



Code of Conduct

CUE ENERGY RESOURCES LIMITED

ACN 066 383 971

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TABLE OF CONTENTS

1.	Introduction	3
2.	Application.....	3
3.	Ethical Behaviour and Reporting Breaches	4
4.	Compliance Obligations.....	4
5.	Conflicts of Interest	5
6.	Improper Use or Theft of Company Property, Assets and Email	5
7.	Privacy.....	6
8.	Public Communications and Disclosure	6
9.	Employment Practices	6
10.	Insider Trading	8
11.	Preventing Bribery and Corruption	8
12.	Employee Assistance Programme	8
13.	Training and Awareness	9
14.	Code Review and Amendments	9

1. Introduction

- 1.1. The Board of Directors (the **“Board”**) and management team of Cue Energy Resources Ltd are committed to this Code of Conduct (the **“Code”**) which based on Cue Energy Resources Limited and its subsidiary companies (collectively referred to as the **“Company”** or **“CUE”**) core values and the expectations of all of its stakeholders.
- 1.2. The Company is committed to maintaining ethical standards in the conduct of its business in order to:
 - (a) promote standards of responsibility and professional conduct of its Directors and employees;
 - (b) promote a healthy, respectful and positive workplace environment; and
 - (c) support its business reputation and corporate image in the wider community.
- 1.3. The Board is responsible for setting this Code and monitoring compliance with it, while the Chief Executive Officer (**“CEO”**) is responsible for implementing the Code throughout the Company and its operations.
- 1.4. All employees are expected to understand the principles in this Code and to uphold its values.
- 1.5. Failure to adhere to this Code will be considered a serious misconduct and may result in a disciplinary action which could include termination of employment or contractual arrangements.
- 1.6. This Code must be read in conjunction with the other relevant policies to ensure its full understanding and compliance.

2. Application

- 2.1. This Code applies to, but not be limited to:
 - (a) all Company employees, officers, Directors, associates, contractors, and consultants;
 - (b) any of the Company subsidiaries and their respective personnel; and
 - (c) how the Company provides services to clients and how it interacts with other members of the public;
- 2.2. This Code also applies to:
 - (a) all aspects of employment, recruitment and selection, conditions and benefits, training and promotion, task allocation, shifts, hours, leave arrangements, and workload;
 - (b) on-site, off-site, or after hours work; virtual/ remote working, work-related social functions; conferences – wherever and whenever Employees may be as a result of their official duties; and
 - (c) employee treatment of other employees, of clients, and of other members of the public encountered in the course of their official duties.
- 2.3. Responsibility lies with every person covered by this Code to conduct themselves in accordance with this Code.
- 2.4. Copies of this Code and other relevant policies are available on the Company's website.

3. Ethical Behaviour and Reporting Breaches

- 3.1. Ethical issues can often be difficult to manage, and care must be taken when consider the best course of action in response to ethical issues raised. Before making a judgement as to how to act, it is expected that employees will consider whether:
- (a) the action is legal and authorised;
 - (b) the action is consistent with this Code and other Company policies;
 - (c) the action could have negative consequences for the Company and its reputation; and
 - (d) the action would be considered appropriate in the eyes of friends, family or colleagues.
- 3.2. In the event of any concern, the Company encourages its employees to seek guidance as soon as possible. The Company acknowledges that ethical issues can become difficult to resolve if they continue without action.
- 3.3. Employees are obliged to report unethical behaviour and any breach of this Code as soon as they become aware of such breach or behaviour, through any of the following channels:
- (a) the Chief Executive Officer (the “CEO”);
 - (b) a director of the Company;
 - (c) the Company Secretary; or
 - (d) the reporting channel as defined and stated in the Company’s **Whistleblower Policy**.
- 3.4. Employees will not face adverse consequences for genuinely reporting a breach or potential breach and such matters will be discussed freely and openly, while maintaining the Employees' confidentiality (as appropriate). Please refer to the Company's Whistleblower Policy for further information, including the right to speak in confidence and to report concerns.
- 3.5. If a breach of the Code has occurred, the Company will act quickly and fairly.
- 3.6. Any Employee found in breach of the Code may face disciplinary action, and if there has been a suspected breach of the law, the appropriate authorities will also be informed.

4. Compliance Obligations

4.1. Compliance with Laws and Regulations

- 4.1.1. The Company’s employees should be aware of, and comply with, their duties and obligations under all laws and regulations relating to their work.
- 4.1.2. The Company and all of its employees must :
- (a) Comply with local laws and regulations in which the Company operates its business;
 - (b) Adhere to the duties and obligations imposed on them; and Comply with all Company policies (including, without limitation, this Code and the Company's Securities Trading Policy, Whistleblower Policy and Continuous Disclosure Policies).
- 4.1.3. The Company’s employees are expected to understand the legal environment in which they work, and the Company does not condone the use of ignorance as a valid excuse for committing a breach of law.

4.1.4. The Company is bound to comply with the Corporations Act 2001 (Cth) (Act) and the ASX Listing Rules, and the Company recognises that insider trading is a criminal offence under the Act. Despite any black-out periods set out in the Company's Securities Trading Policy, any person in possession of inside information is still prohibited from trading outside of any such black-out periods.

4.2. **Expectations in representing the Company**

4.2.1. The Company aims to maintain a high standard of ethical behaviour in conducting business and to behave with integrity in all dealings with customers, shareholders, government bodies, employees, contractors, suppliers and the community.

4.2.2. The Company's reputation is impacted by the conduct of its business partners. In certain circumstances, the Company can be held liable for their actions.

4.2.3. Accordingly, any business partnership must be preceded by appropriate due diligence and regularly monitored for compliance with applicable law and this Code.

4.2.4. The Company believes in fair and open competition for business. The Company will not accept or participate in anti-competitive conduct.

4.2.5. The Company respects the authority of governments at all levels and promotes open, honest and transparent engagement with them.

4.2.6. When dealing with others, the Company's Employees must:

- (a) perform their duties in a professional manner;
- (b) treat everyone with dignity, courtesy and respect;
- (c) act fairly and with the utmost integrity and objectivity; and
- (d) strive at all times to enhance the Company's reputation and performance.

5. **Conflicts of Interest**

5.1. Employees must avoid all conflicts of interest, being situations where an employee's activities, personal relationships or interests outside of their employment conflict with their responsibilities to the Company.

5.2. Conflicts of interest influence decision making in a way which compromises a person's ability to act in the best interests of the Company (actual conflict) or suggests to others that this is the case (perceived conflict).

5.3. Any conflicts of interest, actual, potential or perceived, must be reported to the Company Secretary or the CEO immediately.

5.4. Failing to deal with conflicts of interest in a timely manner can be a major risk to the Company.

6. **Improper Use or Theft of Company Property, Assets and Email**

6.1. All employees have a responsibility to protect and conserve the Company's assets and systems from loss, theft and unauthorised use.

6.2. Company assets can only be used for Company purposes.

- 6.3. All information of the Company should be treated as confidential and only disclosed to third parties where permitted by law, the ASX Listing Rules or in accordance with any agreement amongst the relevant persons.
- 6.4. The Company has record keeping procedures and policies in place. These are often an important part of the Company's risk mitigation processes and must be followed by all employees.
- 6.5. Employees must not:
- (a) use Company assets for any unlawful purpose or unauthorised personal benefit;
 - (b) remove Company property and documents from official premises without a good and proper reason. If required to be removed, they should be stored in a secure manner and covered by appropriate insurances;
 - (c) make improper disclosures, including inadvertent or careless disclosure, of competitive business strategies and plans, special methods or operation and other information that is of competitive value to the Company.
 - (d) If employees are unsure whether information is of a confidential nature, seek advice from your line manager or the Company Secretary and refer to the Company's Continuous Disclosure Policy before disclosure.
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7. Privacy

- 7.1. The Company respects the privacy of its employees and the privacy of others.
- 7.2. The Company's employees should familiarise themselves with the privacy laws of Australia and, where applicable, any other jurisdiction the Company operates in.
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8. Public Communications and Disclosure

- 8.1. Media statements and official announcements may only be made by persons authorised under the Company's **Continuous Disclosure Policy**. If employees receive a request for information and employees are not authorised to respond to the enquiry, refer the request to their line manager.
- 8.2. Unless the CEO has given prior written consent, employees must not participate in public forum discussions (including internet-based forums) where the subject matter is related to the Company, its competitors or the industry in which the Company operates.
- 8.3. The Company has adopted the **Continuous Disclosure Policy** as a means of ensuring compliance with our disclosure and communication obligations under the Corporations Act and the ASX Listing Rules. This is to ensure that information that may have a material effect on the price or value of the Company's securities, are correct from any material mistake or misinformation.
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9. Employment Practices

9.1 Equal Opportunity

- 9.1.1. The Company is committed to:

- (a) Equal employment opportunity;
 - (b) compliance with the letter and spirit of a full range of fair employment practices and anti-discrimination laws; and
 - (c) a workplace free from any kind of discrimination, harassment or intimidation of employees.
- 9.1.2. Employees should not harass, discriminate, or support others who harass and discriminate against employees, other Relevant Personnel, or members of the public

9.2 Discrimination

- 9.2.1. Discrimination is treating, or proposing to treat, someone unfavourably because of a personal characteristic protected by the law (as defined under the Federal discrimination laws, from time to time).
- 9.2.2. Discrimination can occur
- (a) **Directly**, when a person or group is treated less favourably than another person or group in a similar situation because of a personal characteristic protected by law;
 - (b) **Indirectly**, when an unreasonable requirement, condition or practice is imposed that has, or is likely to have, the effect of disadvantaging people with a personal characteristic protected by law.
- 9.2.3. The Company will promptly investigate all allegations of harassment, bullying, victimisation or discrimination and will take appropriate corrective action. Retaliation against individuals for raising claims of harassment or discrimination will not be tolerated.

9.3 Sexual Harassment

- 9.3.1. The Company has a zero tolerance approach to sexual harassment or victimisation and is committed to taking all reasonable steps to prevent any person from engaging in acts of sexual harassment or victimisation in connection with employment or work with the Company.
- 9.3.2. Sexual harassment is a specific and serious form of harassment. It is unwelcome sexual behaviour, which could be expected to make a person feel offended, humiliated or intimidated.
- 9.3.3. Sexual harassment can take many forms, including physical, verbal, or written (including electronic).
- 9.3.4. Sexual harassment is covered in the workplace when it happens at work, at work-related events, between people sharing the same workplace, working remotely, or between Company Personnel outside of work.
- 9.3.5. All employees and volunteers have the same rights and responsibilities in relation to sexual harassment.
- 9.3.6. Conduct does not have to be repeated or ongoing to be sexual harassment. A single incident is enough to constitute sexual harassment – it doesn't have to be repeated
- 9.3.7. The Company will promptly investigate all allegations of sexual harassment (no matter how large or small or who is involved) and will take appropriate corrective action. Retaliation against individuals for raising claims of sexual harassment and victimisation will not be tolerated.

9.4 **Workplace Health and Safety**

- 9.4.1. The Company is committed to maintaining a healthy and safe working environment for its employees. All appropriate laws and internal regulations (including occupational health and safety laws) should be fully complied with. All people have obligations to assist in ensuring that this situation is maintained at all times.
 - 9.4.2. Misusing controlled substances or alcohol or selling, distributing, possessing, using or being under the influence of illegal drugs whilst on the job is prohibited and will not be tolerated.
 - 9.4.3. You should familiarise yourself with all relevant procedures including Company's **Health Safety and Environment Policy** to ensure the workplace is safe and without risk to the health of others and yourself.
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10. **Insider Trading**

- 10.1 The Company is committed to upholding fair and ethical securities trading practices complying with all laws and avoid any conflicts of interest.
 - 10.2 You should familiarise yourself with the Company's **Securities Trading Policy** and ensure you act in accordance with it when dealing in the Company's securities.
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11. **Preventing Bribery and Corruption**

- 11.1 The Company must comply with all laws regarding bribery and corruption and to that end maintains an **Anti-bribery and Corruption Policy** that is reviewed periodically. Failure to comply with the standards set out in that Anti-bribery and Corruption Policy could have a severe damage to the Company's reputation and persons involved in impermissible activities may be exposed to imprisonment and fines as a result of their actions.
 - 11.2 The Company expects its employees to act fairly, honestly and with integrity and only engage in any business activities with persons who uphold similar values and ethics to that of the Company. Compliance with the Anti-bribery and Corruption Policy is expected from all directors, officers, employees, contractors and secondees of the Company and its subsidiaries
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12. **Employee Assistance Programme**

- 12.1 The Company's employees are entitled to a certain amount of free, professional counselling from our employee assistance program. Employees can access the employee assistance program details as publicised in all Cue offices
- 12.2 Employee assistance program counselling is confidential, and nothing discussed with a counsellor will be communicated back to the Company. Employee assistance program counselling is available free to Employees regardless of whether the issue is related to a workplace problem or some other issue for the Employees.

13. Training and Awareness

- 13.1 All Employees will be provided a copy of this Code as part of the employee onboarding exercise and as and when there has been a change to this Code. All employees will need to acknowledge that they have read and understood the Code as required by the Company.
- 13.2 All Cue Personnel will be required to undertake regular training on the Policy's requirements, and the records of attendance will be maintained by the Company.
- 13.3 For any questions in the application or the interpretation of this Code, you may contact your line manager or the Company Secretary.

14. Code Review and Amendments

- 14.1 This Code must be reviewed by the Board with the recommendation from the Audit and Risk Committee **at least once every 2 years** or as may be required to ensure it is operating effectively.
- 14.2 The amendment or revocation of this Code may only be affected by a resolution of the Board.
- 14.3 The Code will be available on the Company's website within a reasonable time after any such updates or amendments have been approved and in such other ways as to ensure the Code is available to employees.