

Code of Conduct

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1 Applicability

A reference to **Deep Yellow** in this Code of Conduct (**Code**) is a reference to:

- (a) Deep Yellow Limited ABN 97 006 391 948 (**Company**) and each of its subsidiaries (together the **Group**); and
- (b) any joint ventures under a Group company's operational control.

This Code applies to all directors, officers, employees, consultants and contractors of Deep Yellow (**Personnel**).

This Code also applies, as far as is reasonably achievable, to Deep Yellow's service providers, suppliers and third-party contractors (**Third Parties**).

A reference to 'you' in this Code is a reference to all Personnel and any Third Parties.

The Code applies in addition to, and not to the exclusion of:

- (c) Deep Yellow's other policies and procedures; and
- (d) your statutory and other legal obligations as a consequence your position with Deep Yellow.

All Personnel and any Third Parties will be provided with access to a copy of this Code via the Company's [website](#). Training or awareness sessions on this Code will be held from time to time, as required.

2 Purpose

Deep Yellow is committed to not only acting in compliance with its legal obligations, but also acting ethically and responsibly, which involves acting with honesty, integrity and in a manner that is consistent with the reasonable expectations of investors and the broader community.

This Code sets out what Deep Yellow regards as acceptable business practices for all Personnel and any Third Parties, with the aim of ensuring that Deep Yellow delivers on its commitment as outlined above.

This Code is not intended to, and does not create any rights in any person, including any employee, client, customer, supplier, competitor or shareholder of Deep Yellow.

3 Obligations

3.1 Act in Deep Yellow's best interests, act honestly and with personal integrity

You must conduct yourself with integrity, honesty and fairness in all business practices and activities, and should deal with Deep Yellow's employees, service providers, suppliers, contractors, customers, shareholders and competitors accordingly.

You must not take unfair advantage of anyone through conduct such as misuse or abuse of confidential information, misrepresentation or any unfair dealing or deceptive practice. Strive always to enhance Deep Yellow's reputation.

3.2 Comply with laws and regulations and do not knowingly participate in any illegal or unethical activity

Deep Yellow must comply with all legal and regulatory requirements which affect its business wherever it operates.

You must not knowingly participate in any illegal or unethical activity.

You need to be aware of, and comply with, all laws and regulations relating to your work. You are encouraged to:

- (a) understand the laws which affect or relate to Deep Yellow's operations; and
- (b) attend training to maintain your knowledge of the laws and regulations, as well as to increase your awareness of relevant legal and regulatory developments.

Ignorance of the law is not an excuse for non-compliance. If you have a question as to whether a particular law or regulation applies, or how they may be applied or interpreted, please contact the Company Secretary or the Managing Director/Chief Executive Officer (**CEO**).

3.3 Avoid conflicts of interest

You may have a conflict of interest if, in the course of your role with Deep Yellow, any of your decisions lead to an improper gain or benefit to you or someone associated with you, or your personal interests (or the interests of someone associated with you), or an obligation to someone else, conflict with your obligations to Deep Yellow. This may arise due to outside jobs and affiliations held by you or someone associated with you, shareholdings or other investments in an entity that has a business relationship with Deep Yellow or is a competitor of Deep Yellow.

You must not engage in any activities which conflict, or could be perceived to conflict, with your responsibilities to Deep Yellow or compromise, or could be perceived to compromise, the performance of your role with Deep Yellow. If you have a conflict or potential conflict of interest, you must disclose that interest to your manager or supervisor so that it may be considered and addressed appropriately.

The Company's directors must deal with any conflicts, or potential conflicts, in accordance with the Board Charter, the Company's constitution and the *Corporations Act 2001* (Cth).

3.4 Protect Deep Yellow's assets and maintain financial integrity

You must use your best efforts to protect Deep Yellow's assets which are under your control to ensure availability for legitimate business purposes and to ensure all corporate opportunities are enjoyed by Deep Yellow.

Confidential Information is information that Deep Yellow considers to be confidential and that is not generally available outside Deep Yellow and may include information of third parties to which Deep Yellow has access. It includes information that Deep Yellow owns, develops, pays to have developed or to which it has an exclusive right.

All Personnel and any Third Parties must ensure that they do not disclose any Confidential Information to any third party or other Personnel member or Third Party who does not have a valid business reason for receiving that information unless:

- (a) permitted or required under relevant laws or regulations; or
- (b) agreed by the person or organisation whose information it is.

If Confidential Information is required to be provided to third parties or other Personnel or Third Parties for valid business purposes, Deep Yellow and its Personnel and Third Parties must:

- (a) take adequate precautions to seek to ensure that the information is only used for those purposes for which it is provided and is not misused or disseminated to Deep Yellow's detriment. Such precautions include obtaining a confidentiality agreement or other undertaking (advice about these measures can be obtained from the Company Secretary or the CEO); and
- (b) take steps to ensure that the information is returned or destroyed when the purpose is complete.

These obligations continue to apply to you after your employment, engagement or other relationship with Deep Yellow ends.

No receipts, payments or transfers of Deep Yellow funds or asset shall be made which are not authorised and properly accounted for in Deep Yellow's books. All Deep Yellow's books and financial records must fully reflect all receipts and expenditures in its financial statements, and must conform to generally accepted accounting principles. If you collect, provide or analyse information for, or otherwise contribute to, the preparation of Deep Yellow financial statements, you should attempt to ensure reports and disclosures are fair, accurate, timely and understandable. You must cooperate fully with the accounting department, independent auditors and legal advisers to ensure that Deep Yellow's system for producing such reports and disclosures functions properly. Attempts to create false or misleading records are forbidden.

3.5 Do not take advantage of your position for personal gain

You must not pursue or take advantage of any business opportunity which arises as a result of your position with Deep Yellow, or your access to Deep Yellow's property or information.

You must ensure that no property or information belonging to Deep Yellow, or opportunity arising from these, are used for personal gain or benefit, or to compete with Deep Yellow.

3.6 Responsibility to employees, the community and the environment

Deep Yellow is committed to:

- (a) equal employment opportunity and supporting diversity;
- (b) respecting the human rights of its employees;
- (c) a safe work place and maintenance of proper occupational health and safety practices commensurate with the nature of Deep Yellow's business and activities; and
- (d) a workplace free from any kind of discrimination, bullying, harassment or other inappropriate behaviour.

You must understand and follow applicable laws and regulations, Deep Yellow's policies (including the Company's Diversity Policy, Human Rights Policy and Occupational Health and Safety Policy, all of which are available on the Company's [website](#)) and any reasonable directions given to you to achieve these matters.

Deep Yellow is also committed to managing its activities to reduce adverse effects on the environment, and will recognise, consider and respect environmental issues and other community concerns which arise in relation to Deep Yellow's activities. You are expected to understand and

follow applicable laws and regulations, Deep Yellow's policies (including the Company's Environmental Policy and Community Relations Policy, both which are available on the Company's [website](#)) and any reasonable directions given to you in relation to these matters.

3.7 Responsibilities in foreign jurisdictions

If you travel or live outside of Australia as part of your employment or engagement with Deep Yellow, you are seen as a representative of Deep Yellow, not only in the performance of your employment or engagement with Deep Yellow, but also in how you conduct yourself as a private individual. If you are working in locations outside Australia, you must act at all times in a way which upholds the good reputation of Deep Yellow.

You must respect the laws of the country you are visiting or in which you are living as part of your employment or engagement with Deep Yellow, and must comply with all relevant local laws and regulations. You must comply with all directions given by Deep Yellow and/or its representatives in relation to compliance with local laws and regulations.

You need to be culturally sensitive to the people of the country in which you are working and/or living, and you need to be aware of local customs, including those relating to personal behaviour. You must familiarise yourself with local customs and determine whether aspects of your behaviour need to be modified so as to comply with the requirement of cultural sensitivity.

You must not engage in behaviour at any time which is likely to:

- (a) adversely affect your ability to perform your duties;
- (b) adversely affect the ability of Deep Yellow to achieve its objectives; or
- (c) bring Deep Yellow into disrepute.

In particular, you should be aware that practices relating to and attitudes towards sexual behaviour and use of alcohol and other substances are often areas of cultural difference and can be highly sensitive. You must be particularly conscious of and sensitive to appropriate personal behaviour in respect of these matters in the local context.

4 Bribery and corruption

4.1 General

Deep Yellow prohibits bribery and corruption, in any form, whether direct or indirect, whether in the private or the public sector in any place that Deep Yellow operates.

Most countries, including Australia, have specific laws prohibiting any person or company from offering a bribe to a private individual or government official, and prohibiting private individuals and government officials from soliciting and receiving a bribe. There are potentially serious consequences, including imprisonment and fines, for contravention of anti-bribery and corruption laws.

You must not offer, promise or give to anyone a gift, bribe, inducement, favour, payment or benefit of any kind (which can be non-monetary or intangible) in the expectation of influencing a person in order to obtain or retain business, or a business advantage for Deep Yellow or anyone associated with Deep Yellow, or so that Deep Yellow receives preferred treatment. It is irrelevant that the benefit is considered customary or perceived to be customary or tolerated. You also must not solicit or accept bribes or inducements in any form.

From time to time you may receive gifts or hospitality in connection with or arising from your role with the Company (**Gift**). You must not give, seek or accept any Gift which goes beyond common courtesies associated with general commercial practice. You must wherever possible declare any Gift prior to receipt. If it is impractical or impossible to do so, you must disclose the Gift to the Company Secretary as soon as practicable after its receipt. You must refuse or return (as the case may be) the Gift if directed to do so by the Chairman.

4.2 Foreign bribery and corruption

It is a criminal offence to bribe a foreign public official under the *Criminal Code Act 1995* (Cth) (**Criminal Code**). Australian companies or individuals that bribe a foreign public official can be prosecuted under Australian law and the laws of foreign countries. There are potentially serious consequences for breaching the Criminal Code, including fines and imprisonment. The high penalties for foreign bribery reflect the seriousness of bribery and its consequences. In addition to criminal penalties, any benefits obtained by foreign bribery can be forfeited to the Australian Government under the *Proceeds of Crime Act 2002* (Cth).

The offence of bribing a foreign public official has a number of elements, all of which must be present for the offence to be committed. A person is guilty of an offence if:

- (a) the person provides a benefit to another person or offers or promises to provide a benefit to another person or causes a benefit to be provided, offered or promised to another; and
- (b) the benefit is not legitimately due to the other person; and
- (c) the conduct described in paragraph (a) was carried out with the intention of influencing a foreign public official (who may or may not be the other person) in the exercise of the official's duties as a foreign public official in order to obtain or retain business or obtain or retain a business advantage which is not legitimately due.

A benefit can be non-monetary or intangible inducement offered directly to the foreign public official. It also includes benefits provided or offered by an agent. It is not relevant that the benefit is considered customary or perceived to be customary or tolerated.

Deep Yellow does not permit or condone the making of payments (including payments in kind such as gifts, favours, etc.) to influence individuals to award business opportunities to the Company or to make business decisions in Deep Yellow favour. You must not give or offer to anyone a gift, bribe, inducement, favour or payment of any kind in expectation of preferred treatment of Deep Yellow, its employees or anyone associated with Deep Yellow.

In some countries in which Deep Yellow operates, you may be asked to make small payments to low-level public officials or government employees, which are sometimes called facilitation payments. These payments are sought to expedite or bring about routine services or actions by those individuals. Deep Yellow does not support making these payments as a matter of policy, and expects you to make every effort to avoid them.

Where a payment of this kind cannot be resisted the payment must, at a minimum, be approved by your supervisor and be accounted for clearly and accurately. A record must be kept detailing the value of the benefit, the date on which the conduct occurred, the identity of the foreign public official and particulars of the routine government action that was sought to be expedited or secured.

In addition, Deep Yellow must maintain an accurate and auditable record of all financial transactions in accordance with generally accepted accounting principles. This includes maintaining appropriate records of all gifts, entertainment and payments to government officials, employees and others. Entries should not distort or disguise the true nature of any transaction.

This Code does not prohibit any payments, including facilitation payments, where these payments are made in accordance with the Criminal Code and this Code.

You are referred to the Company's Anti-bribery and Corruption Policy for Deep Yellow's full policy regarding bribery and corruption.

5 Consequences of breach

The Company has also established a Whistleblower Policy to encourage you to raise any concerns or report instances of any violations (or suspected violations) of this Code (or any

potential breach of law or any other legal or ethical concern) without the fear of intimidation or reprisal. Any breach of compliance with this Code is to be reported directly to the Whistleblower Officer, in accordance with the procedure set out in the Company's Whistleblower Policy. The Whistleblower Officer is currently Ms Gillian Swaby, Executive Director – Corporate.

Anyone breaching this Code may be subject to disciplinary action, including termination.

6 Review

The Company's board of directors will review this Code at least annually and update it as required. If you have a suggestion for any improvements or amendments to this Code, these can be made in writing at any time by notice to the Company Secretary or the CEO.

Date adopted	29 June 2017
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Last amendment	
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Last review	
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