

Anti-Bribery and Anti-Corruption Policy (ABC Policy)

1. Introduction

Denison is committed to maintaining a high standard of integrity, investor confidence and good corporate governance.

Denison prohibits bribery and corruption in any form whether direct or indirect, and whether on domestic soil or abroad.

Our Anti-Bribery and Corruption Policy (**ABC Policy**) forms part of Denison's risk management framework, which includes Denison's Enterprise Risk Management Policy, Denison's Risk Appetite Statement and other associated risk and compliance policies.

This ABC Policy outlines Denison's requirements regarding the management of gifts and benefits, which protects you and your reputation and minimises potential negative consequences for you and Denison. This ABC Policy is also underpinned by the Denison values:

- We care about people and the environment
- We collaborate internally and with our stakeholders
- We act with integrity
- We focus on delivering results

The ABC Policy applies globally. When travelling overseas, Denison Personnel are subject to the laws of the country they are in and remain subject to Australian laws and to the principles of this ABC Policy regardless of whether or not that country has specific bribery and corruption laws. Where a country has specific bribery and corruption laws which are of a lesser standard to this ABC Policy, this ABC Policy prevails.

Both active and passive private bribery and bribery of State and Territory public officials and foreign officials are criminal offences in Australia punishable by fines and imprisonment, irrespective of where the act took place.

2. Scope

This ABC Policy applies to anyone who is employed by or works at Denison, including employees (whether permanent, fixed-term or temporary), contractors, consultants, secondees and directors wherever located (collectively referred to as **Denison Personnel** in this ABC Policy).

3. What is Bribery and Corruption?¹

Bribery is the offering, promising, giving, accepting or soliciting of an advantage as an inducement for an action which is illegal, unethical or a breach of trust. A bribe is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage and can take the form of gifts, loans, fees, rewards or other advantages.

Corruption is the abuse of entrusted power for private gain, i.e. dishonest activity in which a director, executive, manager, employee or contractor of an entity acts contrary to the interests of the entity and

¹ As broadly defined by Transparency International. Other definitions may apply based on applicable legislation, including under the Australian Criminal Code.

abuses his/her position of trust in order to receive some personal gain or advantage for him or herself or for another person or entity.

4. Policy

4.1 Bribes

Denison Personnel are not permitted to give, offer, promise, accept, request or authorise a bribe, whether directly or indirectly.

4.2 Gifts and Hospitality

You must:

- not give or accept gifts and/or benefits that will compromise, or appear to compromise, your integrity and objectivity in performing your duties.
- not give or accept gifts and/or benefits that cause or appear to cause a conflict of interest.
- record gifts or benefits worth A\$100 or more in the [Gift and Entertainment Register](#).
- record in the Gift and Entertainment Register where a gift or benefit provided on behalf of Denison is in excess of A\$100.
- decline gifts and/or benefits worth A\$500 or more (unless an exception applies – see Anti-Bribery and Anti-Corruption Procedure).

The value of a gift, benefit or hospitality², is the highest of:

- the cost to the giver
- the retail or replacement cost of the gift, benefit or entertainment
- the value of the gift or benefit to the recipient.

Be mindful of the cumulative value of gifts, benefits and hospitality over a certain period.

4.3 Facilitation Payments

Facilitation payments are a form of bribery made for the purpose of expediting or facilitating the performance of a public official for a routine governmental action, e.g. processing papers, issuing permits and other actions of an official in order to expedite performance of duties of a non-discretionary nature (i.e. which they are already bound to perform). The payment or other inducement is not intended to influence the outcome of the official's action, only its timing.

Denison prohibits facilitation payments, whether legal or not in a country.

4.4 Political Engagement

Denison does not make donations to political parties. Denison Personnel must not, on behalf of Denison, make any such donations.

Denison may engage in debate on policy and share its views on policy matters which relate to Denison's business and activities. Political lobbying may only be done by authorised Denison

² Hospitality includes but is not limited to dinners, seats at sporting events, access to corporate boxes at sporting or cultural venues, upgrades on flights, theatre tickets, vouchers etc.

Personnel and must be done in a manner consistent with Denison values, our Code of Conduct, the ABC Policy and other relevant policies.

4.5 Charitable Contributions

Generally, Denison can only make charitable donations that are legal and ethical under local laws and practices. In Australia, this means that an organisation must have deductible gift recipient status with the Australian Taxation Office. This status makes the organisation entitled to receive income tax deductible gifts and deductible contributions.

No donation must be offered or made on behalf of Denison without the prior approval of the Chief Financial Officer³.

Denison may make donations to community organisations that do not have a deductible gift recipient status, provided that they comply with Denison's Community Sponsorship Policy and other related policies and procedures.

Where applicable, all charitable contributions made by the Denison are publicly disclosed in its Annual Report.

4.6 Conflicts of Interest

A business decision must not be taken by somebody with an undeclared conflict of interest.

Conflicts of interest refer to personal, financial and/or political activities, as well as affiliations or interests which affect or are perceived to affect the way we do our job. It is important that we inform our manager immediately when these circumstances arise or are likely to arise so that we may agree on how best to manage the situation from the start or seek advice from the Compliance Officer.

Denison Personnel must declare and manage any potential or actual conflict of interest that may affect, or be thought by others to affect, any Company decision making.

5. Your Responsibilities

You must ensure that you read, understand and comply with this ABC Policy. The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for Denison or under its control.

All Denison Personnel are required to avoid any activity that might lead to or suggest a breach of this ABC Policy.

You must notify your manager and/or the Compliance Officer as soon as possible if you believe or suspect that a conflict with, or breach of, this ABC Policy has occurred, or may occur in the future. Any employee who breaches this ABC Policy will face disciplinary action, up to and including in termination of employment or engagement.

Remember, a bribe does not actually have to take place – just promising to give a bribe or agreeing to receive a bribe is an offence.

³ The Chief Financial Officer (CFO) is the person performing the chief financial officer function as defined in sub-sections 295A(6) and (7) of the Corporations Act, irrespective of the title.

6. Record-Keeping

We must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.

Third party means any individual or organisation you come into contact with during the course of your work, and includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties.

You must declare and enter any gifts in the [Gifts and Entertainment Register](#) on Denison Hub.

Noting it is an offence under the *Australian Crimes Legislation Amendment (Proceeds of Crime and Other Measures) Act 2016* (Cth) for a person to make, alter, destroy or conceal an accounting document (including being reckless in their conduct which allowed such an act) to facilitate, conceal or disguise the corrupt conduct.

7. Monitoring and Review

The Audit and Risk Committee will regularly review the Gift and Entertainment Register to enable the identification and management of any emerging risks, e.g. if a particular company is presenting a significant number of gifts to various Denison Personnel or if companies are offering frequent and substantial hospitality to Denison Personnel.

Internal control systems and procedures are subject to regular audits and reviews to provide assurance that they are effective in countering bribery and corruption. There may also be independent reviews undertaken from time to time by External Audit.

Any amendments to this Policy must be reviewed by the Audit and Risk Committee and approved by the Board or a committee of the Board as per delegated authority.

8. Training

Denison implements an anti-bribery and corruption training program that includes mandatory induction training for new starters, and mandatory annual refresher training, including this Policy, for Denison Personnel⁴ as stated in the circulation table.

VER*	Approved By	Approval Date
1	Board	16/04/2025

Application: This policy applies to the companies of the Denison Group, including Denison Gas Limited and its subsidiaries Denison Gas (Queensland) Pty Ltd, Denison Renewables Pty Ltd and Denison Petroleum Services Pty Ltd.

⁴ Refers to anyone who is employed by or works at Denison, including employees (whether permanent, fixed-term or temporary), contractors, consultants, secondees and directors wherever located