



# CENTRAL PETROLEUM LIMITED

# CODE OF CONDUCT



Ethically



Efficiently



Effectively



Effectively



*Business done the Central Petroleum way*

# Introduction

Our Code of Conduct describes the ethics and principles which govern decision making and behaviour that apply in every aspect of our work and relationships at Central. This Code applies to every person working for Central including directors, officers, employees, students, volunteers, consultants and contractors engaged by the Company (“Personnel”) to which they are expected to adhere and advocate. This Code applies where work is carried out for the Company and includes any place where Personnel goes, or is likely to be, while at work during and outside of normal business hours, including but not limited to work-related events/functions, conferences, meetings, training and media briefings (“Workplace”).

The Code of Conduct is to be read in conjunction with, but not limited by, policies and procedures referred to in this Code.

## Core Values

The following values give support at the core to everything we do:

### Character

- We put safety first.
- We respect the environment and the communities we work with.
- We value our people and stakeholders.

### Together

- We work hard, efficiently and effectively, as a team.
- We listen to and work in partnership with stakeholders.
- We engage in a collaborative manner and act with integrity.

### Performance

- We are committed to increasing shareholder value.
- We are dynamic and agile.
- We are professional, resourceful and proficient.

Our Code of Conduct has been developed to assist the Company to remain a good corporate citizen and in so doing, to appropriately balance, protect and preserve all stakeholders’ interests. Our Code of Conduct is a commitment by all to uphold the standards of ethics and behaviours not only of themselves but to also hold each other to account. At Central we always aim to work:

- Ethically;
- Efficiently;
- Effectively with others; and
- In accordance with the law.

# Contents

<b>Roles and Responsibilities .....</b>	<b>3</b>
Responsibilities .....	3
Managers and Supervisors.....	3
Training and Compliance .....	3
<b>Principle 1: Work Ethically.....</b>	<b>4</b>
Our Ethical Standards .....	4
Ethical Decision Making .....	4
Workplace Behaviour, Personal Responsibility and Conduct.....	5
Discrimination and Harassment.....	5
Insider trading.....	5
Social Media and Public Discussion .....	6
Confidentiality and Privacy .....	6
Business Records.....	7
Conflicts of Interest.....	7
Outside Business / Employment and Community Activities.....	8
Gifts and Entertainment .....	8
<b>Principle 2: Work Efficiently.....</b>	<b>9</b>
Job Requirements .....	9
Efficient use of Company Resources.....	9
<b>Principle 3: Work Effectively.....</b>	<b>10</b>
Working Safely .....	10
Fitness for Work.....	10
Team Work.....	11
Business Presentation.....	11
<b>Principle 4: Work in Accordance with the Law .....</b>	<b>12</b>
Corrupt and Unlawful Conduct.....	12
Lawful Instructions.....	12
Environmental and Community Responsibility.....	12
<b>Reference Documents .....</b>	<b>14</b>
<b>Breaches of the Code .....</b>	<b>15</b>
Whistleblowing .....	15
Reporting a Concern relating to this Code.....	15

## **Roles and Responsibilities**

Compliance with this Code of Conduct is a condition of employment or engagement with Central. It is expected that Personnel will be familiar with the principles and standards contained in this Code and how it applies at the Workplace. The consequences of failing to comply with the Code of Conduct are serious and may result in disciplinary action (including termination of employment). If Personnel are faced with a situation or a decision and are unsure of how to proceed, they should speak to a manager or Human Resources.

### **Responsibilities**

- Comply with the requirements of this Code;
- Reporting any breaches of the Code where there is a reasonable basis for raising a concern;
- The Company empowers us to ask questions and raise issues without fear of retaliation;
- Report suspected unethical, illegal or suspicious behaviour immediately; and
- Participate in the initial and refresher training on the Code of Conduct obligations.

### **Managers and Supervisors**

Those who manage the tasks of others, in addition to *Responsibilities* mentioned above, the following also applies:

- Ensure direct reports understand their responsibilities under this Code of Conduct and other Company policies;
- Provide opportunities to discuss the Code and reinforce the importance of ethics and compliance with Personnel;
- Create an environment where all Personnel feel comfortable raising concerns without fear of retaliation;
- Consider conduct in relation to the Code and other Company policies when evaluating Personnel;
- Never encourage or direct Personnel to achieve business results at the expense of ethical conduct or non-compliance with the legal requirements of the law; and
- Manage any non-compliance in accordance with the pertinent policy/procedure.

### **Training and Compliance**

Those people that this Code of Conduct applies to are required to undertake the Code of Conduct training at least once every two years.

# **Principle 1: Work Ethically**

## **Our Ethical Standards**

At Central, it is encouraged to provide support for all involved with the Company to:

- Act honestly and with integrity;
- Treat each other with respect and dignity;
- Be accountable for our actions;
- Observe the law and comply with relevant legislation;
- Act within our delegated authority; and
- Adhere to Company policies, work standards and processes.

## **Ethical Decision Making**

The Code of Conduct empowers the making of ethical decisions by demonstrating the standards of behaviour expected at Central. When faced with a decision and it is unclear if the decision complies with the Code of Conduct, Personnel should check and ask:

- Does it fit with my personal and or Company values?
- If the story appeared in the media, would I feel comfortable with the decision?
- What would I tell my partner, parent, child or friend to do?
- What's my intuition or 'gut feel'? (If it feels bad, then it probably is bad).



**If still unsure, discuss the issue with a manager or Human Resources before taking any action**

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## **Workplace Behaviour, Personal Responsibility and Conduct**

At Central, Personnel are to treat each other with integrity, courtesy and respect at all times. Our behaviour reflects an understanding of our individual differences while recognising our shared values.

When dealing with colleagues, internal and external customers, Personnel must:

- Observe ethical standards in respect to all working relationships;
- Respect the backgrounds of all Personnel; and
- Identify and act upon discriminatory behaviour and practices.

Central is committed to the principles of Equal Employment Opportunity (EEO) and will apply them in all aspects of its dealings with Personnel and potential Personnel. Decisions relating to hiring, promotion, and training are made on the basis of the applicant's skills, attributes, experience, qualifications, capability, and competence to perform the duties of the role.

## **Discrimination and Harassment**

The Workplace is intended to be a professional environment where all Personnel feel empowered to perform their best without having to be subjected to discrimination, bullying or any form of harassment (including sexual harassment). Central will not tolerate discrimination, bullying or any form of harassment behaviour under any circumstances as outlined in the **Workplace Discrimination, Bullying and Harassment Policy**. Managers and Supervisors are not to condone these types of behaviours, and every person working at, and involved with Central is obliged to ensure that any behaviour that is of a discriminatory or harassing nature does not occur. If this type of behaviour is observed, action should be taken to prevent and report such matters.

These matters should be raised and managed in accordance with the **Guidelines for Managing Complaints and Misconduct** or by raising a concern through the process governed by the **Whistleblower Policy**. All complaints will be treated seriously, acted upon promptly, and dealt with in the strictest confidence.

Where a complaint or behaviour constitutes a criminal offence, such as assault or indecent assault, Central will, subject to the Company's legal obligation report the complaint to the Police who may undertake a separate criminal investigation.

## **Insider trading**

Personnel may learn information about the Company, associates, clients, business partners or other companies that is not publicly available. It is illegal for an individual to use information obtained in this way for personal gain or to share it with others. Strict compliance with the Company's **Securities Dealing Policy** is a condition of employment with Central. The purpose of this policy is to ensure that Restricted Persons are aware of the legal restrictions of dealing in securities while such a person is in possession of inside information concerning Central Petroleum and any of its subsidiaries.

Personnel are prohibited from:

- Buying or selling securities based on non-publicly available knowledge gained in the course of their service with the Company; and
- Providing information or tips or encouraging another person to buy or sell securities based on inside information.

Where, if the inside information were generally available, it would be likely to influence investors in deciding whether or not to buy or sell securities.

Any suspected insider trading is to be immediately reported as outlined at **Reporting a Concern relating to this Code**.

## **Social Media and Public Discussion**

When representing the Company using Social Media, care should be taken to protect and improve Central's reputation, ensuring all content referencing the Company is compliant with the Company's governance and legal requirements.

**Social Media** includes but not limited to online social networking or using tools for publishing, sharing, and discussing information or ideas. For example, these can include but not limited to the use of Twitter, Facebook, Instagram, Whatsapp, Linkedin, Youtube and other electronic media such as SMS.

When representing the Company on Social Media or speaking on behalf of the Company, prior approval is required from the Managing Director & Chief Executive Officer.

Personnels' behaviour when using Social Media is to be consistent with the Company's Code of Conduct and all other underpinning elements of this Code of Conduct such as the applicable legislation, agreements, charters, policies and procedures.

Only Personnel with the appropriate authorisation may make comment to the media or participate in public discussions on behalf of Central. When representing Central it is expected that Personnel behave courteously, professionally and maintain a professional appearance while on duty.

Additionally, these requirements extend to personal Social Media use when referencing, sharing, or uploading content that has a relationship or connection with the Company.

All media requests are to be referred to the Managing Director & Chief Executive Officer.

## **Confidentiality and Privacy**

The Company aims to protect personal information. Confidential information is information which is disclosed, provided or otherwise made available during engagement with Central. It includes, but is not limited to, business or personal information about the Company and its Personnel, stakeholders, customers and suppliers. It also includes Intellectual Property developed for Central using confidential information and Company resources. Personnel must protect this information to ensure privacy is maintained and commercial interests are safeguarded. In accordance with the *Privacy Act 1988* (Cth), personal information will only be collected, used, disclosed and retained where necessary to meet business requirements.

It should be assumed that Company information is confidential information and is not for external distribution unless there is an absolute indication that the Company has previously publicly announced the information. Confidential information is not to be used for any personal benefit or gain and is only to be used if required for the Personnel's duties to the Company.

To ensure confidentiality and privacy is maintained, Personnel are to:

- Take measures when working with or discussing confidential matters to ensure information cannot be seen or heard by others that would not normally have access to that information;
- Only access or request confidential information that is necessary to perform their duties;
- Seek authorisation from an appropriately delegated Central Personnel when confidential information is requested by someone that would not normally have access to that information. This person may be a manager, Human Resources or Legal Counsel;
- Exercise discretion and care in discussing work matters with family, friends or business associates;

- Secure confidential information always (even when the information is being destroyed). This includes electronically stored information and hard copies; and
- Observe the Privacy Principles set out in the Company's **Privacy Policy**.

Personnel must be familiar with the Company's **Securities Dealing Policy**, which ensures that sensitive information is not used inappropriately when dealing with Central's securities.

Employment contracts contain legal obligations to continue to observe confidentiality and privacy requirements after the employment relationship with Central ends.

Suspected breaches of confidentiality and privacy must be reported immediately as outlined at **Reporting a Concern relating to this Code**. If more information is needed, see the **Privacy Policy** and **Information Technology Acceptable Use & Security Policy**, or speak to a manager or Human Resources.

## **Business Records**

In the preparation of business information and records or financial data, Personnel must ensure the information is true and accurate and must not falsify or manipulate records. Business documents are required by law to be maintained for a statutory period. Personnel must not destroy business documents without appropriate authorisation.

## **Conflicts of Interest**

An **Actual conflict of interest** occurs when personal interests interfere with the interests of Central. A conflict can arise if Personnel take on outside work or makes financial investments that make it difficult to perform work at Central objectively and effectively. A conflict also can occur if Personnel use their position or influence at Central to benefit their own interests, or the interest of any family member or other personal associates.

A **perceived conflict of interest** is a current matter which could reasonably be perceived to give rise to a conflict of interest between the Personnel's duty and responsibilities to the Company and a competing interest; and a

A **potential conflict of interest** can occur when a current interest may give rise to a future conflict between the Personnel's duty and responsibilities to the Company and the competing interest.

Some examples of conflicts of interest include:

- Personnel favouring a supplier during a procurement process due to a personal relationship with that supplier;
- Holding any interest in a business that may have any relationship with Central either as a competitor, customer or supplier, which may benefit from the Personnel's position at Central; or
- Making political comment or participating in political activity that may relate to or may be seen as relating to Central's business.

Any situation involving an Actual, Perceived or Potential conflict of interest between Personnel and Central should be avoided. It is important to disclose any relationships, associations or activities that could create an Actual, Perceived, or Potential conflict of interest as outlined at **Reporting a Concern relating to this Code** (disclosure of conflicts of interest are to be recorded with Human Resources). Failure to declare a conflict of interest may result in a breach of this Code.

## Outside Business / Employment and Community Activities

Personnel are obligated to declare to the Company in writing any outside business/employment or community activity which may create a conflict of interest (disclosure of conflicts of interest are to be recorded with Human Resources).

During employment with Central, Personnel must not, without prior written consent from the Managing Director & Chief Executive Officer:

- Act as an officer, Employee, consultant or adviser to any other corporation, firm, organisation or person;
- Take up any other position with any other corporation, firm, or organisation (whether paid or unpaid); or
- Hold any shares or securities, that create or may create a conflict of interest.

While Central actively supports Personnel's involvement in their communities, it is important to ensure that:

- Personnel are acting in a personal capacity and not representing Central (unless expressly authorised to do so); and
- Personnel's personal actions and comments are in no way attributed to the Personnel's role and responsibilities at Central.

## Gifts and Entertainment

In the Australian business context, the giving of gifts (beyond hospitality) is unusual. It is recognised that gifts and hospitality are designed to build goodwill among business partners. These courtesies include items of nominal value such as meals and beverages, tickets to sporting or cultural events, and other merchandise or services.

Personnel must not accept gifts, benefits or hospitality of any value that may cause a sense of obligation to the donor, as it may create the perception of a loss of objectivity. Additionally, Personnel are not to accept gifts or hospitality that may be a conflict to the Company's values.

Gifts and hospitality offered by a way of thanks may be accepted and are to be accepted in accordance with the Company's **Fraud and Anti-Corruption Policy**. A decision will then be made based on the value of the gift and the nature of the business relationship as to whether the gift may be kept, returned, or shared with colleagues or the community.

Under no circumstances are Personnel to offer or accept (as a gift or benefit) loans, cash, or cash equivalents, and products or service discounts that are not available to all Personnel. Similarly, Personnel must never directly or indirectly offer, pay, solicit or accept bribes or kickbacks.

All gifts and hospitality are to be recorded in accordance with the Company's **Fraud and Anti-Corruption Policy**. Gifts should only be offered or accepted if they are occasional and less than \$100 of value, and hospitality should only be offered or accepted if they are occasional and less than \$200 of value. This is particularly important in roles that directly deal with or decide on the use of suppliers, customers or contracts.

Business related lunches or functions are customary business practice. When participating in such a function, Personnel must use discretion as to the appropriateness of the business purpose and the value and frequency of such functions. At all events Personnel are expected to behave in a socially responsible manner.

Only Central Personnel delegated with the appropriate authority may offer gifts and entertainment to business partners and clients.

## **Principle 2: Work Efficiently**

### **Job Requirements**

Personnel are required to provide a 'fair day's work' to Central. This includes:

- Knowing and understanding their assigned duties and responsibilities;
- Performing duties to the best of their ability;
- Working the required hours as per their employment contract; and
- Conducting minimal personal business and discussions during business hours.

Additionally, Personnel must:

- Act in accordance with the Company's policies, applicable work standards, processes, procedures and lawful direction from supervisors and or managers;
- Be thoroughly familiar with operations manuals, guidelines and practices that apply to their work;
- Take personal responsibility and be accountable for their conduct and actions;
- Protect and promote the interests and reputation of Central; and
- Be prepared to participate in training and development to enable them to perform their duties.

### **Efficient use of Company Resources**

Personnel are trusted to use Company assets and resources efficiently, safely and for the purpose of their professional duties. The Company requires Personnel to protect its assets and uses them for legitimate purposes, efficiently, and for valid Company business only. Assets include facilities, equipment, other tools, computers and information systems, telephones, Personnel time, confidential and proprietary information, corporate opportunities and Company funds. Additionally, Personnel are to ensure proper use of all resources within their control, which extends to, but is not limited to:

- Appropriate use and expenditure of the Company's funds in accordance with appropriate delegation of authority;
- Treating physical property with care and not removing property unless authorised to do so;
- The use of their time effectively and efficiently in the context of their duties and responsibilities to the Company; and
- The use of the internet and email systems.

Central's resources are not to be used for any offensive, obscene, illegal or any other inappropriate purpose.

Suspected incidents of fraud, theft, negligence, misuse, loss, damage and waste of Company resources should be reported, as outlined at **Reporting a Concern relating to this Code**.

## **Principle 3: Work Effectively**

### **Working Safely**

Central is committed to providing a safe working environment for its Personnel and visitors. Personnel are obligated to take reasonable care in performing their duties and to co-operate with the implementation of safety procedures and compliance with all applicable health and safety legislation. Central aims to adopt a mindset of continuous improvement to reduce risks to as low as reasonably practicable.

To ensure a safe work environment Personnel must:

- Promote a positive safety culture and empower others to manage health and safety as a priority;
- Promote health and safety awareness to all Personnel and ensure compliance of those contractors Central engages to comply with our expectations;
- Stop for safety if they believe there is an issue;
- Demonstrate safe behaviours at all times;
- Care for and ensure the wellbeing of others;
- Follow all safety instructions and safe methods of work;
- Utilise the resources such as equipment, Personnel, and training to achieve Central's health and safety objectives;
- Be familiar with all safety policies and procedures;
- Support the rehabilitation of injured Personnel consistent with medical advice; and
- Report all potential and actual unsafe work practices, hazards, accidents and incidents so as to improve processes, work practices and behaviours and to gauge the effectiveness of the risk management controls.

Personnel are encouraged to always "think safe" and remain vigilant when performing their duties.

### **Fitness for Work**

All Personnel must be physically and mentally capable of performing their duties without undue risk of harm to themselves or others, and are not adversely affected by drugs, alcohol or fatigue.

The use of drugs and alcohol may impair a person's capacity to perform their job safely, efficiently and with respect for work colleagues. Personnel are not to commence work or return to work under the influence of alcohol (0.00% alcohol level as outlined in the **Medical and Fitness for Work procedure**) whilst working on an Oil & Gas operated site. Additionally, Personnel is to commence work or return to work if affected by drugs or medication, including prescribed medication that impairs work performance. Central vehicles or equipment must not be operated if work performance is impaired by alcohol or any drugs or medication. Any concerns should be raised with a manager immediately.

If the use of medication is required, including prescribed medication that may affect work performance, it must be disclosed to the manager who will take the appropriate steps to ensure work is undertaken safely.

The unauthorised use, sale, possession or distribution of any type of illegal or prescription drug is prohibited at all times on Central worksites and premises. If Personnel are found to have requested, purchased, possessed, distribute or use illegal or illicit drugs on Central's premises, they will be subject to

disciplinary action which may include termination of employment, and Central may, subject to the Company's legal obligation report the matter to Police.

## **Team Work**

Central values teamwork and therefore everyone is expected to constructively contribute to their team.

It is expected that each person:

- Participates in team discussions and team meetings;
- Works collaboratively with other team members and others;
- Ensures their duties contribute to the team goals;
- Contributes to the development and maintenance of a friendly and productive team environment; and
- Commits to resolving personal or work-related disputes in a constructive and co-operative manner.

## **Business Presentation**

Central promotes professionalism in all undertakings, at first introductions and in day to day conduct.

Personnel should ensure that their appearance and presentation communicates that they are:

- Professional in their attitude to business and people; and
- Organised (on time and prepared).

It is expected at Central that Personnel:

- Dress to comply with workplace health and safety regulations relevant to their work activities;
- Dress suitably, presenting a respectful, clean, neat and tidy appearance at all times;
- Wear no more than an appropriate amount of jewellery;
- Wear a uniform (if supplied) and maintain its condition (clean and not torn); and
- Consult with a manager if unsure of the type of clothing appropriate to their duties performed at Central.

## **Principle 4: Work in Accordance with the Law**

### **Corrupt and Unlawful Conduct**

Corrupt or unlawful conduct is strictly prohibited at Central as outlined in the **Fraud & Anti-Corruption Policy**. Corrupt conduct includes dishonest or improper use of position, information or resources to achieve personal gain or advantage, or for another person or entity.

Corrupt or unlawful conduct may include, but is not limited to:

- Theft and misappropriation of material or financial resources;
- Offering or accepting bribes, commissions or secret payments;
- Accepting a gift or benefit that is intended to, or is likely to cause them to act in a partial manner;
- Fraudulent or criminal conduct;
- Forgery, and making false or fraudulent claims;
- Misuse or unauthorised disclosure of information or material;
- Wilful or negligent damage to resources; and
- Discriminatory behaviour, assault or other forms of unlawful violence against a person.

Knowledge of any corrupt or unlawful conduct, is required to be reported as outlined at **Reporting a Concern relating to this Code**.

Corrupt and unlawful conduct is serious misconduct and may lead to disciplinary action, including termination of employment. Central will fully co-operate with any investigation by law enforcement or regulatory authorities.

### **Lawful Instructions**

It is a requirement to carry out all reasonable and lawful instructions given by a person with the authority to do so. If the instruction falls into one of the below categories, it should be challenged with the manager, and if appropriate escalated to a more senior manager or the Human Resource Manager:

- It is unlawful;
- It poses a health and safety risk;
- It is not reasonable (for example, physical limitations);
- It creates a potential or actual conflict of interest; or
- It could cause a breach of Central's Code of Conduct.

If Personal have been charged with a 'Serious Criminal Offence', whether or not it relates to work, the Personnel is to notify the Company immediately.

### **Environmental and Community Responsibility**

Central seeks continuous improvement to reduce harmful emissions and to have as small an environmental footprint as possible. Central is committed to ensuring its Operations and developments have a positive economic impact on surrounding communities by working with local landholders, traditional owners, government authorities and community groups to add value to the region.

Central will report openly and honestly to our Personnel, customers, investors, the community and to government on environmental issues that relate to Central's operations. This includes:

- Compliance with environmental legislation, regulations and government policies;
- Promoting environmental and cultural heritage awareness to all Personnel to ensure we comply with Central's expectations;
- Supporting and working within the management systems and plans that facilitate the reduction of environmental risks to as low as reasonably practicable;
- Recording, reporting and learning from any environmental incidents to improve processes, work practices and behaviours;
- Continually aiming to improve environmental performance by establishing, monitoring and reviewing objectives and targets;
- Supporting the rehabilitation of non-operational areas; and
- Considering the impact of activities on the environment and local community.

## Reference Documents

Underpinning the Code of Conduct are key pieces of legislation, agreements, charters, policies and procedures which include, but are not limited to:

Document Title	
Age Discrimination Act 2004 (Cth)	Commonwealth Legislation
Anti-discrimination Act 1991 (Qld)	Queensland Legislation
Disability Discrimination Act 1992 (Cth)	Commonwealth Legislation
Fair Work Act 2009 (Cth)	Commonwealth Legislation
Privacy Act 1988 (Cth)	Commonwealth Legislation
Racial Discrimination Act 1975 (Cth)	Commonwealth Legislation
Sex Discrimination Act 1984 (Cth)	Commonwealth Legislation
Work Health and Safety Act 2011 (Qld)	Queensland Legislation
Risk and Sustainability Committee Charter	Company Charter
Audit and Financial Risk Committee Charter	Company Charter
Diversity and Inclusion Policy	Company Policy
Fraud and Anti-Corruption Policy	Company Policy
Information Technology (IT) Acceptable Use & Security Policy	Company Policy
Purchase to Pay Procedure	Company Procedure
Risk Management Policy	Company Policy
Securities Dealing Policy	Company Policy
Fitness for Work Policy	Company Policy
Alcohol and Drugs Procedure	Company Procedure
Whistleblower Policy	Company Policy
Workplace Discrimination, Bullying and Harassment Policy	Company Policy
Guidelines for Managing Complaints and Misconduct	Company Guide

## Breaches of the Code

Breaches of the Code of Conduct may result in disciplinary action, including termination of employment. In the interest of natural justice, before disciplinary action is imposed, Personnel will be given the opportunity to respond to the alleged misconduct.

The consequences of a breach can vary depending on the severity of the issue. Subject to an internal or external investigation, the consequence of a breach could amount to as much as a demotion, suspension, disciplinary action or even termination of employment, contract or relationship with the Company. In certain circumstances, reporting to local authorities or regulators to report the contravention may also expose Personnel to civil or criminal investigations or proceedings, fines and penalties.

## Whistleblowing

Central expects the highest ethical standards and conduct. If misconduct or unethical behaviour, corruption, or breaches of the law is suspected it must be reported as outlined in the **Whistleblower Policy**. Whistleblowers will be protected and in no way disadvantaged for their actions. For more information or guidance speak with the Human Resource Manager or a senior management team member.

## Reporting a Concern relating to this Code

Where the matter relates to complaints against Personnel and misconduct involving Personnel, the matter may be dealt in accordance with either the **Guidelines for Managing Complaints and Misconduct** or the **Whistleblower Policy**. The Company is committed to treating reports seriously and investigating them thoroughly. The Company does not tolerate retaliation against anyone having a reasonable basis for raising a concern of suspected misconduct or otherwise assists with an investigation or audit.

Immediately below are several approaches that could be used to raise a concern. For more information or guidance speak with the Human Resource Manager or a senior management team member.



**Online form** [www.centralpetroleum.com.au/whistleblower-disclosure](http://www.centralpetroleum.com.au/whistleblower-disclosure)



**Email** [conduct@centralpetroleum.com.au](mailto:conduct@centralpetroleum.com.au)



**Mail** Conduct, GPO Box 292, Brisbane, Qld 4001



**Telephone** +61 7 3181 3822 (Whistleblower line)