authorised or required to by law.
- Employees must not release unpublished or privileged information unless they have the authority to do so from the Chairman and Chief Executive Officer.

8. 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 the Company.

The Company is the owner of intellectual property created by employees in the course of their employment unless a specific prior agreement has been made. Employees 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 as employee.

9. Discrimination and Harassment

Employees must not harass, discriminate, or support others who 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 harassment or discrimination may constitute an offence under legislation. Managers should understand and apply the principles of Equal Employment Opportunity.

10. Anti-Bribery and Corruption 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:

- official misconduct;
- bribery and blackmail;
- unauthorised use of confidential information;

- fraud; and
- theft.

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

11. Legislation

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

12. Fair Dealing

The Company aims to succeed through fair and honest competition and not through unethical or illegal business practices. Each employee should endeavour to deal fairly with the Company's suppliers, customers and other employees.

13. Insider Trading

All employees must observe the Company's "Securities Trading Policy". In conjunction with the legal prohibition on dealing in the Company's securities when in possession of unpublished price sensitive information, the Company has established specific time guidelines for Directors and employees intending to buy and sell the Company's securities.

14. Responsibilities to Investors

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

15. Breaches of the Code of Conduct

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

Breaches of this Code of Conduct may lead to disciplinary action.

16. Reporting Matters of Concern

Employees are encouraged to raise any matters of concern in good faith with their Management, a Board member or with the Company Secretary, without fear of retribution.

Policy history

Last review: November 2022

Review frequency: As required