



# PALADIN

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## Anti-Bribery and Corruption Policy

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## 1 WHAT IS THE PURPOSE OF THIS POLICY?

Bribery and corrupt conduct described in this policy are serious criminal offences for both the company and any individuals involved in such conduct. Laws prohibiting the types of improper payments and behaviour covered by this policy apply both in Australia and abroad.

Further, business-related consequences of such conduct can also be very serious, and include potential liabilities, loss of business, damage to relationships and the company's reputation.

The Board and executive management team have zero tolerance for bribery and other corrupt business practices.

The purpose of this Policy is to:

- explain what conduct is required and expected of persons who work for or with Paladin in upholding Paladin's business ethics and standards; and
- provide information and guidance on how to recognise and deal with potential instances of bribery and corruption.

## 2 WHO DOES THIS POLICY APPLY TO?

This Policy applies to anyone who works for, or with, Paladin and any of its subsidiaries or controlled entities, wherever located (**Paladin**), including directors, officers, employees, and contractors, consultants, agents and other intermediaries over whom Paladin has control, regardless of location and whenever you are identified as a representative of Paladin (**Paladin Personnel**).

Paladin expects that third parties who perform services for or on behalf of Paladin, with whom it has a business relationship but over which it has no direct operational control (**Business Partners**) will comply with this Policy or have similar values and policies that apply to their dealings, including its dealings with Paladin.

## 3 CORRUPTION OVERVIEW

**Corruption** is a dishonest activity involving the abuse of position and/or trust to get an advantage or benefit not legitimately due (whether a personal advantage or an advantage for a company or other entity).

**Bribery** is a form of corruption and includes the offering, promising, giving or accepting or soliciting of anything of value (including a financial or other advantage) to improperly influence actions. Improper influence involves the intent to induce an action which is illegal, unethical or a breach of trust (a misuse of someone's position).

Corruption, including bribery, can take many forms, and is often disguised and difficult to identify. Some common examples of bribes or improper inducements include:

- money (or cash equivalent such as shares, gift cards etc);
- unreasonable or extravagant gifts, entertainment or hospitality (including free or heavily discounted upgrades or free or heavily discounted flights, accommodation or other products);
- benefits and perks to relatives, including employment, education, training etc;
- inflated or false invoices (or enhanced fees/commissions);

- unwarranted allowances or expenses;
- kickbacks; and
- “facilitation payments” (being, payments, gifts or benefits as an inducement for securing or expediting routine performance of a person’s duties).

Corruption may be direct or indirect through the use of an intermediary or agent. It may not involve large sums of money – and in fact, corruption may occur even if no money is exchanged. An offence can occur even if the corrupt behaviour is unsuccessful (eg, the result sought to be obtained from the conduct does not occur).

#### **4 POLICY REQUIREMENTS**

Paladin Personnel and Business Partners bound by this Policy must:

- read, understand and comply with this Policy;
- **not** use the Group’s name, information or position for personal gain;
- **not** give, offer, accept or request bribes, facilitation payments, secret commissions or other improper inducements or benefits or cause any improper inducements or benefits to be given, offered, accepted or requested;
- **not** offer or accept any gifts, entertainment, hospitality or other benefit or make donations or sponsorships on behalf of Paladin except in accordance with this Policy;
- consult with their supervisor if they are unsure about whether they can offer or accept a payment, gift or benefit in a particular situation;
- maintain accurate records of dealings with third parties;
- be vigilant and report any breaches of or suspicious behaviour related to, this Policy; and
- attend anti-bribery and corruption training, as required.

The terms used above are further explained in Annexure A of this Policy.

#### **5 WHAT HAPPENS IF THIS POLICY IS BREACHED?**

A breach of this Policy by Paladin Personnel is considered to be serious misconduct. Disciplinary action may be taken against anyone who breaches this Policy. The nature of the disciplinary action will depend on the severity of the breach, but may include a reprimand, formal warning, demotion, or termination of employment or other agreement. Depending on the circumstances, Paladin may also report conduct to regulatory bodies and law enforcement authorities.

If a Business Partner does not comply with this Policy, Paladin will review, and may terminate, any agreement or engagement that Paladin has with that Business Partner.

#### **6 WHERE TO GO FOR FURTHER INFORMATION**

See **Annexure A** for more detail on the application and implementation of this policy.

## ANNEXURE A – FURTHER INFORMATION ON THE APPLICATION AND IMPLEMENTATION OF THIS POLICY

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### Why does Paladin have an Anti-Bribery and Corruption Policy?

Paladin (and all of its subsidiaries and controlled entities, wherever located) (**Paladin**) is committed to conducting its business and all associated activities ethically and with integrity, consistently with Paladin's values set out in its Code of Conduct.

Paladin takes its responsibility and commitment to act with integrity very seriously, and so:

- does not engage in corrupt business practices;
- complies with all applicable anti-bribery and corruption laws;
- prohibits any activity that seeks to bribe or otherwise improperly influence Public Officials in any country to act (or omit to act) in a way that differs from that official's proper duties, obligations and standards of conduct;
- prohibits any activity that seeks to bribe or otherwise improperly influence any other individual or company in the public or private sector to act (or omit to act) in a way that differs from the proper performance of their role or function; and
- maintains and implements appropriate measures to prevent bribery and corruption by Paladin and its directors, officers, employees, contractors, subcontractors, agents, and any other party representing or performing services for on Paladin's behalf.

In all of the places that Paladin conducts business, bribery, fraud and many other forms of corruption are criminalised and regulated by a wide array of applicable laws. Breach of these laws can have very serious consequences for Paladin as well as for individuals involved in the conduct. Legal consequences include significant criminal and civil penalties or fines, criminal convictions and imprisonment. Business consequences can also be very serious, and include potential liabilities, loss of business, and damage to relationships and the company's reputation.

Paladin's framework for business ethics is endorsed by the Board of Directors (the **Board**) and the executive leadership team, who seek to reinforce Paladin's strong business ethics and culture of compliance with strong practices and procedures. The framework is designed to meet the most stringent anti-bribery and corruption laws that may apply to Paladin.

This Policy forms part of Paladin's framework for business ethics, and should be read in conjunction with other Paladin Policies, including the Code of Conduct and Whistleblower Policy.

If you identify a conflict between this Policy, anti-bribery and corruption laws and any other applicable regulation, policy, procedure or guidance, you must adhere to the most stringent requirement applicable (the highest standard). If you are unsure which requirement is applicable, you must contact the Chief Financial Officer, the Company Secretary or the Chief Executive Officer (collectively referred to in this Policy as the **Compliance Officer**) for confirmation.

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## Key terms

This section highlights several key terms and concepts used in this Policy. There are also terms defined elsewhere in the Policy, and where that occurs the terms appear in **bold font** when first defined, and then apply throughout.

**Anti-bribery and corruption laws (ABC Laws)** are that laws criminalise or otherwise address bribery and other forms of corruption. Many of these laws have 'extraterritorial reach', and so can potentially apply to regulate conduct anywhere in the world. For the purposes of this Policy, ABC Laws include:

- the *Criminal Code Act 1995* (Cth), the *Corporations Act 2001* (Cth), or any other anti-Corruption law of the Commonwealth or States of Australia (including any applicable State Criminal Code, common law, law of equity, statute, regulation or other instrument made under statute or by any government agency);
- the *Foreign Corrupt Practices Act 1977* (US) and the *United States Code, Title 18 and section 666*;
- the *Bribery Act 2010* (UK); and
- the anti-corruption laws of any country or territory in, or with which, Paladin conducts business and any other anti-corruption law which applies to Paladin, Paladin Personnel or its Business Partners.

These laws are broad, and prohibit corrupt conduct in relation to both public activities (eg, corrupt conduct involving domestic and/or foreign Public Officials) and private activities (eg, corrupt conduct involving only private entities).

A **Public Official** includes, but is not limited to:

- (a) any official, employee, agent, representative, or contractor of a government or regulatory body (whether national, state/provincial or local) or agency, department or instrumentality of any government (including various branches or arms of government – judicial, legislative, executive, administrative, or otherwise);
  - (b) a director, officer, employee or contractor of a government-owned or controlled entity (including State-owned or controlled enterprises);
  - (c) any official, employee of, or individual who performs services for or on behalf of a public international organisation (such as the UN or the World Bank);
  - (d) any person acting in an official function or capacity for a government, agency, instrumentality, entity or organisation;
  - (e) any person who holds or performs the duties of any appointment, office or position under law or created by custom or convention or who otherwise acts in an official capacity (including some indigenous or tribal leaders who are authorised and empowered to act on behalf of the relevant group of indigenous peoples or members of royal families);
  - (f) a political party official;
  - (g) any person who is or holds themselves out to be an authorised intermediary of a public official covered by any of the paragraphs above; and
  - (h) an individual standing, or nominated (either formally or informally) as a candidate to be a public official covered by any of the paragraphs (a) to (f) above.
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If you are unsure whether an individual is a Public Official, please contact a Compliance Officer.

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**What are some examples of bribery or corrupt conduct?**

Corruption, including bribery, can take many forms, and is often disguised and difficult to trace and/or detect. Some common examples of bribes or improper inducements include:

- currency (or cash equivalents such as shares, gift cards, etc);
- gifts, entertainment or hospitality (including free or discounted upgrades, free or heavily discounted flights, accommodation or other products);
- charitable donations or sponsorships (eg, to a person or entity associated with a target sought to be influenced);
- political donations or political activity;
- benefits or 'perks' to relatives and/or friends, including employment, education, training etc;
- excessive or unjustified discounts or rebates, inflated or false invoices (or enhanced fees/commissions) or unwarranted allowances or expenses;
- kickbacks (often provided through a hidden or disguised fund);
- favourable decisions (such as awarding contracts, licences, etc) other than through approved and transparent procurement processes;
- facilitation payments (also known as "grease payments");
- uncompensated use of company services or facilities;
- favourable access to information (eg, inside information regarding a tender criteria);
- anything else of value to the recipient or person sought to be influenced; or
- any other benefit or advantage (whether financial or not) and given with the intention of improperly influencing the recipient or retaining an advantage.

Corruption can involve dealings with Public Officials or with private individuals or enterprises.

Corruption, including bribery, may be direct or indirect (such as involving an intermediary or agent of the person giving or receiving the bribe or the benefit). The provision of a benefit or thing of value to a person other than the person whose conduct is sought to be influenced is still corruption and bribery (eg, paying tuition for the relative of an official in order to influence the official's decision in the company's favour is a bribery offence).

Bribes do not need to involve large sums of money. A bribery offence may be committed even if no money is exchanged at all (an offer is enough).

Even an 'unsuccessful' bribe or corrupt conduct may be a criminal offence (eg, the benefit is provided but the conduct sought to be induced does not occur or the outcome sought is not otherwise achieved).

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**What conduct does this Policy require?**

Paladin and Paladin Personnel and Business Partners bound by this Policy must:

- act with integrity in connection with their business dealings and avoid the
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appearance of impropriety;

- read, understand and comply with this Policy and complete training sessions as requested;
- participate in and encourage open and frank communication regarding ethical business conduct and ask questions if you are uncertain about an aspect of this Policy (or a related policy), or about any conduct or suspected conduct that might breach this policy;
- be alert for warning signs of corrupt conduct and immediately report or seek guidance about any suspected or actual violation of this Policy;
- report instances where improper payments (including Facilitation Payments) are requested of any Paladin Personnel or Business Partner as soon as possible after the request is made;
- maintain timely, accurate and complete books and records of, and internal controls over, all expenditures made by or on behalf of Paladin;
- reward individuals for actively seeking to comply with and enforce this Policy, including those who refuse to engage in bribery or other corrupt conduct, or support others who so refuse;
- discipline individuals who violate this Policy;
- conduct appropriate due diligence into potential Business Partners to ensure that they comply with this Policy or that their own anti-bribery and corruption policy is consistent with this Policy; and
- include appropriate contractual requirements in agreements with third parties (including Business Partners) (or seek to introduce appropriate clauses in existing agreements, where proportionate to risk) to ensure that Paladin has adequate contractual protections (including, for example, warranties and guarantees) and rights (including, for example, notification, indemnification, audit, and termination) in relation to such matters.

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**What conduct is prohibited?**

Paladin and Paladin Personnel and Business Partners bound by this Policy must **not**:

- use the Group's name, information or position for personal gain;
- give, offer, accept or request bribes, facilitation payments, secret commissions or other improper inducements or benefits or cause any improper inducements or benefits to be given, offered, accepted or requested; or
- offer or accept any gifts, entertainment, hospitality or other benefit or make donations or sponsorships on behalf of Paladin except in accordance with this Policy.

Paladin, Paladin Personnel and Business Partners bound by this Policy must not retaliate in any way or otherwise take adverse action against, or cause any detriment to, any person for reporting a suspected violation of this Policy where there are reasonable grounds to suspect such a violation (see Paladin's Whistleblower Policy for more information).

If you are not sure whether particular conduct, behaviour or practices are acceptable you must check with a Compliance Officer **before** engaging in the

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behaviour.

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**Gifts and Hospitality pose a special risk**

Paladin recognises that giving or accepting modest gifts and sharing hospitality (eg, coffee, meals and entertainment) in connection with a legitimate business purpose can foster constructive business relationships and may serve legitimate business purposes.

However, gifts and hospitality are a very commonly misused as a cover for bribes or improper payments. Accordingly, there are limitations imposed and specific requirements which must be understood and followed in relation to giving or accepting gifts or hospitality, including in relation to approvals and recordkeeping.

Paladin's Gifts, Hospitality Charitable Donations and Sponsorships Procedure (**Schedule 1**) details the steps that Paladin Personnel must take in relation to gifts and hospitality.

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**Charitable Donations and Sponsorship pose a special risk**

Paladin supports a number of charitable causes, including by making charitable donations, without expectation or acceptance of favourable action or the exercise of influence. Donations are a way for Paladin to contribute to worthy causes and are made as part of Paladin's commitment to act as a responsible corporate citizen and as part of its social licence to operate. In some circumstances, the decision to make a charitable donation may be, or may be seen to be, a bribe or corrupt act (such as where the subject charitable organisation is a sham or front, or is affiliated in some way with a third party the company may wish to influence, such as a Public Official).

Sponsorships differ from charitable donations in that, in addition to providing a benefit to the organisation, event or activity being sponsored, sponsorships provide potential marketing benefits for Paladin.

Paladin's Gifts, Hospitality, Charitable Donations and Sponsorships Procedure (**Schedule 1**) details the steps that Paladin Personnel and Business Partners bound by this Policy must take before making such contributions, and provides relevant forms.

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**Dealings with Public Officials pose a special risk: gifts, hospitality and political activity**

Dealings with Public Officials carry a higher degree of corruption and bribery risk than other business dealings, because of their position of authority and power and the way that ABC Laws operate. Consequently, Paladin takes special precautions regarding dealings with Public Officials.

In particular, you should be aware that:

- **Gifts and entertainment:** There may be circumstances where giving or accepting gifts, entertainment or hospitality (including travel) to Public Officials is a legitimate and justifiable business activity. In every such case, Paladin Personnel and Business Partners bound by this Policy must obtain approval from a Compliance Officer for the gift or hospitality prior to offering or accepting it. Paladin's Gifts, Hospitality, Charitable Donations and Sponsorships Procedure (**Schedule 1**) details the steps that Paladin Personnel must take in relation to any gift or hospitality involving a Public Official.
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- **Political donations:** Paladin does not make political donations to any political party, politician or candidate for public office in any country. Paladin Personnel and Business Partners bound by this Policy must not make a political contribution stated to be, or which could be taken to be, made on Paladin's behalf.
  - **Attendance at political functions:** Attendance at party-political functions on behalf of Paladin or in one's capacity as Paladin Personnel and Business Partners bound by the Policy must be approved in advance by a Compliance Officer, and is only permitted where there is a legitimate business reason. Paladin must keep a written record of any such attendance (including the cost of attendance).
  - **Lobbying:** From time to time, and as deemed appropriate by the Board or the Chief Executive Officer, Paladin may engage in debate on policy and share its view on policy matters relevant to its business activities. Such lobbying activities are only permitted with advance approval of the Board or Chief Executive Officer, and in a manner consistent with Paladin's values and this Policy.

In dealing with Public Officials or any government body, you should also check whether they have their own code of conduct or are subject to local laws relating to acceptance of hospitality and gifts, and if so, confirm with a Compliance Officer that Paladin is aware of that code or policy so that it can be sensitive to any special requirements.

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**Facilitation Payments are prohibited**

A Facilitation Payment is a type of bribe - it is a payment or other inducement provided to a Public Official in order to secure or expedite a routine function that the official is already obliged to perform.

Facilitation Payments:

- are a form of corruption;
- are illegal in most countries; and
- open the door to more serious corruption.

It is not uncommon for Public Officials in some jurisdictions to demand such payments, particularly in relation to border control and customs clearance (ordinary or expedited), licencing and permitting. Facilitation Payments may also be solicited to avoid an undesirable event (eg, a long delay in issuing a permit, or something more personal, like not allowing transport or passage along a road). Such demands for payment are almost always illegal extortion attempts under local law, and any resulting payments may be Facilitation Payments.

**Paladin strictly prohibits the paying of Facilitation Payments in the conduct of its business.**

Paladin Personnel and Business Partners bound by this Policy must not make such payments even where they are typical under local customs or norms unless they reasonably believe that there is ***an immediate and credible threat*** to their or another's physical safety or security absent payment. Some examples of situations which might give rise to such a belief include:

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- being stopped at a checkpoint or along a road by police, military or paramilitary personnel, or militia (uniformed or not) who demand payment as a condition of passage of persons or property and behave in an intimidating or threatening manner (eg, touching their weapon, shouting or otherwise intimidating);
  - being stopped at a port by customs, border control or military personnel (uniformed or not) who demand payment for entry or exit of persons or property and behave in an intimidating or threatening manner; or
  - being asked by persons claiming to be security personnel, immigration control, or health inspectors to submit to an allegedly required inoculation or other similar medical procedure, but a payment will avoid this.

Paladin Personnel and Business Partners bound by this Policy must not risk their safety or the safety of others.

Where a demand for a Facilitation Payment is made, Paladin Personnel and Business Partners bound by this Policy must immediately report to a Compliance Officer:

- the fact and circumstances of the demand; and
- if a payment is made due to immediate and credible threat, the details of any payment made (with accompanying receipt, if possible).

Depending on the situation, a Compliance Officer may determine that it is appropriate to report the issue to that individual's consulate and/or embassy, or to the relevant local authorities (including authorities of the individual's home jurisdiction).

The making of such a payment must **always be recorded** in Paladin's books and records. Aside from recording of the payment being necessary to keep accurate books and records, failure to record such a payment will eliminate the availability of a possible defence to criminal charges under some laws.

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**How do I report a breach or suspected breach of this Policy?**

Paladin Personnel must be alert for warning signs of corrupt conduct and immediately report or seek guidance about any suspected or actual violation of this Policy or a related policy.

Reporting may be through your immediate supervisor, a Compliance Officer, Paladin's Chair or otherwise through Paladin's Whistleblower Policy (which has specific procedures for anonymous reporting). Any report will be kept confidential and may be a protected disclosure under Paladin's Whistleblower Policy and the laws discussed in that policy.

The sooner Paladin can detect potential corruption or related issues, the sooner it can address the situation, manage risk and take appropriate measures to minimise harm.

A reported suspected breach will be appropriately investigated and addressed by Paladin, using the procedures set out in the Whistleblower Policy. Paladin is committed to ensuring that no one suffers any retaliation or detrimental treatment (including disciplinary action, threats of any kind, or any other repercussions)

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because of reporting a suspected violation of this Policy where there are reasonable grounds to suspect such a violation. Paladin will take action against any person engaging in retaliatory conduct.

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### Record keeping

Paladin has appropriate internal controls in place and requires the keeping of accurate and complete records, which evidence the business reason for making any payments to third parties and which document due diligence assessments.

Paladin Personnel and Business Partners bound by this Policy must ensure that:

- all expenses relating to hospitality, gifts or expenses incurred in relation to third parties are submitted in accordance with this Policy and the Gifts, Hospitality, Charitable Donations and Sponsorships Procedure (Schedule 1);
- all accounts, invoices, notes and other documents and records relating to dealings with third parties, such as customers, suppliers, business contacts, and any Public Official are prepared and maintained with accuracy and completeness;
- no accounts are kept “off the record” for any reason, including to facilitate or conceal any improper payments;
- no false or misleading entries are made in the books and records of Paladin for any reason;
- all contracts and other documents accurately describe the transactions to which they relate; and
- all applicable control and approval procedures are be followed.

No payment on behalf of Paladin may be approved without adequate supporting documentation nor may it be made with the intention or understanding that all or part of such payment is to be used for any purpose other than that described in the documents supporting the payment.

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## DEALING WITH THIRD PARTIES, INCLUDING BUSINESS PARTNERS

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### Special risks posed by relationships with third parties and required third party due diligence

From time to time, Paladin may engage a third party to, for example:

- represent Paladin’s interests to current and potential private or government business partners, such as a sales agent, a customs clearing agent or a lobbyist (an intermediary);
- conduct work on behalf of Paladin (a contractor); or
- work with Paladin on a particular project or matter (such as a joint venture partner or business partner).

Because Paladin may be responsible for the acts of such third parties and their personnel, such arrangements can pose a high degree of risk, and an appropriate level of due diligence and risk management must be undertaken **prior to engagement of third parties**.

As noted at the outset of this Policy, those third parties who provide services for on behalf of Paladin with whom it has a business relationship but over which it has no direct operational control are called Business Partners and Paladin requires them to comply with this Policy (or an equivalent policy of their own). Business Partners pose a special risk because Paladin does not exercise operational control over

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them.

The following examples help provide clarity regarding third parties who may be categorised as Business Partners:

- Political advisor or consultant dealing with Paladin's relations with Public Officials;
- Security consultant interacting with military or police forces at the instruction of Paladin;
- Agent processing visas for Paladin;
- Travel agent responsible for making travel arrangements for Public Officials on Paladin's behalf;
- Customs broker working on behalf of Paladin;
- Agent instructed to assist Paladin in obtaining environmental permits for Paladin; and
- Freight forwarder engaged by Paladin regarding the export of concentrate.

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### Due Diligence

Paladin will conduct appropriate due diligence into third parties.

Factors relevant in determining the level of risk (and so the level of due diligence necessary) include:

- the location and nature of the services provided (high risk countries require heightened diligence);
- the nature of the transactions (those involving Public Officials require heightened diligence);
- the industry and profile of the third party (some are known to have higher incidence of corruption);
- high value matters/projects, projects involving vesting a lot of authority or low levels of monitoring of personnel; and
- use of agents in country (particularly risky).

Depending on the level of potential risk, due diligence may include one or more of the following steps:

1. performing a basic internet search to determine if the third party has any close ties to Public Officials, if media reports raise questions about the reputation of the third party, or if any other potentially troublesome information arises;
2. requesting and checking the third party's references and qualifications;
3. identifying the legal and ownership structure of the third party, including whether it is owned or controlled, in whole or in part, by any Public Official;
4. checking with local embassies, law enforcement, and business groups to verify the third party's bona fides and ethical reputation; and
5. checking various government debarred lists.

Paladin will not engage a third party if there is any reason to suspect that it may attempt, directly or indirectly, to violate this Policy.

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**Written agreement** No third party may act on Paladin’s behalf, and Paladin shall not be liable to pay any third party, until:

1. Paladin and the third party enter into a written contract; and
2. the engagement is approved by both the relevant Paladin business unit responsible for the relationship and a Compliance Officer.

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**Ongoing due diligence** Paladin shall perform periodic due diligence updates throughout the third party’s engagement. In addition, Paladin will be diligent in following up any “red flags” that arise during the relationship (eg, irregularities in invoicing, payment demands or other matters).

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### **TRAINING AND COMMUNICATION, EXCEPTIONS AND REVIEW OF POLICY**

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**Training and communication** Paladin will regularly communicate this Policy to Paladin Personnel and Business Partners through its established communication channels and will provide training where appropriate. Paladin Personnel and Business Partners bound by this Policy must complete training as requested.

Paladin encourages open communication regarding this Policy and any matters which may arise under it.

As no policy can address every possible situation that may arise to which it may apply, this Policy is intended to serve as a source of guiding principles and to encourage open dialogue and communication.

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**Exceptions to this Policy** Paladin Personnel must obtain written approval from a Compliance Officer before taking any action that is inconsistent with this Policy.

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**Review of this Policy** A formal review of this policy takes place periodically, and the policy will be updated in light of legal developments and any improvements suggested by experience during the intervening period. Outcomes from audits (including any special audits and/or investigations) will also be taken into account in updating the Policy. Revisions are effective immediately upon posting.

Paladin Personnel must review this Policy whenever it is updated, and otherwise annually, to ensure they are in compliance.

This Policy is available on Paladin’s website.

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## SCHEDULE 1 - GIFTS, HOSPITALITY, CHARITABLE DONATIONS AND SPONSORSHIPS PROCEDURE

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<b>Purpose of this Procedure</b>	This Gifts, Hospitality, Charitable Donations and Sponsorships Procedure forms part of Paladin's Anti-bribery and Corruption Policy. It further explains Paladin's policy and requirements regarding gifts, hospitality, charitable donations and sponsorships.
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### GIFTS AND HOSPITALITY

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<b>What is the risk associated with gifts and hospitality?</b>	Paladin recognises that giving and accepting modest gifts and sharing hospitality (eg, coffee, meals and entertainment) in connection with a legitimate business purpose can foster constructive business relationships and may serve legitimate business purposes.
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However, gifts and hospitality are commonly misused as a cover for a bribe or improper payment with the purpose of seeking favourable treatment or improperly influencing decisions.

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<b>What are some examples of gifts?</b>	A gift is something given as a mark of friendship or appreciation, or celebration. They are often given at special occasions or as part of cultural or social celebrations, or to mark a milestone. They are things given without expectation of consideration or value in return.
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Examples of gifts include:

- Cash or cash equivalent (eg, vouchers, gift certificates, pre-paid cards, cheques);
  - Food or beverages (gift baskets, wine, champagne);
  - Medical care;
  - Equipment or electronics;
  - Stocks, securities or participation in stock offerings;
  - Use of vehicles or vacation facilities;
  - Discounts or loans;
  - Tickets to events or places;
  - Home improvements;
  - Prizes;
  - Jewellery or artwork;
  - Transportation / travel (which may also be hospitality).
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<b>What is hospitality?</b>	<b>Hospitality</b> involves hosting or entertaining a third party at no or reduced cost to the third party. It includes hosting (and accompanying) a third party to an event, such as:
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- recreational activities (eg, golf, spa treatments etc);
  - music or sports events (eg, concerts, races, football matches, etc); and
  - business meals.
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Hospitality also includes hosting a third party for a visit or tour of a Paladin operation, site or facility, where travel, meals or accommodation at Paladin's expense are involved.

Paladin Personnel must include all hosting expenses when assessing the value of the hospitality. Hosting expenses include transportation (eg, air travel), accommodation and related expenses. It is almost always inappropriate to pay for the hosting expenses of a guest's relatives.

**If you offer hospitality to any person, but do not plan to attend the event yourself, this is a gift.**

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### Gifts and hospitality for Public Officials

Because Public Officials hold unique capacity to offer benefits or extort bribes due to their position of authority, gifts and hospitality involving a Public Official pose a heightened risk. Consequently, Paladin requires that Paladin Personnel exercise a high level of diligence and caution in offering or receiving gifts, hospitality or any other benefit to or from Public Officials.

In every case, prior approval for offering or accepting any gift, hospitality or other benefit to or from a Public Official must be obtained from a Compliance Officer.

The gift or hospitality and related conduct must otherwise comply with the requirements set out below relating to gifts to other third parties.

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### When might it be acceptable to give or receive gifts or hospitality?

Gifts and hospitality on a modest scale are commonly used to build goodwill and strengthen working relationships. The practice of giving business gifts varies between countries and regions, and what may be normal and acceptable in one region may not be in another. Importantly, if it is 'normal and acceptable' to pay or accept bribes or corrupt conduct in a region where Paladin operates, that **does not** have any relevance to determining whether conduct is acceptable under this Policy.

The test to be applied is whether in all the circumstances the gift or hospitality is reasonable, proportionate and directly connected to a legitimate and justifiable business purpose or activity.

The intention behind the gift or hospitality must always be considered and can never be for the purpose of influencing a person corruptly or improperly in the exercise of their duty, nor should it give the appearance that it might do so (eg, because it is given/received at a sensitive time, such as in connection with an anticipated or pending tender, bid, license application, etc).

Paladin permits the giving and receiving of gifts and hospitality that:

- comply with the per person and cumulative limitations on value in the tables in this Procedure, and with pre-approvals obtained as required;
  - do not breach Australian or local laws and regulations;
  - to Paladin Personnel's knowledge, do not breach the recipient's internal policies and standards;
  - are given or received in good faith without the expectation of any
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improper benefit or advantage (no *quid pro quo*);

- have a legitimate and justifiable business purpose (eg, building a business relationship or continuing business discussions over a meal);
- are decent, tasteful and consistent with generally accepted standards for professional courtesy;
- are not excessive or extravagant, having regard to the value to the recipient, the occasion on which they are given, the position or role of the recipient (eg, World Cup tickets with air fare or travel for family as well as the business guest would be considered excessive or extravagant);
- are transparently given or received (eg, not hidden or disguised). There is sufficient documentation and information to identify the giver/recipient, the nature, value and purpose/occasion relating to the benefit;
- are not likely to be perceived to impair independent business judgement, having regard to factors such as any anticipated or pending tender, business transaction or the like; and
- are not cash or cash equivalents (such as cash cards, gift certificates, etc).

If you are not sure whether it is appropriate to give or receive a gift, discount, hospitality, entertainment or other benefit, you must consult with a Compliance Officer.

If a gift or offer of hospitality is inappropriate or breaches this Policy or Procedure, you must notify a Compliance Officer and not accept the gift or hospitality, or, if it is a gift has been delivered, must promptly return it. If you believe it would be insulting to do so, you should speak to a Compliance Officer, who will assess the situation and determine what to do in keeping with this Policy.

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#### Limitations, prior approvals and record keeping

You must ensure that any benefit (whether accepted or not) is promptly recorded in Paladin's Gifts and Entertainment Register in accordance with the below.

It is not permitted to personally pay for gifts or hospitality which is, or may be perceived to be, given in connection with Paladin business or in your role as Paladin Personnel, but if that happens for some reason, an expense report must be submitted and the gift or hospitality must be recorded in the Gifts and Hospitality Register. Receipts are required for expense claims.

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Jurisdiction	Value Limits
<b>Australia</b>	Gifts valued at more than A\$100 (per person) or multiple gifts valued at more than A\$250 (per person) in any one year period.  Any entertainment or hospitality which is valued at more than A\$250 (per person).
<b>Namibia</b>	Gifts valued at more than N\$500 (per person) or multiple gifts valued at more than N\$2500 (per person) in any one year period.  Any entertainment or hospitality which is valued at more than N\$500 (per person).
<b>Canada</b>	Gifts valued at more than C\$100 (per person) or multiple gifts valued at more than C\$250 (per person) in any one year period.  Any entertainment or hospitality which is valued at more than C\$250 (per person).

**Monitoring and review of Gifts and Entertainment Register**

A Compliance Officer will review the Gifts and Entertainment Register approximately every six months, but in no event less than once per year. This will assist identification of patterns, potential conduct of concern, and implementation and enforcement of this Policy.

**CHARITABLE DONATIONS AND SPONSORSHIP**

**Charitable Donations and Sponsorship**

This Policy details the steps that Paladin Personnel and Business Partners must take before making charitable donations or sponsoring events or activities.

**What risk do charitable donations pose and what requirements apply to them?**

Paladin supports a number of charitable causes, including by making charitable donations, without expectation or acceptance of favourable action or the exercise of influence.

Donations are a way for Paladin to contribute to worthy causes and are made as part of Paladin’s commitment to act as a responsible corporate citizen and maintaining a social license to operate. In some circumstances, the decision to make a charitable donation may be, or be seen to be, a bribe or corrupt act (such as where the subject charitable organisation is a sham or front, or is affiliated in some way with a third party the company may wish to influence, such as a Public Official).

Consequently, charitable donations on behalf of Paladin must:

- be made only to approved, registered not-for profit organisations whose goals reflect Paladin’s values;
- be approved by a Compliance Officer prior to being made;
- be accurately recorded in the business records of Paladin;

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- not be made to individuals or for-profit organisations;
  - not be made in cash or to accounts not clearly affiliated with the approved charitable organisation; and
  - not be subterfuge for bribery or contrary to law.
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**How do sponsorships differ?**

Sponsorships differ from charitable donations in that, in addition to providing a benefit to the organisation, event or activity being sponsored, they are also aimed at obtaining a marketing benefit for Paladin.

Paladin will not sponsor events or activities that are:

- inconsistent with Paladin’s values and policies; or
  - linked to any organisation or individuals that could bring Paladin into disrepute.
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<b>Date adopted:</b>	4 July 2012
<b>Last amendment:</b>	13 June 2024
<b>Last review:</b>	13 June 2024

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