



Anti-Bribery & Anti-Corruption Standard

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Department	Business Integrity
Location/Site	Centre

OUR VALUES: CARE | RESPECT | INTEGRITY | PERFORMANCE | TEAMWORK

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1 PURPOSE AND SCOPE

At OceanaGold, we want to contribute and succeed fairly and honestly. We do the right thing and take accountability for our commitments.

Policy Prohibition

We have **zero tolerance for bribery, corruption and fraud in any form** including, direct or indirect, public sector or private bribery, facilitation payments, secret commissions, kickbacks, theft or other related improper conduct such as breach of applicable sanctions and money laundering (**Corrupt Practices**).

The purpose of this Anti-Bribery and Anti-Corruption Standard (**Standard**) is to set out:

- our prohibitions on Corrupt Practices;
- elements of our anti-bribery and anti-corruption compliance program; and
- the rules, requirements and controls relating to:

	Working with Government Officials
	Gifts, Travel, Entertainment and Hospitality
	Sponsorships and Donations
	Conflicts of Interest
	People & Culture: Recruitment
	Managing Third Parties

This Standard applies to OceanaGold, its subsidiaries, directors, employees, contractors, consultants, agents and anyone representing or acting on behalf of OceanaGold or its subsidiaries (**Personnel**).

This Standard should be read in conjunction with related frameworks, policies and standards including:

- Code of Conduct ([English & Tagalog](#))
- [Whistleblower Policy \(OGC-101-POL-007\)](#)
- [Anti-Corruption Policy \(OGC-101-POL-003\)](#)
- [Online Gifts and Conflicts Register Form](#)
- [External Affairs and Social Performance Manual \(OGC-500-STD-001\)](#)
 - o Sponsorship and Donations Standard (pg. 62)
- [Third Party Due Diligence - Sponsorship and Donations Form](#)
- [OGC Travel Management Procedure \(OGC-307-PRO-003\)](#)

- [Authority Framework \(OGC-300-MTX-001\)](#)
- [Group Procurement Standard \(OGC-300-STD-001\)](#)

It is your responsibility to ensure that you understand and comply with the Anti-Corruption Policy (**Policy**), this Standard, related standards and applicable laws. If you are ever in doubt about what is expected of you, please contact your manager, local legal counsel or Business Integrity (business.integrity@oceanagold.com) for assistance.

Defined terms in this Standard are capitalised. See [Section 6](#) for definitions.

2 CORRUPT PRACTICES ARE PROHIBITED

OceanaGold is committed to complying with all applicable laws and regulations and has zero tolerance for Corrupt Practices.

Corrupt Practices is **bribery, corruption and fraud in any form** including, direct or indirect, public sector or private bribery, facilitation payments, secret commissions, kickbacks, theft or other related improper conduct such as breach of applicable sanctions and money laundering (**Corrupt Practices**).

Almost all Corrupt Practices are illegal. They can also:

- cause significant harm to OceanaGold, our people and the communities in which we operate;
- result in substantial civil and criminal penalties, imprisonment and dismissal;
- obstruct development;
- increase poverty and inequality in society; and
- undermine judicial and political systems.

If you have any concerns about potential Corrupt Practices or violations of this Standard, or you receive a request to engage in or facilitate Corrupt Practices, report it as soon as practical to your local legal counsel, Business Integrity or through the Code of Conduct Hotline.

2.1 Bribery and Corruption

OceanaGold has a zero-tolerance approach to Bribery and Corruption. All forms of Bribery and Corruption are prohibited.

Bribery and Corruption

Corruption is the abuse of position, power or influence for personal gain. It often relates to the misuse of authority or position.

Bribery is a form of corruption and is the offering, promising, giving, accepting, or soliciting, a benefit or anything of value, with the intention of influencing a person to obtain or retain business or an advantage that they are not entitled to (this could be illegal, unethical or a breach of trust).

It is irrelevant if a benefit or advantage or new business is actually received. The intention counts.

All forms of Bribery are prohibited. Bribery can:



be **direct**:
 from yourself to another person



be **indirect**:
 an intermediary (eg. agent, contractor or supplier) provides a bribe on behalf of someone else



be **anything of value**
 See [Section 2.1.1](#)



involve Public or Government Officials or private individuals
 See Appendix 1 for more information about working with Government Officials



involve a variety of prohibited schemes including **influence, secret commissions or kickbacks**:

Influence: A business directly or indirectly provides payments or something of value to a Public or Government Official in order for them to use their position to improperly influence a contract, negotiation, legislation, decision or some other advantage. Example:



Making a political donation with the intention of influencing a particular political policy, law or decision.

Secret Commission: An intermediary or third party dishonestly accepts or requests a payment or something of value in return for agreeing to depart from their regular duties without the knowledge of their company. Example:



An intermediary or third party (Party A) has been asked to source a particular product for OceanaGold. They recommend a supplier, but unknown to OceanaGold, Party A is also receiving a payment or something of value from the supplier for providing the recommendation.

Kickback: A form of bribe paid or given to a person of influence in return for them providing some sort of preferential treatment or other kind of business or benefit as a result. Examples:







OceanaGold is in a competitive negotiation for a contract with a supplier. To secure the contract a fee or something of value is given to the person at OceanaGold with decision making power. ie. it is kicked back. This fee or something of value is not known to anyone else.






Goods are purchased by OceanaGold for inflated prices (unknown to OceanaGold) and the seller secretly 'kicks back' some or all of the extra cost to an employee of OceanaGold for their personal benefit.

2.1.1 Anything of Value - Not just cash!

A bribe can take many forms and does not necessarily have to be cash. It could be anything of value such as:

Examples			
			
<ul style="list-style-type: none"> • Gifts • Travel • Hospitality (e.g. lavish dinners) • Entertainment (e.g. tickets to sporting events) • Hospitality or entertainment provided to a spouse or relatives 	<ul style="list-style-type: none"> • Scholarships • Offers of employment • Personal favours • Sham jobs or consulting arrangements 	<ul style="list-style-type: none"> • Stocks • Assumptions or forgiveness of debt • Direct and indirect fees or payments • Secret commissions • Discounts • Kickbacks • Other forms of payment such as equipment or services 	<ul style="list-style-type: none"> • Donations to charities, or sponsorships of events or organisations, with the objective of gaining a business advantage • Political donations

2.1.2 Common Red Flags

Common RED FLAGS for Corrupt Practices include		
		
<ul style="list-style-type: none"> • Extravagant or lavish gifts, hospitality, entertainment or travel • Unexplained benefits claiming to be a sponsorship or donation for an individual or charity • Policies or standards not being followed • A contractor or agent provides large political contributions or has private meetings with Government Officials 	<ul style="list-style-type: none"> • Approving sole source suppliers without proper justification • A supplier has had previous reputational or integrity issues • Unnecessary payment of money to a third party • Approving changes to contract price without proper justification after the contract has been awarded • Avoidance of due diligence by contractor or supplier • Pressure to hire a particular contractor or supplier • Large commissions 	<ul style="list-style-type: none"> • Higher than average prices for goods or services • Overinflated invoices • Abnormal cash payments • Upfront fees • Expenses not properly documented or very high • Payments made through a country which is different to the country of operation • Payments to personal accounts • Making uncommercial or illogical decisions when accepting or selecting contracts for goods/services • Splitting purchases to avoid financial thresholds

2.1.3 Facilitation payments

OceanaGold prohibits facilitation payments. These are also known as ‘grease payments’ and are typically small payments made to individuals in order to perform or expedite a routine government function. They are usually small amounts where no official receipt is provided.

Whilst facilitation payments may not be illegal in all jurisdictions that we operate, they are difficult to distinguish from bribes and place too much risk on you and OceanaGold. They destroy trust, impact safety, undermine legal systems and business transactions. To mitigate the risk OceanaGold prohibits all Personnel from offering or giving facilitation payments.

Personnel must immediately report any request for such a payment to their local legal counsel or to [Business Integrity](#).

Examples	<ul style="list-style-type: none"> • Payment to a customs official to release held goods earlier than when they were due to be released; or • Payment to a Public or Government Official to speed up approval for an export licence or a visa.
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2.1.4 Threats to health and safety

If you are asked to make a payment or anything of value and you find yourself in a situation of immediate danger to your personal safety, or a threat is made to your health and safety, you may make the payment. You must report the event to your local legal counsel or [Business Integrity](#), as soon as practicable after the incident.

2.2 Fraud

OceanaGold prohibits fraud. Fraud is a broad term covering a wide range of criminal conduct involving deceptive, unfair, unjustified, or unlawful gain (directly or indirectly). Different types of fraud may include:

Types of Fraud	Examples
Asset misappropriation	<ul style="list-style-type: none"> Misusing or stealing money, securities, supplies, products (eg. copper concentrate or doré) or other assets. Destruction, removal, or inappropriate use of organizational assets such as cash, inventory, equipment or intellectual property.
Reporting and false declarations	<ul style="list-style-type: none"> Misreporting or mishandling money or financial transactions, including accounts receivable fraud. Misrepresenting financial statements and reporting. Fake documents including loan applications, expense claims, invoices or any document for an unauthorised purpose.
Misuse of information	<ul style="list-style-type: none"> Benefitting from insider knowledge of organisational activities. Inappropriately disclosing confidential information. Data theft, including trade secrets, personal data, and customer data.
Third-party fraud	<ul style="list-style-type: none"> Billing schemes, including fake vendors, invoices and price-fixing.
Employee or payroll fraud	<ul style="list-style-type: none"> Including ghost employee schemes, expenses fraud and timesheet fraud.

All Personnel are required to protect OceanaGold’s assets and use those assets in the manner intended. OceanaGold assets generally must not be used for personal benefit or the benefit of anyone other than OceanaGold.

All Personnel must comply with all financial and expense policies and standards to safeguard all assets from loss by theft, carelessness, misuse or waste.

In addition to protecting financial assets, all Personnel must protect other OceanaGold property. This includes:

- Private, confidential or commercially sensitive information about:
 - o company strategy, contracts, deals, terms, letters of intent & financial information;
 - o employees, suppliers, joint venture partners etc.

- facilities, supplies, furniture, fixtures and equipment.

All Personnel must keep accurate and comprehensive business and financial records. This is everyone's responsibility, not just a role for accounting and finance personnel.

Please see section [3.9 Accounts & Record Keeping](#) for further information.

2.3 Sanctions

OceanaGold prohibits the making of any payment or engaging in any transaction, whether directly or indirectly, that is in breach of any Sanctions Law. This includes:

- providing or receiving any payment, other benefit, goods or service, directly or indirectly, to or from any individual or entity that is subject to a Sanctions Law;
- any activity in connection with a designated country, where that activity is prohibited by a Sanctions Law;
- encouraging, permitting or otherwise allowing any person or entity acting on behalf of OceanaGold to engage in any conduct or transaction that is prohibited by a Sanctions Law; and
- any measure intended to circumvent prohibitions imposed under a Sanctions Law.

You must carry out appropriate due diligence in relation to Third Parties (as set out in Appendix 6) and transactions or activities that present a potential risk in relation to Sanctions Law compliance.

Sanctions Law are subject to frequent changes. If you are uncertain whether a Sanctions Law applies in a particular situation, please consult with [Business Integrity](#) at business.integrity@oceanagold.com.

2.4 Money Laundering

OceanaGold prohibits any form of money laundering in connection with its business activities. Money laundering is the process by which a person or entity conceals the existence of an illegal source of income and then disguises that income to make it appear legitimate.

Any use by OceanaGold of proceeds of illegal activity can create liability for OceanaGold and/or to individuals involved in that conduct.

If you become aware of any transaction that you think might involve the payment or receipt of proceeds of any unlawful activity you must contact the Head of [Business Integrity](#) and Risk at business.integrity@oceanagold.com immediately.

2.5 Application of laws

Personnel must uphold the highest standard of ethical conduct by abiding by all applicable laws (including local laws), policies, standards and procedures in every country we operate.

Laws prohibiting Corrupt Practices operate in all the countries that we operate or have offices. These laws generally prohibit both public and private sector bribery. Some jurisdictions, such as Canada, the United States and Australia, have laws with extra territorial reach, meaning they can apply to conduct that occurred overseas.

The penalties for offences relating to Corrupt Practices are severe for both the company and individuals, including large monetary fines and potential imprisonment.

3 ANTI-BRIBERY AND ANTI-CORRUPTION COMPLIANCE PROGRAM

3.1 Systems and Activities Fostering a Control Environment

OceanaGold seeks to prevent, detect and deter any form of Bribery and Corruption by maintaining an anti-bribery and anti-corruption program with appropriate and adequate systems, procedures, activities and controls that are proportionate to the risks, operational circumstances and nature of OceanaGold’s activities.

3.2 Top Level Commitment: Roles & Responsibilities

Compliance with the Policy and Standard is the responsibility of everyone at all levels, including all relevant Third Parties.

Role	Responsibility/Accountability
Board or Board Committees	<ul style="list-style-type: none"> Oversee the effectiveness of OceanaGold’s corporate governance framework, policies and practices related to preventing, detecting and responding to Corrupt Practices. Foster a culture of integrity with zero tolerance for Corrupt Practices. Approve the Anti-Corruption Policy (Policy) and any material changes to it. Undertake periodic anti-bribery and anti-corruption training as required. Appropriately manage and refer any reports made about potential breaches of the Policy, in accordance with the Whistleblower Policy.
CEO	<ul style="list-style-type: none"> Inspire a culture of integrity with zero tolerance for Corrupt Practices and oversee the effectiveness of OceanaGold’s ABAC Program.
Executive Vice President, General Counsel & Company Secretary	<ul style="list-style-type: none"> Accountable for the ABAC Program. Oversee the Business Integrity function and the continuous improvement and maintenance of the Policy and Standard. Provide regular reporting to the Board on anti-bribery and anti-corruption controls and investigations.
Business Integrity	<ul style="list-style-type: none"> Support the implementation of the Policy and Standard and conduct periodic reviews. Provide subject matter expertise, advice and support to the business for activities related to the prevention, detection and response to Corrupt Practices. Provide periodic anti-bribery and anti-corruption training as required. Conduct periodic assurance activities. Report directly and regularly to the Executive Vice President, General Counsel & Company Secretary, President & CEO and where applicable, the Board about controls and/or matters related to Corrupt Practices.

	<ul style="list-style-type: none"> Investigate or oversee investigations of alleged bribery and corruption incidents or breaches of the Policy or Standard.
SLT members & people leaders	<ul style="list-style-type: none"> Foster a culture of integrity with zero tolerance for Corrupt Practices. Promote awareness of and compliance with the Policy and Standard, endorsing and communicating ABAC Program activities as requested. Enable the effective implementation of the Policy and Standard Appropriately manage and escalate reports about alleged breaches of the Policy or Standard in accordance with the Whistleblower Policy and take appropriate steps to prevent or respond to retaliation.
All Personnel	<ul style="list-style-type: none"> Comply with OceanaGold's Code of Conduct and Values including acting with Integrity. Follow the Policy and this Standard and related procedures, including never engaging in Corrupt Practices, applying applicable controls and following approval requirements. Report any concerns about potential Corrupt Practices through the Code of Conduct Hotline or others listed in the Whistleblower Policy, and not retaliate against those who speak up.
Internal Audit	<ul style="list-style-type: none"> Conduct assessments of the effectiveness of the Policy and Standard and supporting procedures as required. Make recommendations for continuous improvement or to address identified issues.
People & Culture Teams	<ul style="list-style-type: none"> Work with Business Integrity to develop and implement communication, training and controls (e.g. onboarding checks) as required.
Digital Technology	<ul style="list-style-type: none"> Ensure information stored in the OceanaGold systems is retained, accessible and secured according to OceanaGold's IT policies and standards. Manage the security of information through the use of technology. Manage information technology risks to detect and mitigate misuse of company software and hardware assets.

3.3 Risk Identification and Assessments

OceanaGold is exposed to a range of bribery and corruption risks due to the nature of its business.

Areas of risk may include:

- **Industry risk:** the type of industry that we operate in
- **Business partnership risk:** the type of people we interact with, such as Public or Government Officials and other Third Parties or agents
- **Transaction risk:** the type of business we are conducting e.g. licences or permits or procurement, M&A, sponsorships and donations, gifts, entertainment, hospitality etc
- **Country, political and regulatory risk:** geographic location of operations, political and regulatory environment
- **Internal structures or standards:**
 - o gaps in skill, training or knowledge of employees
 - o understanding and application of the Policy and this Standard
 - o deficiencies in controls
 - o lack of clarity in tone from top level management

On an annual basis, Sites and Functions are required to identify and assess risks relating to Anti-Bribery and Anti-Corruption in accordance with the OceanaGold Risk Standard.

In addition to this, Periodic risk reviews (every 2-3 years) will be led by the Business Integrity team with engagement from Group support functions and sites as required. These assessments will generally:

- Identify and assess material bribery and corruption risks (such as those listed above);
- Assess the design and operating effectiveness of relevant anti-bribery and anti-corruption controls;
- Provide recommendations for control improvements relating to people, processes and controls; and
- Report outcomes from the risk assessment to the relevant sub-committees of the Board.

OceanaGold may also conduct more frequent or targeted risk assessments for specific commercial activities or geographies, entering new jurisdictions or markets, acquisitions or for any other reason considered appropriate.

3.4 Anti-Bribery Anti-Corruption Requirements, Guidance and Controls

OceanaGold's specific anti-bribery and anti-corruption requirements, tools, processes, and controls (including approvals, endorsements or pre-approval requirements) are set out in the following main categories:

- Appendix 1: Working with Public or Government Officials;
- Appendix 2: Gifts, Travel, Entertainment and Hospitality;
- Appendix 3: Sponsorships and Donations;
- Appendix 4: Conflicts of Interest;
- Appendix 5: Managing Third Parties; and
- Appendix 6: People & Culture: Recruitment

Each of these categories have the following structure:

- **Principle/s:** The underlying expectations related to the specific anti-bribery and anti-corruption category.

- **Ask Yourself?:** A 'self check' related to the specific anti-bribery and anti-corruption category.
- **Requirements & controls:** Requirements are mandatory and set out what Personnel **must** or **must not** do.

The specific anti-bribery and anti-corruption requirements are to be read in conjunction with the Policy, the remainder of this Standard and any related Policies and Standards.

3.5 Due Diligence

Due diligence is an essential part of OceanaGold's risk mitigation measures. The level of due diligence conducted must be proportionate to the risks associated with the relationship or situation. The steps required to be taken are set out in the relevant sections of this Standard (eg. Appendix 1: Managing Third Parties and Appendix 3: Sponsorship and Donations).

3.6 Communication & Training

Awareness and understanding of Corrupt Practices is imperative. OceanaGold takes a risk-based approach to training so that it can be targeted to specific roles and needs.

All relevant OceanaGold Personnel are required to undertake periodic training, as directed. For example:

- All employees are required to acknowledge the Policy and Standard as part of the People & Culture induction process;
- All relevant OceanaGold employees (supervisor level or above or deal with heightened bribery and corruption risk (eg engaging external parties) are required to undertake periodic online training including passing an interactive quiz; and
- All employees are required to read ad hoc communications or complete targeted training in different forms as directed.

Sites should also consider whether further training is appropriate taking into account factors such as geographic location, level of awareness in the workforce, third party interactions, investigations, internal assurance or audit findings or recommendations.

3.7 Reporting Suspected Violations

If you have any concerns about potential Corrupt Practices and/or violations of this Standard, you should report them through the Code of Conduct Hotline, Business Integrity or your local legal counsel. OceanaGold will not tolerate any retaliation against you, your employer (if you are a contractor) or your relatives for speaking up under the Whistleblower Policy about a potential breach of this Standard.

No employee or associate will suffer adverse consequences as a result of refusing to pay a bribe, or refusing to provide any kind of benefit that is not legitimately due.

3.8 Monitoring & Oversight

Monitoring assists OceanaGold in determining the level of effectiveness of our controls over time and assists us in identifying areas to review or adapt as the business evolves.

The Board, Governance and Nominations Committee and Audit and Risk Committee maintain oversight of the Policy and are responsible for monitoring reports on bribery, corruption and fraud, controls and mitigation activities.

Internal controls must be monitored by the relevant centre function, Business Integrity or Legal teams. These include the following categories:

- Working with Public or Government Officials
- Gifts, Travel, Entertainment and Hospitality
- Sponsorships & Donations
- Conflicts of Interest
- Third Parties
- People & Culture: Recruitment
- Finance
- Code of Conduct Hotline

Monitoring activities may be different for each area and can include employee suggestions or feedback, reports, dashboards, targeted analysis, registers, analysis of select information or processes, spot checks, external independent reviews or assurance.

To provide the Board of Directors and relevant sub-committees with an independent and objective assessment of the overall operating effectiveness of the ABAC Program, OceanaGold's ABAC Program will be independently reviewed by Internal Audit on a periodic basis (3 years). Additionally, where relevant, Internal Audit may incorporate elements of the ABAC Program within other engagements (e.g. Expense Reimbursement reviews incorporate ABAC requirements).

Potential or alleged breaches of process detected during monitoring or auditing must be considered by Legal and/or Business Integrity to assess whether further investigation is required.

3.9 Accounts And Record Keeping

3.9.1 General Principles

OceanaGold must maintain accurate accounts and records of its material dealings, including those required relating to interactions with Government Officials.

Personnel must keep the following accurate and auditable documents in line with any applicable document retention policies, standards and laws:

- Accounts, invoices and supporting documents (eg receipts for expenses) for all business dealings carried out on behalf of OceanaGold;
- Documents and records with reasonable detail relating to dealings or transactions with third parties (including risk assessments and due diligence); and
- Any other required record or register set out in this Standard.

OceanaGold's financial books and records must also provide an accurate account of all transactions and fully and fairly reflect all receipts and expenditures by OceanaGold. All Personnel must follow the following do's and don'ts:



Do

Accurately describe and record amounts paid for goods or services - even if you are concerned that a particular payment is potentially illegal or otherwise contrary to this Standard.

Justify amounts paid for goods or services in the context of the goods or services being provided to OceanaGold and the skills and experience of the third party providing the goods or services.

Retain original documents in an authorised information system (or where appropriate, copies) which form the source material for OceanaGold's financial records.

Follow the record keeping requirements set out in this Standard.



Do Not (Prohibited)

Keep numbered, secret or "off the books" accounts or undisclosed or unrecorded funds or assets of OceanaGold.

Make false or artificial entries in the financial books and records of OceanaGold.

Do anything that conceals or distorts the purpose of the transaction or payment.

Make any payment to be used for any purpose other than that described by the supporting documents.

3.9.2 Cash

Wherever possible cash must not be used. Cash may only be used for legitimate expenditures and all transactions involving cash must be properly approved, accounted for and recorded with reasonably detailed records.

3.10 Consequence of Breach

OceanaGold takes its obligations and responsibilities in relation to Corrupt Practices very seriously. Failure to comply with the Policy or Standard is a serious matter and may result in internal disciplinary actions including, remedial action, dismissal, termination of employment or termination of a Third Party contract, or legal action.

In addition, your conduct may also contravene applicable anti-bribery, anti-money laundering, Sanction Laws or other related laws exposing you (personally) and potentially OceanaGold to serious criminal penalties, as well as negative repercussions to your and OceanaGold's reputation.

4 REVIEW OF POLICY AND STANDARD

OceanaGold will review the Policy every two years and will review and update this Standard as required. Reviews may occur more readily, upon the occurrence of a material change in the regulatory environment or its business. Any material amendments to the Policy must be approved by the Board. Policy and Standard updates shall be effected by posting an updated version of the document on the Governance section of OceanaGold's website.

5 FEEDBACK OR QUESTIONS?

If you have queries or wish to provide feedback about the Policy or Standard, please speak with your manager, Business Integrity (business.integrity@oceanagold.com), your local legal counsel or the Executive Vice President, General Counsel & Company Secretary.

6 DEFINITIONS

ABAC Program	OceanaGold’s Anti-Bribery and Anti-Corruption Compliance Program
Bribery	a form of corruption and is the offering, promising, giving, accepting, or soliciting, a benefit or anything of value, with the intention of influencing a person to obtain or retain business or an advantage that they are not entitled to (this could be illegal, unethical or a breach of trust). The person receiving the bribe will typically fail to carry out their duties properly
Corrupt Practices	bribery, corruption and fraud in any form including, direct or indirect, public sector or private bribery, facilitation payments, secret commissions, kickbacks, theft or other related improper conduct such as breach of applicable sanctions and money laundering
Corruption	the abuse of position, power or influence for personal gain
Donation	a voluntary contribution made by OceanaGold to an Outside Party for a charitable purpose, where OceanaGold does not receive anything in return. A donation is a single payment and/or provision of in-kind support
Public or Government Official	<ul style="list-style-type: none"> • employees, contractors, officials or other representative of a government department branch or agency; • public servants or elected or appointed officials of any federal, state, regional, local, provincial, or municipal government/council (including Barangay); • a person who holds a legislative, administrative or judicial position of a government; • elected officials or politicians, political parties, members of their staff or candidates for political office; • regulatory inspection officials; • police and other security agencies, such as immigration and border control (including customs officials); • a member of the armed forces; • an employee, officer or representative of a government owned or controlled corporation, statutory body or enterprise; • an employee, contractor or individual of a public international organisation (eg. United Nations); and • members of a royal family who perform government functions or decision making roles.

GTEH	Gifts, Travel, Entertainment and Hospitality
Gifts and Conflicts Register	Corporate register for disclosing and approving Conflicts of Interest, Gifts, Travel, Entertainment and Hospitality
In-kind	any non-financial activity e.g. meeting room use, printing, use of equipment, employee volunteer activities etc.
Third Party/ies	any person, outside of OceanaGold and includes individuals, agents, commercial intermediaries, employees or representatives of private organisations (e.g., suppliers or vendors), Joint Venture Partners, recipients of Sponsorship and Donations, Government Officials or someone who is associated with a Government Official.
Personnel	means OceanaGold, its subsidiaries, directors, employees, contractors, consultants, agents and anyone representing or acting on behalf of OceanaGold or its subsidiaries.
Policy	Anti-Corruption Policy
Sanctions Law	is one which restricts trade or prohibits other transactions with particular countries, individuals or entities and which has been imposed by Australia, New Zealand, Canada, United States, the Philippines, the United Nations or by any country with or in which OceanaGold does business or which otherwise applies to OceanaGold personnel
Sponsorship	is either a single or longer-term payment and/or provision of in-kind support detailed in a written agreement. Sponsorships include any contributions of anything of value by OceanaGold towards an event, initiative, organisation or other promotional platforms which are owned or organised by an Outside Party. Generally, not linked to a specific business objective or target and does not involve reciprocity other than branding or promotional acknowledgement.
Standard	Anti-Bribery and Anti-Corruption Standard



APPENDIX 1: WORKING WITH PUBLIC OR GOVERNMENT OFFICIALS



All Personnel must comply with all applicable laws.

It is imperative that all business dealings with Public or Government Officials are honest and lawful and do not create an illegal or unethical advantage, a breach of trust or even the appearance of one.



ASK YOURSELF

1. Do I know if I am working with, dealing with or talking to a Public or Government Official?
2. Have I checked the Policy and Standard for how I need to work with Public or Government Officials?
3. Could what I'm about to do be perceived by others as a bribe?
4. Have I sought help from my manager, Business Integrity or local legal counsel if I don't know the answer?

1.1 Why is there additional risk?

Working with Public or Government Officials increases exposure to bribery and corruption risk including foreign bribery risk. Bribing or attempting to bribe a Public or Government Official or a foreign Public or Government Official are serious crimes and there are severe penalties.

In addition, Public or Government Officials are often bound by their organisation's strict policies eg. restricting their ability to receive gifts, travel, entertainment or hospitality.

1.2 Who can be a Public or Government Official?

The definition of 'public or government official' is wider than the common understanding of government official or government employee. The scope of who OceanaGold considers to be a Public or Government Official to be is broad and includes:

- employees, contractors, officials or other representative of a government department branch or agency;
- public servants or elected or appointed officials of any federal, state, regional, local, provincial, or municipal government/council (including Barangay);
- a person who holds a legislative, administrative or judicial position of a government;
- elected officials or politicians, political parties, members of their staff or candidates for political office;
- regulatory inspection officials;

- police and other security agencies, such as immigration and border control (including customs officials);
- a member of the armed forces;
- an employee, officer or representative of a government owned or controlled corporation, statutory body or enterprise;
- an employee, contractor or individual of a public international organisation (eg. United Nations); and
- members of a royal family who perform government functions or decision making roles.

In some circumstances, leaders and people who act on behalf of culturally distinct communities or groups (such as traditional leaders or leaders of groups with a long-standing connection to particular land or territory) may also be Public or Government Officials.

If you are operating in the Philippines, the legal definition of Public or Government Official is broader and includes the relatives and close personal relations of Public or Government Officials. Please seek guidance from your local Legal Counsel.

1.3 Principles that apply

OceanaGold prohibits bribing or attempting to bribe a Public or Government Official or a foreign Public or Government Official. All business dealings either directly or indirectly (eg using an agent or other Third Party) with Public or Government Officials must be honest and lawful and not create an illegal or unethical advantage, a breach of trust or even the appearance of one. All Personnel must:

- be cautious and diligent so that nothing is or can be perceived to be a bribe;
- make certain that all payments made, or any form of benefit (such as token or customary seasonal gifts) given on behalf of OceanaGold to a Public or Government Official are legitimate and authorised (for example, under legislation, regulations, rules, decrees, schedules, ministerial orders or any other official laws or in accordance with an agreement with a Government);
- follow this Standard and all applicable approval processes for all interactions with Public or Government Officials;
- maintain accounts and records relating to interactions with Public and Government Officials; and
- follow all other specific requirements in Appendices 1-6 when dealing with Government Officials.

In addition to the general prohibition on Corrupt Practices, Personnel are **prohibited** from;

- making any secret payments or providing anything of value to a Public or Government Official or a family member of the Public or Government Official which is or may be perceived to be a bribe;
- providing anything to a Public or Government Official, or a family member of the Public or Government Official where you are aware that their policy does not allow it;
- providing anything of value to a Public or Government Official when they are expected to perform a duty (eg. issue a certificate, permit etc);

- providing anything of value to someone else, at the request of the Public or Government Official where you suspect it is being done in violation of laws or OceanaGold's policies; and
- acting as an intermediary or engaging an intermediary for any of the above actions or conduct.

If you are about to make a payment or provide anything of value and you have doubts about whether it complies with the above, please contact your local legal counsel or Business Integrity (business.integrity@oceanagold.com).

1.4 GTEH and Public or Government Officials

Please refer to **Appendix 2** for the requirements and guidance about gifts, travel, entertainment and hospitality relating to Public and Government Officials.

1.5 Political Functions, Ceremonies, Conferences or Fundraisers

Please refer to **Appendix 2** for the requirements and guidance relating to Political Functions.

1.6 Political Donations

Political Donations are prohibited. Please refer to **Appendix 3**, Sponsorship and Donations for the requirements, exceptions and guidance relating to Political Donations.

1.7 Lobbying

Lobbying can be a legitimate activity, allowing companies to provide information to parliamentary, Public or Government Officials or to provide policy makers with input on a public issue. It is imperative that Personnel conduct themselves transparently, with integrity and in accordance with lobbying legislation, regulations and/or guidance (e.g. see Canadian, New Zealand, Australian & United States regulations) and this Policy and Standard.

Lobbying activities can be direct or indirect (through Third Parties), formal or informal, via in-house lobbyists, consultant lobbyists, professional firms, OceanaGold employees or other Personnel.

Personnel are prohibited from conducting themselves or facilitating conduct or circumstances which could induce, influence or result in a breach of a law or an OceanaGold Policy/Standard or be perceived to be a breach of the Policy.

If you wish to engage a lobbyist or in lobbying activities, you must always seek guidance from [Business Integrity](#).

APPENDIX 2: GIFTS, TRAVEL, ENTERTAINMENT AND HOSPITALITY



Follow required guidance, thresholds and approvals for gifts, travel, entertainment and hospitality



**ASK
YOURSELF**

1. Is the gift, travel, entertainment or hospitality being given or received for a proper purpose such as legitimate building of business relationships and not intended to influence business, a decision or get an advantage that is illegal, unethical or a breach of trust?
2. How could it appear to others?
3. Have I received the appropriate approvals, and saved my records in the proper place?
4. Have I registered it in the Corporate Gifts and Conflicts Register if required?

1.1 Purpose and intention

Business gifts, travel, entertainment and hospitality (GTEH) can help build legitimate business relationships, however in some circumstances they can also appear to be bribes. All GTEH offered, given or received must be reasonable and proportionate and not intended to influence business, a decision or get an advantage that is illegal, unethical or a breach of trust (or cause the appearance of one).

1.2 What are gifts, travel, entertainment and hospitality?

General definitions:

Gifts	Include cash or any 'free' product (eg, flowers, wine, books, vouchers, or trophies).
Travel	Includes any flights, car hire or accommodation expenses.
Entertainment	Includes for example, invitations to sports or cultural events, golf days or concerts.
Hospitality	Includes meals and drinks.

1.3 Principles that apply



**WE
ALWAYS**

- Offer, give or receive to build goodwill or as an act of appreciation or common courtesy associated with standard business practice;
- Provide GTEH openly and transparently;
- Make sure there is no obligation from the recipient and no expectation from the provider;
- Keep GTEH to a reasonable value associated with standard business practice;
- Seek required approvals; and
- Keep GTEH transparent by documenting them and registering them in the Gifts and Conflicts Register where required by this Standard.



**WE
NEVER**

- Give or receive anything of value to try to get an advantage that is illegal, unethical or a breach of trust.
- Expect a return.
- Offer lavish GTEH.
- Keep GTEH a secret.
- Offer GTEH too frequently.
- Offer repeat GTEH to the same recipient as a way of circumventing financial approval limits.

The following are examples of what kinds of GTEH are generally allowable, require careful assessment or are never allowable:

Examples		
		
Normally Allowable	Assess Carefully	Never Allowable
	seek advice from your manager or Business Integrity when needed	
<ul style="list-style-type: none"> Corporate branded items such as notebooks, pens, hats, umbrellas etc. 	<ul style="list-style-type: none"> Modest token gifts to Public or Government Officials 	<ul style="list-style-type: none"> Cash and cash-equivalent
<ul style="list-style-type: none"> Low value promotional items 	<ul style="list-style-type: none"> Repeat hospitality or entertainment to the same recipient 	<ul style="list-style-type: none"> High value gifts such as laptops or mobile phones
<ul style="list-style-type: none"> Reasonable and proportionate customary occasional seasonal gifts of modest value (eg. local produce and food, flowers, or hand-crafted items) 	<ul style="list-style-type: none"> Travel expenses for a visiting a Public or Government Official and/or client 	<ul style="list-style-type: none"> Gifts to Public or Government Officials when the Government is expected to perform a duty (eg. issuing a certificate, permit etc)
<ul style="list-style-type: none"> Routine business hospitality (meals and drinks) of modest value in accordance with approval requirements 	<ul style="list-style-type: none"> Raffle prize items of higher value 	<ul style="list-style-type: none"> Gifts during contract negotiation (eg. with a supplier or customer)
	<ul style="list-style-type: none"> Invitations to attend industry conferences 	<ul style="list-style-type: none"> Anything that is against the recipients own rules
		<ul style="list-style-type: none"> Memberships
		<ul style="list-style-type: none"> Vacations
		<ul style="list-style-type: none"> Anything that would cause embarrassment to you and/or your recipient

1.4 GTEH and Public or Government Officials

You must pay particular attention when dealing with Public or Government Officials due to the increased risk of breaching bribery and corruption laws. Various government ministries and departments may have instituted their own "no gift policies" to complement their local country laws.

In addition to the requirements in Appendix 1, Working with Public or Government Officials, you must follow these principles:

- You may offer token seasonal gifts of nominal value to Public or Government Officials but nothing beyond this.
- You may offer modest hospitality for any Public or Government Officials on site but for all other hospitality, entertainment or travel, you should consult your local legal counsel or [Business Integrity](mailto:business.integrity@oceanagold.com) (business.integrity@oceanagold.com).
- If you think that other occasions will arise where you will be expected to provide hospitality to officials, for example if they are undertaking some sort of inspection, you should consult the local legal counsel or [Business Integrity](mailto:business.integrity@oceanagold.com) (business.integrity@oceanagold.com) in advance to decide what is appropriate.
- When travel expenses for Public or Government Officials are required, you must also apply the principles set out in Section 1.5 below.

1.5 Travel

OceanaGold may be asked to pay for travel or overnight expenses for contractors or visitors, for example to a Public or Government Official who is coming to inspect our mining site. You must ensure that:

- The travel and any related travel expenditure are related to a legitimate business need and are for a reasonable amount and travel class;
- Land transport is provided to our guests directly where possible;
- When air travel is involved, economy class commercial flight tickets should be booked (if the ticket class is not covered by the Travel Management Procedure (Document ID: OGC-307-PRO-003));
- OceanaGold arranges flight bookings for our visitors where possible. Where this is not possible, you must clearly communicate our travel policy requirements (e.g., ticket class) and request ticket confirmation and expense receipts for processing claims;
- Accommodation is appropriate to the status of the visitor concerned, but not extravagant. The same accommodation standard should apply to our internal and external visitors;
- Per diems must be avoided where practical and must be documented in the local/corporate Gifts and Conflicts Register unless a site-specific register or procedure has been approved by the EVP General Counsel and Company Secretary;
- OceanaGold does not pay for any side visits, or for the spouses of the guests;
- All travel expenses are accurately recorded;
- All travel for contractors booked by OceanaGold must comply with the Travel Management Procedure (Document ID: OGC-307-PRO-003); and
- All paid travel for anyone not covered by the [Travel Management Procedure](#) (Document ID: OGC-307-PRO-003) including visitors, and Public or Government Officials are recorded in the Gifts and Conflicts Register unless a site-specific register or procedure has been approved by the EVP General Counsel and Company Secretary.

1.6 Industry conferences

OceanaGold employees may be invited by suppliers to attend industry conferences. OceanaGold must pay for its own travel costs (including flights and hotel accommodation), unless approval is obtained from the relevant member of the Executive Leadership Team. Hospitality can be accepted only if it is

provided to other conference representatives on equal terms or approved using the usual approval requirements in this Standard.





1.7 Political Functions, Ceremonies Conferences or Fundraisers




Attendance at political functions, ceremonies, conferences or fundraisers run by political parties is generally prohibited. For any exception to this rule, there must be a legitimate business purpose or justification and written approval by the CEO or EVP General Counsel and Company Secretary is required.

A record of attendance must be kept and registered in the Gifts and Conflicts Register unless a site-specific register or procedure has been approved by the EVP General Counsel and Company Secretary.

1.8 Approvals and Disclosures - How do I offer, give or receive?

What steps must I follow?

1		Consider the appropriateness, having regard to the business purpose, principles and guidance in the Policy and Standard.
2		<p>If you are satisfied that the GTEH is appropriate, check the approval thresholds and register requirements. Where required register it on the Gifts and Conflicts Register in advance. Plan ahead and allow sufficient time for review and approval of the GTEH.</p> <p>If you are unsure discuss with your manager and/or consult with your local legal counsel or Business Integrity.</p>
3		<p>When completing the online Gifts and Conflicts Register form include the following information:</p> <ul style="list-style-type: none"> • Date the GTEH is intended to be offered or received; • The value and description of the GTEH; • The business purpose or rationale; • Name and details of the person who has given the GTEH or the intended recipient; and • Any risk factors (such as timing with contract negotiations or if the recipient is a Public or Government Official).
4		After reporting the GTEH and receiving approval you may proceed with the GTEH. Where unexpected GTEH occur, they must be registered within 5 business days if it is above the threshold requirements.

Approval thresholds		
 Approval	 Value of GTEH*	 Documentation
No approval required	Token gifts up to a value of US \$150 per person per event	<p>You do not need to record the GTEH in the Gifts and Conflicts Register or seek prior approval.</p> <p>*However – you must seek <u>prior</u> written approval from the Relevant Manager and register the GTEH, where the same person has received cumulative benefits of over US \$300 in the last 12 months, by using the corporate Gifts and Conflicts Register. This includes token gifts up to US \$150 per person.</p>
No prior approval required but must be registered	US \$150 – US \$300 per person per event	<p>You must register the GTEH in the Gifts and Conflicts Register within 5 days of offering or receiving this benefit.</p> <p>*However, you must seek <u>prior</u> written approval from the Relevant Manager and register the GTEH, where the same person has received cumulative benefits of over US \$300 in the last 12 months, by using the corporate Gifts and Conflicts Register.</p>
Prior approval required and must be registered	Over US \$300 (per person)	<p>STOP and THINK and satisfy yourself that the benefit is reasonable, appropriate and allowable.</p> <p>Obtain PRIOR approval from the Relevant Manger using the corporate Gifts and Conflicts Register.</p> <p>Obtain and retain all relevant documentation to evidence that it meets the requirements of this Standard. This may include, receipts, invoices, meeting notes or presentations etc.</p>

*Thresholds for travel relates to any travel that is not covered by the [Travel Management Procedure \(Document ID: OGC-307-PRO-003\)](#).

Relevant Manager means:

- For site personnel, the relevant manager to provide approval is the Asset President or any other approver within the Gifts and Conflicts Register;
- For Senior Vice Presidents the relevant manager is their direct manager.
- For all other staff (including the Asset President or President of OceanaGold Philippines & General Manager), the relevant manager to provide approval is their Executive Vice President; and

- For Executive Vice Presidents or the President & CEO, the relevant manager to provide approval is either the CFO or the General Counsel (not being themselves).

Asset Presidents and the President of OceanaGold Philippines & General Manager at each Operation have authority to impose a lower limit for the value of the GTEHs that are required to be registered and/or approved via the online Gifts and Conflicts Register, taking into consideration the specific situation for the particular site.

The above process must be followed unless a site-specific register or procedure has been approved by the EVP General Counsel and Company Secretary.

1.9 Gifts and Conflicts Register

The Gifts and Conflicts Register helps us to keep accurate and transparent records of gifts, entertainment, travel, hospitality and conflicts of interest.

You must register GTEH in the Gifts and Conflicts Register where required.

Quick links to the Gifts and Conflicts Register form are on the [Corporate Anti-Bribery and Anti-Corruption Page](#).



APPENDIX 3: SPONSORSHIPS & DONATIONS



Follow required guidance, thresholds and approvals for sponsorships and donations



**ASK
YOURSELF**

1. Have I checked the requirements in the Policy, this Standard, the Sponsorship and Donations Standard, as well as local SOP's?
2. Am I satisfied that the sponsorship/donation is not being used for Corrupt Practices?
3. Have I sought appropriate approvals through site processes and via the Sponsorship and Donations Register PRIOR to notifying the recipient?
4. Have I, or the local committee, conducted a risk assessment and if necessary, due diligence?
5. Have I accurately allocated the expense and/or captured the in-kind support, recorded and stored the details and supporting due diligence?

1.1 What are Sponsorships and Donations and when are they an issue?

Sponsorships and donations provide support and strengthen our local communities, leaving a positive legacy. They can create problems if they are provided improperly to influence a business decision or action.



Sponsorships

A sponsorship is either a single or longer-term payment and/or provision of in-kind support detailed in a written agreement. Sponsorships include contributions of anything of value by OceanaGold towards an event, initiative, organisation or other promotional platforms which are owned or organised by a Third Party. It is generally not linked to a specific business objective or target and does not involve reciprocity other than branding or promotional acknowledgement.



Donations

Donations are voluntary contributions made by OceanaGold to a Third Party for a charitable purpose, where the Company does not receive anything in return. A donation is a single payment and/or provision of in-kind support.

In-Kind support is any non-financial activity e.g. meeting room use, printing, use of equipment, employee volunteer activities etc.

1.2 Principles that apply

1.2.1 Governance Documents

The allocation, authorisation and distribution of sponsorships & donations are managed by External Affairs and Social Performance. For all sponsorships and donations, personnel must comply with **the Code of Conduct, Sponsorship and Donations Standard within the External Affairs and Social Performance Manual, Financial Authority Framework** approvals, this Standard as well as any other applicable OceanaGold standard or site procedure.

Requirements for assessing the risk of bribery and corruption and reporting are set out below and must be read in conjunction with the Sponsorship and Donations Standard.

1.2.2 Risk Assessment & Due Diligence

A risk assessment and appropriate due diligence must be performed as per the requirements in this standard and the **Sponsorship and Donations Standard within the External Affairs and Social Performance Manual**, using the criteria in the Sponsorship and Donations Register and the [Third Party Due Diligence - Sponsorship and Donations Form](#). You must consider bribery and corruption risks such as whether:

- there are any known integrity issues or allegations of impropriety (such as alleged corrupt conduct);
- the entity has previously been fined for corruption;
- there is a potential, actual or perceived conflict of interest;
- the recipient is a Public or Government Official;
- the recipient will interact directly or indirectly with Public or Government Officials;
- the recipient is Government-owned or owned by a Public or Government Official;
- a Public or Government Official will benefit, either directly or indirectly; or
- the recipient is recommended by a Public or Government Official.

Using the risk assessment and due diligence results you must satisfy yourself that the sponsorship or donation:

- is not being offered or given to improperly influence business decisions or obtain favours;
- is transparent and supported with sufficient documentation to identify the recipient, value and purpose;
- can be justified;
- is voluntary and in the case of donations, is given to external parties for charitable purposes; and
- is not being used as a conduit to divert funds to other unintended beneficiaries.

1.2.3 Sponsorship and Donations Register

You must seek approval via the [Sponsorship and Donations Register](#). Only the CEO, ELT members and Asset Presidents or other person listed in the Sponsorship & Donations Register can approve sponsorships and donations. Approval must be sought PRIOR to the recipient being notified and provided with the sponsorship or donation.

Records of sponsorship and donation proposals, risk assessments, due diligence investigations and all decisions taken in relation to these matters must be saved in the Sponsorship and Donations Register unless a site-specific procedure has been approved by the EVP & Chief Sustainability Officer.

1.2.4 Monitoring

You must follow the monitoring practices within the EA&SP Standard as well as those in Section 3.8 of this Standard.

1.2.5 Political Sponsorships and Donations

Political donations can create a conflict between private interests and public duty. It is challenging to distinguish between legitimate political contributions and those that are given for the improper purpose of influencing a political party or a current or prospective member. Whether or not bribery is intended in a political donation, it can often be perceived by others that way. Such activities create high risks and it becomes difficult to establish appropriate anti-bribery and anti-corruption controls.

To mitigate this risk, political donations by or on behalf of OceanaGold to political parties or individuals holding or standing for elective office are prohibited (whether in cash or in kind). For any exception to this rule, written approval by the CEO is required. All records, approvals and reasons must be transparently recorded in the Sponsorship and Donations Register.

1.2.6 Other Sponsorship and Donations Prohibitions

For further detailed requirements about other prohibited recipients, please refer to the Sponsorship and Donations Standard.

1.2.7 Financial and Other Approvals

All financial and other approval criteria that must be adhered to is set out in the [External Affairs and Social Performance Manual, Sponsorship and Donations Standard](#) and the [Authority Framework](#).



APPENDIX 4: CONFLICTS OF INTEREST



Make impartial business decisions by identifying and appropriately disclosing and managing conflicts between personal and company interests



**ASK
YOURSELF**

1. Does the situation present an actual, potential or perceived conflict?
2. Could it impact my ability to make fair and objective decisions?
3. Have I notified my manager (or if I am a business partner, my OceanaGold contact) and registered the actual, potential or perceived conflict in the Gifts and Conflicts Register?
4. Have I received approval or other feedback on how the situation will be managed?

1.1 What is prohibited?

Personnel are required to act with honesty and integrity and are prohibited from allowing their personal and financial interests or their duties to any third parties to compromise their duties, obligations and responsibilities to OceanaGold.

You must declare any actual, potential or perceived conflicts of interest and must not make, participate in or attempt to influence any decision where doing so could give rise to a conflict between your duties to OceanaGold and your personal interests.

1.2 What is a Conflict of Interest?

A conflict of interest means you have a relationship where your personal interests, duties or commitments differ or have the appearance of differing from OceanaGold's. They do not necessarily have to involve improper or Corrupt Practices and can occur in ordinary business operations. Conflicts of interest are classified into actual, potential or perceived:

- An **actual** conflict of interest occurs where someone is in a position to be influenced by their personal interests whilst doing their job.
- A **potential** conflict of interest occurs where someone is in a position where they might be influenced (now or in the future) by their personal interests whilst doing their job.
- A **perceived** conflict of interest occurs where someone appears to be influenced by their personal interests whilst doing their job.

A personal interest can be:

- direct (i.e. personal interest is held by you) or indirect (i.e. the personal interest is held by a relative or close associate of you). Close associates can include friends, relatives, business associates or entities controlled by you; and/or
- financial or non-financial. Non-financial interests may arise from personal or family relationships or from involvement in sporting, social, cultural or political activities. They include a tendency towards favour or prejudice resulting from friendship, animosity or other personal involvement with another person or group.





Conflicts can be used by someone else to question yours or OceanaGold’s judgment. The conflict of interest may not necessarily be a problem but it must be disclosed and managed. Once the conflict is known, we will take steps to manage it. This may mean you are removed from making a particular decision or other measures are put in place.

1.3 What do you do with an actual, potential or perceived Conflict of Interest?



1.3.1 Identify it:

To determine whether there is an actual, potential or perceived conflict of interest ask yourself:

 DUTY	 COMPETING BENEFITS	 PERCEPTION	 TRUST
<p style="text-align: center;">1</p> <p>Do I have a relationship where my personal interests, duties or commitments are different from or interfere with OceanaGold’s interests?</p> <p style="text-align: center;">OR</p> <p>Or would someone else think that they do?</p>	<p style="text-align: center;">2</p> <p>Am I using resources, relationships, or my position for personal gain?</p> <p style="text-align: center;">OR</p> <p>Do my actions or lack of action compete with the interests of OceanaGold?</p>	<p style="text-align: center;">3</p> <p>What perceptions will others have if they are fully aware of my private interests or personal relationships in this specific situation?</p> <p style="text-align: center;">OR</p> <p>If I saw someone else doing this, would I suspect there may be a conflict of interest?</p>	<p style="text-align: center;">4</p> <p>Would others (e.g., suppliers, community members, colleagues, OceanaGold managers or the general public) trust my judgment if they knew this?</p>

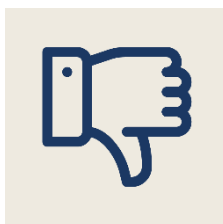
Some circumstances where this can occur include:



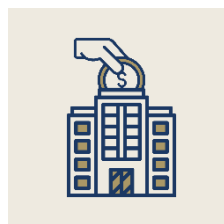
hiring, promoting or supervising someone you have a close personal relationship with



where you are involved in selecting a supplier and one of your family members has a financial interest in that supplier



where you have an outside job, consulting role or a directorship for another company



where you or someone close to you, own or invest in a supplier, customer or competitor



where you get gifts, tickets or other special benefits from a supplier

You must not directly supervise any family members. Alternative arrangements must be discussed with your manager should this situation arise in order to avoid a conflict of interest.

1.3.2 Disclose it: This is key

All actual, potential or perceived conflicts of interest must be disclosed as soon as you become aware of them. You must do this by:

- talking to your manager, local legal counsel or [Business Integrity](mailto:business.integrity@oceanagold.com) (business.integrity@oceanagold.com) about it; **AND**
- registering it using the [Gifts and Conflicts Register](#). The following information must be included:
 - o a description of the circumstances;
 - o the people involved;
 - o any relevant dates; and
 - o if you consider it to be an actual, potential or perceived conflict of interest.

The more information that is provided, the easier it will be to manage the situation. Once the conflict is known, steps can be taken to manage it.

1.3.3 Manage it

Prior to acting with a conflict, approval must be sought. The manager once removed can approve an application to act with a conflict of interest. For Executive Vice Presidents or the President & CEO, the relevant manager to provide approval is the either the CFO or the EVP General Counsel & Company Secretary (not being themselves) (**Approvers**).

The appropriate approver must review the conflict of interest disclosure to determine what measures are required to mitigate or eliminate the conflict of interest. Approvers must provide reasons for their decision and a description of the mitigation measures in the Gifts and Conflicts Register .

Approvers should ask themselves:

- Have I spoken to the direct manager to gather further information?
- Do I need to request further information?

- Is it an actual, potential or perceived conflict of interest?
- Do I need to obtain legal or business integrity advice?

Measures required to mitigate or eliminate the conflict of interest can include;

- **Monitoring potential conflicts by recording it and periodically checking in with the discloser to assess whether the situation has changed.**
- **Restricting involvement or decision making:** How often will the conflict arise? Can the person be effectively separated from the impacted activity or process?
- **Engaging someone else:** Does another person need to be involved in decision making or managing particular business relationships or suppliers.
- **Short or long term changes to an individuals role or duties:** Where restriction in involvement is not possible, the individual may need to be moved or perform altered duties.
- **Relinquish the interest causing the conflict:** The individual with the conflict may choose to give up a position or other personal interest (eg. directorship of a direct supplier).

For example, it may be that the manager once-removed provides approval for an OceanaGold person to engage a supplier (which the OceanaGold person has an interest in) on the basis that the supplier is the only suitable candidate for the job and any expenditure is signed-off by the manager once-removed.

1.3.4 Monitor it

The individual with the actual, potential or perceived conflict must update the manager and/or manager once removed in writing if the status of the conflict changes.

Managers and Approvers are responsible for monitoring and regularly reviewing the mitigation measures and actions to assess whether they remain appropriate. All updates or changes to the mitigation measures must be documented and reasons provided.



APPENDIX 5: PEOPLE & CULTURE: RECRUITMENT



Seek relationships with people, business partners and third parties that share our zero-tolerance of Corrupt Practices



**ASK
YOURSELF**

1. Have I asked the candidate if they are a Public or Government Official or associated with one?
2. Did I sufficiently assess and analyse the due diligence answers?
3. Did I seek help from my manager, Business Integrity or local legal counsel if I didn't know the answer?

1.1 Employing Associated Candidate

Employment positions are offered on the basis of objective business selection criteria in accordance with People & Culture processes. The level of due diligence required is proportionate to the role and the sensitivity and risks of the position.

Where someone has been referred to OceanaGold by a business partner, Public or Government Official or other Third Party or where OceanaGold is considering employing:

- a current or former Public or Government Official;
- a relative or close associate of a current Public or Government Official;
- a relative or close associate of a representative (ie, director, partner or employee) of an existing or prospective OceanaGold customer (**Customer Representative**); or
- may otherwise have a close connection with an influential Third Party (eg, a leader of a community group) which OceanaGold has had or is expected to have dealings with

(Associated Candidate)

the relevant OceanaGold People and Culture personnel leading the process must consult their local legal counsel or Business Integrity (business.integrity@oceanagold.com) before making an employment offer to a potential Associated Candidate.

Providing employment to current or former Public or Government Officials, their close contacts or an influential Third Party requires extra care and must be closely managed. Depending on all of the circumstances, there may be a risk that making an offer of employment to an Associated Candidate could be perceived as a Corrupt Practice.

1.2 Recruitment and Induction Principles

All new Personnel are required to undertake integrity screening as part of recruitment and agree to the Policy. People and Culture are responsible for including the Policy and Standard in the onboarding process.



APPENDIX 6: MANAGING THIRD PARTIES



Seek relationships with people, business partners and third parties that share our zero-tolerance of Corrupt Practices

Award work fairly and transparently following required responsible supply chain processes including appropriate due diligence



ASK YOURSELF

1. Has any required risk assessments & due diligence been completed?
2. Did I sufficiently assess and analyse the due diligence answers?
3. Have I communicated the Policy and this Standard to the Third Party?
4. Have I used an appropriate contract template with ABAC clauses included?
5. Have I saved the documentation and reasons for the decision in an appropriate place?



Third Parties are necessary for business but if they are not managed correctly they can expose OceanaGold to bribery & corruption risk. In some circumstances, OceanaGold may be held liable for the acts of third parties regardless of whether we knew of the bribe, authorised it or even intended for it occur. It is imperative we choose our Third Parties (eg. contractors and suppliers) with care, communicate our expectations and monitor their performance.



1.1 Principles that apply?


The below steps must be taken in relation to Third Parties who:

- Are engaged by OceanaGold to provide goods, or services to OceanaGold; or
- Otherwise act on OceanaGold's behalf (e.g. agents, intermediaries, consultants, contractors, representatives, suppliers or joint venture partners).

Steps:

1		<p>Communicate our Supplier Code to Third Parties and confirm the expectation that they operate in compliance with the principles in the Code.</p>
2		<p>Risk Assessment & Due Diligence</p> <p>A risk assessment and due diligence must be performed on Third Parties using the Insight3pm system.</p>

		<p>The exceptions to this are:</p> <ul style="list-style-type: none"> • where Insight3pm provides an exemption (see Responsible Supply Chain Page and Insight3pm User Guide); • where an individual exception has been approved by Business Integrity; or • where a site-specific procedure has been approved by the EVP General Counsel & Company Secretary. <p>Insight3pm assesses business integrity and ethical risks related to:</p> <ul style="list-style-type: none"> • bribery and corruption; • conflicts of interest; • sanctions; • politically exposed persons; and • modern slavery. <p>Where Insight3pm identifies risks requiring further escalation, Business Integrity must be notified to determine:</p> <ul style="list-style-type: none"> • whether it is appropriate for the Third Party to be engaged; or • if further due diligence, controls and/or a treatment plan are required prior to entering into any legal arrangement or contract. <p>If you are not sure how to use Insight3pm, please refer to the Insight3pm information and requirements on the Responsible Supply Chain page or contact business.integrity@oceanagold.com</p>
<p>3</p>		<p>Contracts</p> <p>All supply contracts must contain anti-corruption clauses as well as assurances and prohibitions on conduct that would breach the anti-money laundering laws and Sanctions Laws. These clauses are contained within the standard form legal templates located on SharePoint.</p> <p>If you have any questions regarding this, please consult your local legal counsel.</p>
<p>4</p>		<p>Record Keeping</p> <p>Detailed records of all risk assessments, due diligence undertaken and due diligence outcomes must be kept and stored in Insight3pm.</p> <p>Accurate record keeping which shows that OceanaGold undertook appropriate due diligence on a Third Party may assist you and OceanaGold if the Third Party is subsequently found to have been involved in corrupt behaviour.</p>

		<p>For documentation completed outside of Insight3pm, it must be stored confidentially. This includes;</p> <ul style="list-style-type: none">• all risk assessments;• due diligence undertaken, including outcomes and the reasons for those decisions. <p>For example, document why you considered that a Third Party had a low risk rating or why you chose to conduct due diligence to a certain extent.</p>
5		<p>Oversight</p> <p>OceanaGold employees are required to conduct ongoing monitoring and oversight of the work by Third Parties. Methods of monitoring can include Insight3PM or manual monitoring.</p> <p>Where relevant, Insight3pm, is used to perform due diligence checks via a questionnaire, screening for ethical risks and retention of evidence. Once the supplier is on-boarded, Insight3pm will perform continuous monitoring functions like Sanctions, Watchlist and Politically Exposed Persons screening.</p> <p>Manual monitoring includes progress reports, reviewing invoices and other documentation in order to determinate that legitimate work has been done and improper payments have not been made.</p> <p>Other screening or oversight is performed on a risk-based approach.</p>

If you are in doubt, please contact your manager, a member of your local legal team or Business Integrity (business.integrity@oceanagold.com).

1.1.1 Due diligence resources

Depending on the circumstances and extent of due diligence required, you may need to use the following resources to assist with completing the due diligence checks outside of Insight3pm:

- **Public sources of information** – eg, the internet, newspapers and other media (including prominent local language media), stock exchange data, business or company registers (eg, ASIC), Dunn & Bradstreet (or equivalent) reports, trade or industry journals. This can be performed manually or automatically through Insight3pm.
- **Industry feedback** – you may wish to seek the views of others you know or understand have used the Third Party in the past to determine whether they had any concerns or issues in their dealings with the Third Party.
- **The Third Party** – it may be that you will need to ask the Third Party for specific information or documents in order to confirm certain information.
- **Investigators** – OceanaGold may, where warranted by the risks involved, engage an independent party to undertake specific investigations into a Third Party.

- **Sanctions against countries, entities or individuals** – countries, entities or individuals that are subject to sanction lists (for example the United Nations, United States of America, Australia, Canada) are publicly available. Sanctions screening can be performed manually or automatically through Insight3pm. If the Third Party is subject to a sanction, you must not proceed without approval from EVP General Counsel and Company Secretary. Contact Business Integrity for support.

1.2 Mergers & Acquisitions (M&A)

M&A transactions are valuable commercial opportunities but may present bribery and corruption risks (eg. the target company deals with suppliers in higher risk jurisdictions).

OceanaGold conducts a bespoke integrity risk assessment (including anti-bribery and anti-corruption check) and due diligence on a target company prior to any transaction.

Integrity risk assessments and due diligence may allow OceanaGold to evaluate the risks and maturity of the target company's anti-bribery and anti-corruption controls as well as wider integrity and compliance programs and provides valuable information for decision makers about the target company's culture, reputation and strategy.

Where appropriate, an integrity risk assessment (including anti-bribery and anti-corruption check) and due diligence should be completed post-acquisition to test the compliance programs.

Personnel must seek guidance from their local legal counsel and/or Business Integrity when conducting integrity risk assessments and due diligence related to M&A activity.