

DONATIONS, SPONSORSHIPS AND COMMUNITY PROGRAMS POLICY

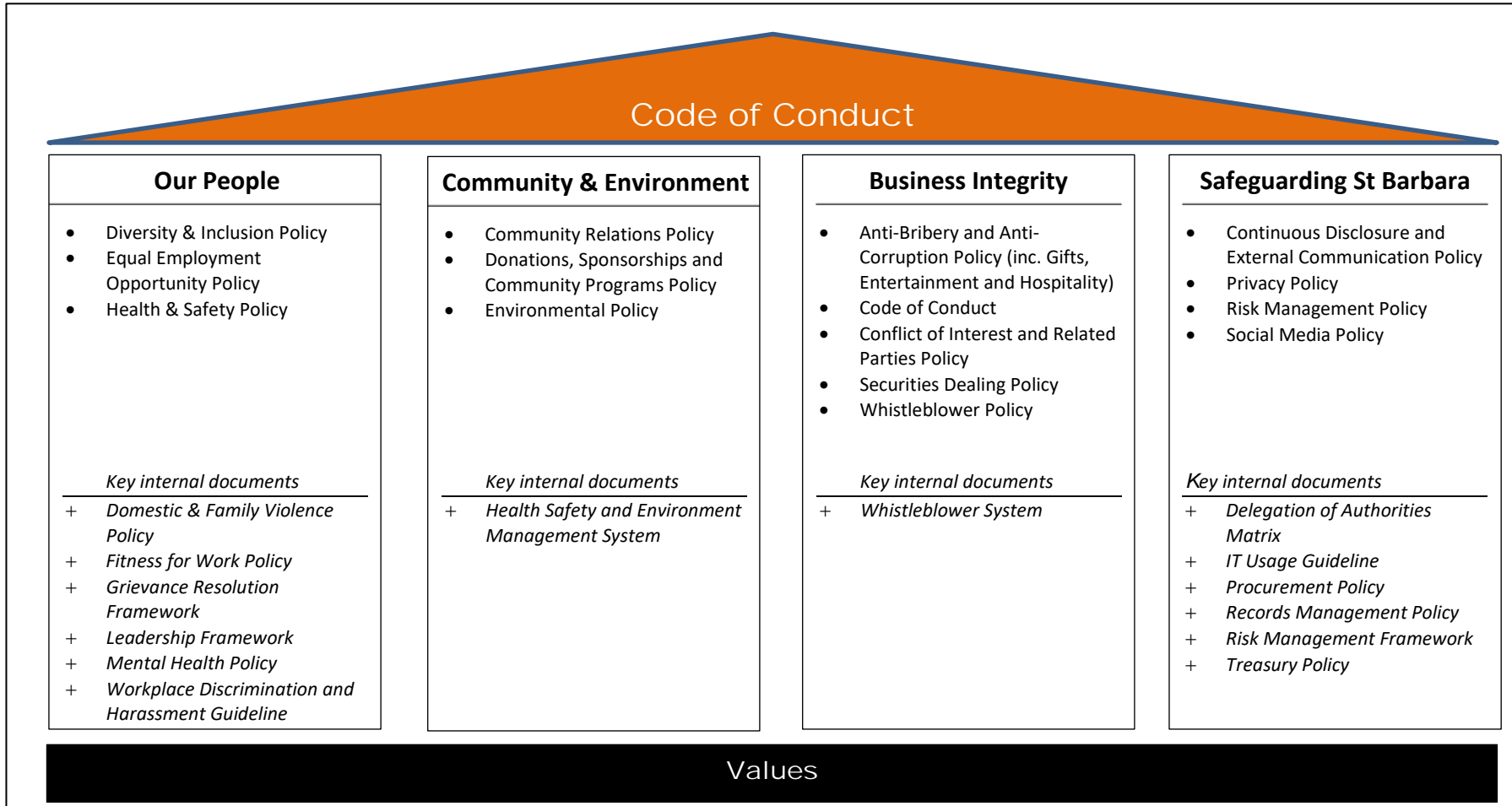
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St Barbara Code of Conduct Framework

This Code is one component of St Barbara’s Code of Conduct Framework.

At the time of publication of this Code, the Code of Conduct Framework includes the following policies and related documents:



● = Policy published on www.stbarbara.com.au

○ = Document in preparation

+ = Internal document published on ROCKi

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1. PURPOSE

St Barbara is committed to making a strong and positive contribution to the communities in which it operates to improve educational, infrastructure, health and governance capabilities whilst acting honestly, fairly, ethically, and in accordance with applicable laws.

St Barbara's aim is to make a positive, meaningful and sustainable difference to those communities in a fair, transparent and ethical manner and to build strong relationships based on respect, trust and transparency. This is achieved through several means, including through Community Programs, Scholarships, Charitable Donations, and Sponsorships.

St Barbara does not make Political Donations. It does, however, respect the right of St Barbara Personnel to make personal charitable and political donations of their own volition.

All St Barbara community outreach and engagement programs, including sponsorships, scholarships or contributions to education, training, infrastructure, health or governance must be administered in accordance with transparent, clear and objective guidelines and procedures (including accurate and complete record-keeping and periodic audit) as set out in company policies including this Policy and Anti-Bribery and Anti-Corruption Policy.

2. SCOPE

This Policy applies to all individuals at all levels who are employed by, act for, or represent St Barbara or any of its subsidiaries anywhere in the world (**St Barbara Personnel**), including:

- a) directors;
- b) officers;
- c) managers;
- d) employees;
- e) contractors;
- f) consultants; and
- g) any other person in any other capacity representing St Barbara.

This Policy applies to St Barbara Personnel irrespective of whether they are employed on a full-time, part-time, maximum term, casual or temporary basis.

In this Policy, a reference to St Barbara should be read to include any person who is engaged in any capacity by St Barbara or any of its subsidiaries.

3. WHAT ARE DONATIONS, SPONSORSHIPS AND COMMUNITY PROGRAMS?

Charitable Donations are contributions to appropriate, registered or verified charitable organisations, non-profit organisations, or private foundations, made without expectation or acceptance of any benefit, favourable action or exercise of influence. It includes both monetary contributions and in-kind donations (giving food, goods and services)

Community Programs are initiatives by St Barbara which are designed to help improve the quality of life of the people in the communities in which it operates. These programs include delivering

education and health programs to local communities, providing sustainable business opportunities to indigenous or local landowner groups, programs to enhance governance capabilities within community organisations and education scholarships.

Political Donations include contributions or in kind donations to political parties, politicians, elected officials or candidates for public office in any country. St Barbara does not make any Political Donations.

Sponsorships are contributions to community organisations, programs or sometimes individuals, but which 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 some marketing or profile raising benefit for St Barbara. Examples include sponsoring a local sporting team, community festival or artistic/musical program.

Sponsorships involving provision of scholarships, school fees, training fees, or training programs and the like are generally considered to be part of St Barbara’s Community Programs (see below). Scholarship programs are governed by the Scholarships Program and Tabar Islands Community Scholarships Guideline.

4. CHARITABLE DONATIONS AND SPONSORSHIPS

St Barbara may, from time to time, decide to make a Charitable Donation or provide a Sponsorship. Both require advance approval. The process for seeking approval for St Barbara to make a Charitable Donation or Sponsorship is as follows:

Donation Value (per annum)	Who can approve?	Requirements
Up to A\$ 25,000	Managing Director &CEO (via Executive Leadership Team)	<ul style="list-style-type: none"> • written request for approval setting out the purpose of the organisation/charity and details regarding due diligence on charitable/not-for-profit status and any association with public officials (as defined in Anti-Bribery and Anti-Corruption Policy), stakeholders, or related parties (as defined in Conflicts of Interest and Related Parties Policy); • written authorisation from a person who is authorised to give approval for a donation or sponsorship of that size; • compliant receipt for tax purposes; and • accurate recording in business records of St Barbara
Over A\$ 25,000	St Barbara Board	

Donation value in the above table will be calculated cumulatively in any 12 month period. This this means that any donations to the same entity or related entities in the preceding 12 months must be taken into account when calculating the donation value for these purposes. An exception to this

is authority to renew an otherwise compliant annual sponsorship or donation for a subsequent year within a strict 12 month period.

St Barbara will only make donations to eligible non-profit organisations whose goals and values are not inconsistent with St Barbara's Values and for which a tax deduction is allowable under the taxation laws applicable in the relevant jurisdiction.

St Barbara will not make charitable donations to:

- individuals;
- commercial or for-profit entities; or
- political parties, politicians, holders of public office or political candidates.

St Barbara will not give charitable donations in cash or to accounts not clearly affiliated with the approved charitable organisation.

5. POLITICAL DONATIONS

St Barbara does not make political donations. Political Donations include contributions to political parties, politicians, elected officials or candidates for public office in any country.

Whilst it is not possible to provide an exhaustive list of things which may constitute Political Donations or support, examples include, but are not limited to:

- sponsorship or hosting of functions or events organised by or associated with a political party, politician, elected official or candidate with the purpose of raising funds, campaigning, launching policies or otherwise building the profile of the party or individual;
- free or discounted use of St Barbara's premises, equipment or resources as an in-kind donation to a political party, politician, elected official or candidate;
- paying wages or salaries of a St Barbara employee who is working for a political party, politician or candidate during normal working hours (this does not include paid leave taken by the employee to undertake this work);
- using one's position at St Barbara to try to influence another company, organisation or person to make a political contribution or to provide any other form of support for a political party, politician, elected official or candidate; or
- charitable donations or contributions to organisations known to be affiliated with a political party, politician, elected official or candidate for public office or a close relative of the same.

St Barbara recognises the rights of St Barbara Personnel to participate as individuals in the political process *in their individual capacity*.

St Barbara Personnel may participate, in their individual capacity, in political processes provided it is understood, and made clear, that in doing so they are not representing St Barbara. In the event that St Barbara personnel seek to run for public office, he/she may be required to take leave and should discuss it with their Immediate Manager in advance.

There may be circumstances in which St Barbara Personnel are invited to attend an event or activity organised by a political party, politician, elected official or candidate as a representative of St Barbara for the purpose of a business briefing. Prior to accepting any such invitations, approval

must be obtained from your Immediate Manager. Approval will only be granted on the following conditions:

- approval is sought prior to the event;
- the attendance is for business briefing purposes only; and
- the attendance is in compliance with St Barbara Anti-Bribery and Anti-Corruption Policy and this Policy.

6. APPROVAL OF INVESTMENT IN COMMUNITY PROGRAMS

No investment in a community program may be made without advance, formal approval of the investment. The approval required and process for seeking approval for St Barbara to invest in a community program is as follows:

Value of investment	Who can approve?	Material to be provided to person authorised to approve/Board
Up to A\$ 10,000	Managing Director & CEO	<ul style="list-style-type: none"> • documented objectives that are clearly linked to the achievement of long-term and sustainable community development; • documented consideration of how the proposed community program is aligned with and may add value, complement or fill gaps in the community or region's development plans; • documentation setting out how the community program will enhance St Barbara's operations, community relationships or other relevant outcomes; • documented key performance indicators (KPIs); • an evaluation plan to periodically assess the KPIs including accountabilities and a schedule; • detailed budget; and • documented outcome of the due diligence (see below).
A\$ 10,000-50,000	The Managing Director & CEO together with the Manager, Legal	
Over A\$ 50,000	St Barbara Board	

Any previous investment in the same or an affiliated community program must be taken into account when calculating the investment value.

St Barbara will only invest in community programs where the goals are not inconsistent with St Barbara's values.

6.1 Due Diligence for Investment in Community Programs

Prior to seeking approval, appropriate due diligence must be conducted and documented. This includes due diligence in relation to any third party that it is proposed will be engaged to implement a program, to ensure, amongst other things, that the entity is reputable, compliant with St Barbara's policies, and has appropriate governance processes. Refer to the Due Diligence Checklist and Procurement Contract Template Clauses for more information.

6.2 Stakeholder Consultation

Through consultation, St Barbara seeks to understand and consider the concerns, interests and relationships of all relevant stakeholders when considering any potential community programs. The concerns of all stakeholders must be identified and considered and, where appropriate, addressed and ensure that sufficient information is provided to the Managing Director & CEO and Board prior to seeking approval for a community program.

If there are significant stakeholder issues, the Managing Director & CEO or the Board may require a program management plan to be implemented and maintained.

6.3 Respect for Communities in which St Barbara operates

St Barbara respects the communities in which it operates and delivers its community programs. In developing and implementing community programs St Barbara strives to:

- a) respect the cultures, values and customs of the communities in which we operate and seek to ensure that any community programs do not conflict with these, our policies and the law;
- b) ensure that our community programs do not intentionally favour parts of the community belonging to one religious, ethnic or political group on the basis of that membership;
- c) seek broad community support prior to implementing a community program;
- d) be open and transparent in our dealings with the community;
- e) respect the human rights of the individuals in the communities in which we operate and those who are affected by our community programs;
- f) ensure that community programs do not intentionally seek to, and are not likely to, destabilise any level of government; and
- g) ensure that our community programs are sustainable and delivered in a manner that has minimal or no adverse environmental impact.

7. RECORD KEEPING

All approved Charitable Donations and Sponsorships, irrespective of value, must be recorded in the Donations, Sponsorships and Community Investments Program register located in ROCKi.

All community investment valued at more than A\$ 100, or cumulative/repeated investment valued at more than A\$ 1,000 in any 12 month period must be recorded in the Charitable Donations, Sponsorships and Community Investments Program register located in ROCKi.

Cumulative value may include repeated investment in the same program or ongoing support of the same type to multiple recipients over a twelve month period. Examples may include educational sponsorship payments made periodically over a twelve month window, support for local landowners' communities in the form of supply of fuel, meals or other benefits.

8. BRIBERY AND CORRUPTION

St Barbara Personnel need to be aware that in some circumstances, Community Programs, Charitable or Political Donations and Sponsorships may be or be perceived to be bribery or corruption. For example, when a donation is made to a charitable organisation which is a sham or front for, or is affiliated in some way with, a third party the company may wish to influence.

St Barbara has zero tolerance for bribery or corruption in its business. Honesty, fairness and integrity are core St Barbara Values, and are integral to St Barbara's conduct of business. Conduct associated with bribery, corruption and dishonesty is inconsistent with these values and against the law. Violating these laws is a serious criminal offence which can result in significant civil and criminal penalties for both St Barbara and St Barbara Personnel individually, including substantial fines, imprisonment and reputational damage.

If you have any concerns regarding actual or potential corruption or bribery, you should immediately report them to your Immediate Manager, the Company Secretary, Manager Legal or St Barbara's external Whistle-blower provider, Your-Call. For more information, please refer to St Barbara's Anti-Bribery and Anti-Corruption Policy and the Whistle-blower Policy.

9. CONSEQUENCES FOR BREACHING THIS POLICY

It is the responsibility of all St Barbara Personnel to ensure that they do not breach this Policy or applicable laws and regulations and to report to their Immediate Manager any actual or suspected such breach.

Depending on the circumstances, consequences may include:

- disciplinary action, the nature which action will depend on the severity of the breach, but which may include a reprimand, formal warning, demotion, and/or termination of employment in the case of employees, or termination of contract in the case of contractors, consultants or other agents;
- referral of the matter to regulatory and law enforcement authorities; and/or
- criminal and civil penalties or fines, criminal convictions and imprisonment.

In many countries, including Australia, bribery and many other forms of corruption are crimes, which can have very serious consequences for St Barbara and individuals involved in the conduct. Additional business consequences for St Barbara can also be very serious, and include potential liabilities, loss of business, damage to relationships, and other such outcomes.

10. FURTHER GUIDANCE

Not all situations which may arise in the conduct of business can be directly addressed in a policy. St Barbara Personnel should apply their own reason, propriety and judgement to a situation based on the principles set out in this Policy.

If you require further guidance as to this Policy, please promptly contact the Company Secretary or Manager Legal. St Barbara encourages St Barbara Personnel to ask questions and raise matters which may be of concern. Open communication and discussion about issues of concern is the best way to ensure appropriate compliance with law and business ethics.

11. REVIEW

This Policy is to be reviewed:

- (a) as soon as practicable after a key change in the nature or scope of St Barbara's activities or a change in legislation relating to bribery and corruption; or

(b) otherwise at least once every three years.

APPENDIX

Delegation of Authorities Matrix: Donations, Sponsorships and Community Programs (copy)

Delegation of Authorities Matrix (cont.)

Addendum for Gifts and Hospitality, Donations, Sponsorships and Community Programs

(Refer to Anti-Bribery Anti-Corruption Policy and Donations, Sponsorships and Community Programs Policy for more information)

Transaction	Board	MD & CEO	Level 5	Level 4	Level 3	Level 2
Charitable Donations & Sponsorships						
<i>NB: record all approved sponsorships and donations in Donations, Sponsorships and Community Investments Program Register</i>						
Aggregate donations for 12 month period	At Board discretion	Approve – Up to A\$25,000	Nil	Nil	Nil	Nil
Political Donations						
All political donations are prohibited – refer to Section 9 Anti-Bribery Anti-Corruption Policy and Section 5 of the Donations, Sponsorships and Community Programs Policy						
Community Programs						
<i>NB: record all community programs above A\$100 in Donations, Sponsorships and Community Investments Program Register</i>						
Aggregate support (cash, goods, services) for 12 month period	At Board discretion	Approve alone– Up to A\$10,000 Approve together with Manager Legal up to A\$50,000	Nil	Nil	Nil	Nil
Gifts, entertainment, hospitality (given and received)						
<i>NB: record all Gifts, entertainment, hospitality in Gifts Register</i>						
Record all gifts/hospitality given to/received from: <ul style="list-style-type: none"> Public official valued at A\$10 or more; Other than Public Official valued at A\$50 or more; or In aggregate A\$1,500 over 12 months Refer also to the mandatory criteria for gifts and hospitality set out in section 8.1 of the Anti-Bribery Anti-Corruption Policy				Any items above thresholds or which are cash / cash equivalents must be approved by GM or above		Nil
						Nil