



**Resolute**

# Anti-Bribery and Corruption Policy

## 1 Introduction

Resolute is committed to being a responsible corporate citizen. Resolute interprets its responsibilities as not only requiring it to comply with the laws respectively binding upon each of Resolute's entities, but also requiring it to conduct its business in accordance with the ethical principles and practices set out in Resolute's Code of Conduct.

The Board requires that the Code of Conduct extends to Resolute as a whole, including the Board and Resolute's executives and personnel generally, so as to create a culture within Resolute that promotes ethical and responsible behavior.

An important element of the Code of Conduct addresses bribery and corruption and states that corrupt practices are not acceptable, irrespective of local standards and practices in the place of business.

This Policy provides further guidance.

## 2 Principles and purpose

Resolute is committed to conducting its business ethically and with honesty and integrity, with a "zero-tolerance" approach to bribery and corruption.

This Policy is consistent with the laws and business practices of Resolute headquartered in Australia. To the extent to which the laws and business practices of any place in which a Resolute Company may do business:

- provide a higher standard of ethical probity than the terms of this Policy, then to the extent to which they do, that higher standard is to be observed and complied with; and
- provide a lower standard of ethical probity than the terms of this Policy, then the terms of this Policy will apply.

Nothing in this Policy absolves a Resolute Company or a Person from regulatory compliance with any local laws that may apply.

## 3 Policy prohibitions

- a) Subject to paragraph (b), Persons must not directly or indirectly (including through a third-party intermediary):
- engage in Bribery;
  - engaged in Corruption;
  - make or receive a Facilitation Payment; or
  - make or receive a Gift/Hospitality Benefit.
- b) The prohibitions in paragraph (a) do not limit:
- the making of a Facilitation Payment in limited circumstances as explained in more detail below;
  - the making or receipt of a Gift/Hospitality Benefit within prudential guidelines and practices published from time-to-time by Resolute where the Gift/Hospitality Benefit is part of a legitimate sponsorship arrangement entered into by, and for the benefit of, a Resolute Company on bona fide commercial "arms-length" terms or:

- is made or received in the name of a Resolute Company and not in the name of a Person; AND
- is not contrary to the ethics and values in Resolute's Code of Conduct; AND
- is given or received openly and not in secret; AND
- is of a relatively notional or limited value having regard to the financial and other circumstances of the recipient; AND
- is reasonable, justifiable, appropriate and proportionate in the context of the culture and accepted prudential business practices of both Australian and the place where the Gift/Hospitality Benefit is made or received; AND
- is not illegal in the place where the Gift/Hospitality Benefit is made or received; AND
- is not made or received so as to induce an improper or preferential decision or action to be taken; AND
- is transparently accounted for in accordance with prudential guidelines and practices published from time to time by Resolute.

## 4 Anti-bribery laws

Most countries have local laws which prohibit bribery of public officials in those countries. In addition, many countries including Australia, the United States, the United Kingdom and Canada have anti-bribery laws which criminalise the bribery of foreign public officials. These laws are "extra-territorial" which means they can apply even if the act of bribery takes place in another country. Some countries also extend their anti-bribery laws to cover the bribery of private parties.

All persons worldwide are potentially criminally liable for violating anti-bribery laws. Criminal violations could result in fines for individuals and imprisonment for each violation. Individuals could also be subject to additional criminal fines and penalties under local laws. Resolute could face numerous sanctions, including criminal indictment and fines, disgorgement of profits, debarment from doing business with government entities, and the appointment of a compliance monitor to oversee its business operations.

## 5 Facilitation Payments

Facilitation Payments (or grease payments) are defined as payments to public officials for routine government action. Such payments are generally for small amounts and often occur in dealings with customs, immigration or tax officials, when obtaining permits, licenses or other government papers and in other circumstances. Such payments are difficult to monitor and sometimes there is ambiguity as to whether such payments are legal or constitute bribes. Accordingly, Resolute as a principle prohibits Facilitation Payments.

However, there may be extraordinary circumstances where a Person may need to make a Facilitation Payment. Such extraordinary circumstances may arise if a Person or other person is threatened with imminent physical harm or danger (or if Resolute's or a Person's property is threatened) and a public official demands a payment to:

- refrain from inflicting injury (or property damage); or
- act in his official capacity to prevent the harm (or damage).

An example would be a policeman who refuses to intervene in an assault or a fireman who refuses to put out a fire if not paid. If a Person makes a payment under these extraordinary circumstances, he or she should report this immediately to the In-country Accountant/Financial Controller who must notify the CFO and General Counsel.

If a payment is required, prior written consent and approval by the Designated Officer is required where possible.

If possible, make payment to an account held by a government body, so that funds do not go directly to individuals.

## 6 Recording Facilitation Payments

All Facilitation Payments must be accurately described in the business books and records of Resolute so that the purpose of the payment is clear. The following details should be provided to the relevant Resolute Company Financial Controller for any Facilitation Payments:

- the value of the Facilitation Payment;
- the date on which the conduct occurred;
- the identity of the foreign public official involved;
- the particulars of the routine government action that was sought to be expedited or secured by the Facilitation Payment; and
- your signature or some other means of verifying your identity.

Such payments should be recorded in the General Ledger account titled "Facilitation Payments".

## 7 Political involvement

### 7.1 Corporate political involvement

Resolute's approach to corporate political participation is simple and applies everywhere we do business. No Person may make any political contribution or contribute to a political party or individuals involved in politics, whether in cash or in kind, anywhere in the world without pre-approval in writing from the CEO or from someone delegated by the CEO in writing to provide such approval.

### 7.2 Personal political involvement

Resolute recognises a Person's right to participate as individuals in the political process, in ways that are appropriate to each country. However, you must be careful to make clear that you do not represent Resolute as you participate in the political process.

## 8 Charitable donations and sponsorships

As part of its corporate citizenship activities, Resolute may give donations to charities or provide sponsorships for sporting or cultural events. Any such donation or sponsorship must be transparent and properly documented.

Resolute will only provide donations and sponsorships to organisations that serve a legitimate public purpose, and which are themselves subject to high standards of transparency and accountability. Appropriate due diligence must be conducted on the proposed recipient and a full understanding obtained as to its bona fides.

Charitable donations refer to small or large amounts of financial resources provided voluntarily to a charitable organisation to support a cause or initiative with no expectation of commercial gain in return. Resolute's approach to charitable donations is that these:

- must not be made to gain an unfair business advantage;
- must not be made to individuals; and
- must not be politically connected.

Prior to a charitable donation being made, you must ensure that:

- a proposal for the use of funds is submitted by the charitable organisation;
- the charity is a legitimate organisation;

- appropriate pre-approval has been obtained from the CEO or from someone delegated by the CEO in writing to provide such approval; and
- copies of all relevant documentation are kept.

Sponsorships refer to support for an event, initiative or organisation, by providing financial, property and/or other resources, in return for certain rights, benefits or associations that may be exploited. Sponsorships differ from donations, in that they are intended to be mutually beneficial.

Prior to a sponsorship being made, you must ensure that:

- a proposal for the use of funds is submitted by the organisation/person seeking the sponsorship;
- appropriate pre-approval has been obtained from the CEO; or from someone delegated by the CEO in writing to provide such approval; and
- copies of all relevant documentation are kept.

## 9 Accurate books and records

Resolute business books and records must be maintained in a proper, responsible and honest manner which will allow Resolute to comply with the laws applicable to it.

Persons must ensure that a record of all payments to foreign government bodies or foreign public officials are maintained in such a way that they are easily visible to management and auditors (that is, so that they do not blend in to the general population of supplier payments).

## 10 Internal reporting

Resolute's business units that transact international business, especially transactions directly with foreign governments, have primary responsibility for internally reporting bribe solicitations or other requests in violations of the law to their Designated Officer and for appropriately responding to such requests.

## 11 Other relevant responsibilities of Persons

It is the responsibility of all Persons to:

- comply with and assist in the implementation of this Policy;
- read and understand this Policy;
- raise concerns with a Designated Officer about any instance, circumstance or suspicion, based on reasonable grounds, that may indicate a breach or potential breach of this Policy;
- refuse to take part in any Bribery, Corruption or Facilitation Payment or to receive any Gift/Hospitality Benefit which are prohibited by this Policy.

## 12 Policy review

This Policy will be the subject of periodic review (and as appropriate recommended revision) by management, reporting to the Board via the Audit and Risk Committee, to ensure that the Policy at least meets both regulatory and contemporary industry standards and practices, as well as the delivery of the Policy's principles and purpose.

## 13 Definitions

**Bribery/Corruption** includes any circumstance where one person (whether directly or indirectly through the intermediation of a third party(s)) in any manner (expressly or impliedly) offers or gives, seeks, accepts or acquiesces in the acceptance of a payment, gift, favour or advantage (financial or otherwise) to or from another:

- to improperly influence the outcome of a dealing or transaction;
- to induce or reward improper conduct; or
- to gain any improper commercial, contractual, regulatory, political or personal advantage.

Bribery can take many forms and need not involve the payment of money. Non-monetary forms of bribery could include providing:

- gifts;
- hospitality;
- lavish entertainment;
- travel;
- support for a favoured cause or political party;
- employment;
- provision for any service; and/or
- education for family members.

**CEO** means the chief executive officer of RSG.

**CFO** means the chief financial officer of RSG.

**Contractor** means contractors, consultants and other service providers.

**Corruption** means a dishonest activity in which a Person or an entity acts contrary to the interests of the entity and abuses his/her position of trust in order to achieve some personal gain or advantage for him or herself or for another person or entity.

**Designated Officer** means an officer designated by Resolute to receive information from Persons in the terms of this Policy and includes the Company Secretary, CFO and General Manager People, Culture and Information.

**Director** means a director of RSG.

**Employee** includes directors and employees of Resolute whether or not in a full/part time, casual or permanent capacity, and all persons employed by Resolute through any joint venture or alliance project.

**Facilitation Payment** refers to where a relatively small payment, reward or benefit is passed (directly or indirectly through the intermediation of a third party(s)) for the purpose of expediting or facilitating the performance or completion of an administrative, bureaucratic or relatively routine function or action, especially but not necessarily by a government or public official or employee, the service for the provision of the function or action is legally required to be delivered in any event.

**Fraud** means a dishonest activity causing actual or potential financial loss to any person or entity, including the theft of moneys or other property by employees or persons external to the entity and where deception is used at the time, immediately before or immediately following the activity. This also includes the deliberate falsification, concealment, destruction or use of falsified documentation used or intended for use for a normal business purpose or the improper use of information or position for personal financial benefit.

**General Counsel** means the general counsel of RSG.

**Gifts/Hospitality Benefits** includes a benefit arising from the provision of hospitality (including attendance at social and sporting functions, meals and entertainment events) or the conferment of a gift or token of appreciation (whether or not of material financial or other value).

**Person** means each Director, officer, Employee, agent, contractor and other party acting or purporting to act for or on behalf of a Resolute Company.

**Policy** means this Anti-Bribery and Corruption Policy, as amended from time-to-time.

**Public Official** includes:

- an official or employee of a government or government owned enterprise;
- an official or employee of a government agency or regulatory authority;
- an official or employee of a political party or a political candidate;
- any official or employee of an international public organisation such as the United Nations, World Bank or International Monetary Fund;
- a member of the judiciary or magistracy;
- an individual who holds or performs the duties of an appointment, office or position created by custom or convention, including some members of royal families and some tribal leaders;
- a person who is, or holds themselves out to be, an authorised intermediary of a government official;
- a Relative or associate of such government official; and
- police officers, customs and tax officials, employees of state owned enterprises, political party officials as well as children or other Relatives of a government or political party official.

**Relative** means an immediate family member and includes a spouse, partner, parent, child and sibling whether by blood, marriage or adoption (including in-laws) and includes anyone residing in a person's home (other than tenant or domestic employee).

**Resolute** means RSG and its subsidiaries and related entities.

**Resolute Company** means RSG or a subsidiary or related entity of RSG.

**RSG** means Resolute Mining Limited ACN 097 088 689.

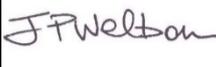
**you** or **your** means any Person.

## 14 Related documents

- Audit and Risk Committee Charter.
- Code of Conduct.
- Policy for Reporting and Investigating Unethical Practices.
- Whistleblower Policy.

## 16 Approval and review

This document is to be reviewed annually by the Audit and Risk Committee and the Board.

| Version | RIGS Document Category | Date           | Status   | RIGS Document Owner   | Reviewer   | Approver  | Approval Date  |
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|         |                        |                |          | <b>Amber Stanton</b><br><i>General Counsel &amp; Company Secretary</i>            | <b>John Welborn</b><br><i>Managing Director &amp; CEO</i>                          | <b>Martin Botha</b><br><i>Chair</i>   |                |