



## Anti-Bribery & Corruption Policy

---

Stanmore is committed to the highest standards of conduct and ethical behaviour and full compliance with the law in all aspects of its business. Stanmore has zero tolerance for bribery or corruption in connection with its operations and activities both local and foreign.

Our statement of values is available on our website ([www.stanmore.net.au](http://www.stanmore.net.au)).

---

## TABLE OF CONTENTS

---

<b>1. Terms and Definitions</b>	<b>3</b>
<b>2. Scope</b>	<b>3</b>
<b>3. Responsibilities</b>	<b>3</b>
<b>4. Consequences of Breaching this Policy</b>	<b>3</b>
<b>5. Prohibitions Against Bribery and Corruption</b>	<b>3</b>
<b>6. Political Donations</b>	<b>4</b>
<b>7. Engaging with Third Parties</b>	<b>4</b>
7.1 Due diligence	4
7.2 Contractual controls	4
7.3 During engagement	4
7.4 Joint ventures	4
7.5 Acquisitions, divestments and mergers	5
<b>8. Proper Financial Records</b>	<b>5</b>
<b>9. Reporting</b>	<b>5</b>
<b>10. Compliance and Review</b>	<b>5</b>
<b>11. Appendices</b>	<b>6</b>
11.1 Glossary	6

## 1. TERMS AND DEFINITIONS

In this Policy:

<b>Stanmore</b>	means Stanmore Resources Limited and its controlled entities.
<b>Personnel</b>	all directors, officers and employees of Stanmore and its subsidiaries, and all contractors, agents, representatives or other individuals or entities that are effectively controlled by Stanmore or act on its behalf.

## 2. SCOPE

This Policy applies to all directors, officers and employees of Stanmore and its subsidiaries, and to all contractors, agents, representatives or other individuals or entities that are effectively controlled by Stanmore or act on its behalf (Personnel). It applies to all of Stanmore's operations and activities both local and foreign.

All Personnel, wherever they are based, must comply with this Policy. Personnel may also be subject to additional local requirements on bribery and corruption in the country in which they are based or in which they may be performing all or part of their duties in connection with their employment with Stanmore.

## 3. RESPONSIBILITIES

All Personnel must understand and comply with this Policy. If you are uncertain about any aspect of this Policy, or the appropriate course of action to take in a certain situation relevant to this Policy, you should contact Stanmore's General Counsel.

## 4. CONSEQUENCES OF BREACHING THIS POLICY

Bribery and the other corrupt conduct addressed by this Policy is very serious and breaches of this Policy are potentially criminal offences. All reported incidents will be taken seriously, reviewed and thoroughly investigated. Depending on the circumstances, the incident may be referred to regulatory and/or law enforcement agencies.

A breach of this Policy may be regarded as serious misconduct, leading to disciplinary action that may result in termination of employment. A breach of this Policy may also expose Personnel and Stanmore to criminal and/or civil penalties, substantial fines, loss of business and reputational damage.

## 5. PROHIBITIONS AGAINST BRIBERY AND CORRUPTION

Stanmore has zero tolerance for bribery or corrupt conduct in connection with its business.

Personnel **must not**:

- Engage in **corruption**
- Engage in **bribery**
- Make **facilitation payments**
- Offer, pay, solicit or receive **secret commissions**
- Engage in **fraud**
- Engage in **money laundering**:
- Offer or accept illegitimate **gifts, benefits or hospitality**. Gifts, benefits and hospitality must be declared.
- Allow a **conflict of interest** to occur. Conflicts of interest must be declared and managed appropriately.

See the Glossary in section 12.1.

## **6. POLITICAL DONATIONS**

Personnel are prohibited from making donations to political parties, elected members, candidates in an election, organisations, incumbents, candidates or any public official on behalf of Stanmore. This includes soliciting another person to make a political donation on behalf of Stanmore.

Prohibited donations include:

- gifts to any of the abovementioned persons; and
- loans that, if they were a gift, would be considered a donation.

## **7. ENGAGING WITH THIRD PARTIES**

Stanmore expects that third parties it engages with have appropriate policies and procedures in place to prevent fraud, corruption and bribery. We expect that those policies and procedures align with Stanmore's published standards.

### **7.1 Due diligence**

Where an agent, supplier, contractor, service provider or intermediary who poses a particular risk to Stanmore is to be retained (which may include those that operate in developing or emerging economies or those involved in negotiating any business arrangements or transactions with the public or private sector), the following steps must be taken:

1. The Chief Financial Officer must be informed so they can determine whether due diligence on the person or entity is required.
2. If due diligence is required, a due diligence report must be completed and full records kept of the investigation. The appropriate level of due diligence may vary depending on the level of risk. For example, those that operate in high-risk countries or concern major contracts for goods or services would be considered high risk.
3. If any issues of concern or 'red flags' are identified by this due diligence, the General Counsel, in conjunction with management where appropriate, will determine whether the third party should be retained, and which standard contractual terms are to be used.

Particular care must be taken before engaging third parties that will represent Stanmore or act on its behalf. Examples include agents who arrange introductions to potential customers or key government decision-makers.

### **7.2 Contractual controls**

If due diligence on a particular third party is necessary, any engagement with that third party must include obligations to mitigate the risk of bribery and corruption.

### **7.3 During engagement**

During the engagement, Personnel must maintain oversight of the work of the third party (including, where appropriate, requesting and reviewing progress reports, invoices and other documentation) in order to confirm that legitimate work has been undertaken and improper payments have not been made.

Any red flags must be reported to the General Counsel. The General Counsel must document and investigate all red flags identified during the engagement.

### **7.4 Joint ventures**

Stanmore is committed to working with its joint venture partners to achieve the standards outlined in this Policy:

- Where Stanmore exercises effective control over the joint venture or operations through ownership, management, or other involvement, it will ensure that the joint venture complies with this Policy, or has in place equivalent policies and procedures.
- Where Stanmore does not exercise effective control within the joint venture, we will take such steps as are open to us to require that any such joint venture complies with the standards set out in this Policy.

Stanmore Personnel who are involved in the operations of joint venture partners should pay particular attention to signs of improper payments and should voice concerns where appropriate. If such a Stanmore representative becomes aware of evidence that a joint venture partner has engaged or may engage in corruption, that evidence must be reported to the General Counsel.

### **7.5 Acquisitions, divestments and mergers**

Stanmore will conduct and keep detailed records of anti-bribery and corruption due diligence investigations on any proposed merger, acquisition target or counterparty for divestments, prior to entering contractual arrangements.

Any red flags must be reported to the General Counsel. The General Counsel must fully document and investigate all red flags identified during the due diligence process, and determine if a more detailed investigation is required.

## **8. PROPER FINANCIAL RECORDS**

The Financial Controller must record all financial transactions accurately, completely and fairly in accordance with Stanmore's internal accounting controls. Books and records must record, in reasonable detail, the parties, payment arrangements and purpose of all transactions and disposition of assets. No accounts are to be kept 'off the books' for any reason.

## **9. REPORTING**

Personnel must immediately report any actual or suspected breaches of this Policy to their line manager or executive manager, Human Resources, Stanmore's Whistleblowing Officer or anonymously in accordance with the Whistleblower Policy.

The General Counsel (or their delegate) must investigate all reported actual or suspected breaches of this Policy.

The General Counsel (or their delegate) must report all serious actual or suspected breaches of this Policy to the Audit and Risk Committee as soon as practical. All other actual or suspected breaches of this Policy must be reported to the Audit and Risk Committee every 6 months.

## **10. COMPLIANCE AND REVIEW**

The Audit and Risk Management Committee of Stanmore's Board is responsible for the oversight of this Policy and the General Counsel is accountable for the development and implementation of this Policy by reviewing the suitability and effectiveness of this Policy every 2 years.

It is the responsibility of the General Counsel to periodically review this Policy and make any necessary changes to this Policy to ensure that it meets all requirements provided by legislation, regulatory guidance and the ASX Corporate Governance Principles.

## 11. APPENDICES

### 11.1 Glossary

TERM	EXPLANATION
<b>Corruption</b>	A dishonest activity in which Personnel act contrary to the interest of Stanmore and abuse their position of trust in order to achieve some personal gain or advantage that is not legitimately due for themselves, for another person or for Stanmore.
<b>Bribery</b>	The act of offering, promising, authorising, providing, soliciting or receiving a benefit (including a non-monetary benefit) with the intention of influencing a public official or person in the private sector in the performance of their duties, to obtain business or a business advantage that is not legitimately due. This includes the provision of a benefit for an improper purpose through an agent or third party.
<b>Facilitation payment</b>	The payment of a nominal amount or other inducement to a public official, either directly or indirectly, to secure or expedite the performance of a routine action or function that the public official is already obliged to perform. For example, payments made in order to expedite government approval for an activity, or fees or payments to obtain the connection of utility services. Payment of a published fee is not a facilitation payment.
<b>Secret commissions</b>	<p>Where a person or entity offers or gives a commission to an agent, fiduciary or representative of another person (the 'principal') that is not disclosed by that agent, fiduciary or representative to the principal. The commission is made as an inducement to influence the conduct of the principal's business. For example, if a Stanmore employee made a payment to an agent of a prospective contractual partner in return for that agent facilitating that Stanmore receives favourable commercial terms in the contractual agreement, and that agent did not disclose the payment to the contractual partner, that payment would constitute a secret commission.</p> <p><i>A "fiduciary" is a person who is placed in a certain position of trust and confidence in relation to another person or entity (e.g. a director is a fiduciary of a company). An "agent" is a person who acts for, or in the place of, another person or entity with their authority (e.g. an employee given authority by the company it works for to do certain acts on behalf of the company).</i></p>
<b>Fraud</b>	A dishonest activity causing actual or potential financial loss to any person or entity including theft of moneys or other property by Personnel and where deception is used at the time, immediately before or immediately following the activity
<b>Money laundering</b>	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. For example, a supplier insisting that Stanmore start making payments in return for services rendered in Australia into an offshore bank account to conceal the fact that they are rendering the services without the requisite licence to do so.