

POLICY Conflicts of Interest



Document File Name

LEG-027 Conflicts of Interest Policy V1 200117



Date Approved by Owner/Revisions made

30 January, 2020

Subject to change. This policy should be reviewed annually but may be amended or replaced at any time.



Owner

Legal
General Counsel



Applies to

Unless otherwise indicated, this policy/procedure applies to all staff, officers, directors, consultants, contractors, part or fixed-term employees, casual and agency staff and volunteers (collectively referred to as “staff” in this document). They do not form part of the terms of your contract.



Jurisdictional Coverage

All

Mandatory

Breaches of this policy may result in disciplinary action, up to and including dismissal.

Conflicts of Interest Policy

This document sets out Genel's policy in relation to the identification, documentation, escalation and management of Conflicts of Interest or potential Conflicts of Interest. The policy applies to all staff, officers, directors, consultants, contractors, part or fixed-term employees, casual and agency staff and volunteers.

What are Conflicts of Interest?

A "Conflict of Interest" is a situation in which a person has a personal interest which may influence, or appear to influence or have an impact on, the objective exercise of their duties, business decisions or activities in Genel. The following are examples of the possible consequences of a person acting in a situation in which they have a Conflict of Interest:

- Genel and/or an employee failing to comply with legal or regulatory obligations;
- Genel and/or an employee failing to fulfil a duty of care, trust or loyalty owed to another person or Genel;
- An employee's professional judgement and objectivity being compromised and/or hindering the proper discharge of their duties and responsibilities;
- An employee engaging in unethical conduct; and/or
- Genel obtaining improper advantage or treatment or giving rise to the appearance of impropriety and reputational damage

A Conflict of Interest under this policy includes both an actual Conflict of Interest (i.e. a Conflict of Interest that has arisen) and a potential or perceived Conflict of Interest (i.e. a Conflict of Interest that may arise given particular facts and circumstances). These terms are defined in Appendix 1.

To assist in the identification of Conflicts of Interest, Appendix 2 includes a non-exhaustive list of situations in which Conflicts of Interest may arise.

A breach of this policy can lead to disciplinary action by Genel up to and including termination of employment.

Approach to Conflicts Management

Genel seeks to ensure that a Conflict of Interest does not adversely affect the interests of Genel, its shareholders or other stakeholders through the identification, prevention or management of the Conflict of Interest. Some Conflicts of Interest are not permitted as a matter of law or regulation and others are permitted so long as Genel has appropriate means by which to manage them.

Declarations

Employment contracts in Genel are required to include a clause to the effect that an employee will not be directly or indirectly engaged, concerned or interested in any other business activity, trade or occupation unless properly authorised in accordance with the procedures prescribed by this policy.

On appointment an employee should declare any external appointments and/or other business activities and any actual or potential Conflicts of Interest.

In the event that an employee has or becomes aware of any actual or potential Conflicts of Interest, the employee must disclose these to line manager and complete the form in Appendix 3.

Conflicts of Interest Policy

Employee Responsibilities

All employees are responsible for identifying and managing Conflicts of Interest on an ongoing basis and are required to:

- comply with this policy and procedures relating to the identification, documentation, escalation and management of Conflicts of Interest;
- act with integrity and exercise good judgement and discretion;
- act with the requisite degree of independence and objectivity when discharging their responsibilities;
- avoid, wherever possible, situations giving rise to Conflicts of Interest due to any of the following:
 - personal financial interest;
 - family members or close personal relationships; or
 - previous, current or potential future involvement in an activity or endeavour (whether at Genel or externally).
- immediately notify their line manager and/or Legal Department of the existence and general nature of a Conflict of Interest;
- immediately disclose Conflicts of Interest to the chairperson when participating in any Board decision making process and, if the chairperson so determines, remove themselves from the decision-making process and not seek to influence such decisions any further;
- not be in a supervisory, subordinate or control relationship (having influence over conditions of employment) with closely related persons including family members or close personal relationships;
- not misuse information obtained in the course of working at Genel including in connection with dealing in securities;
- challenge and escalate promptly issues of concern to their line manager and/or the Legal Department so that Conflicts of Interest may be appropriately reviewed, managed and resolved; and
- comply with applicable rules which require transactions and arrangements between Genel and a Related Party to be carried out on an independent, arms-length basis.

Line Managers

All line managers are required to:

- identify, mitigate and, to the extent required by procedures, document Conflicts of Interest in their area of responsibility, including in connection with any current or planned activities;
- assess any Conflicts of Interest reported to them to determine if a Conflict of Interest exists;
- determine, after consulting the Legal Department, the best course of action to resolve, manage or avoid the Conflict of Interest;
- review on an annual basis or more regularly, if required, any reported Conflicts of Interest to ensure these are being managed in accordance with any agreed resolution; and
- allocate responsibilities to employees who report to them in a manner that does not lead to Conflicts of Interest and avoid allocation of responsibilities which will compromise the independence of Genel.

Appendix 1

Definitions

1. **“Actual Conflict of Interest”**: this involves a direct conflict between current responsibilities and existing private interests.
2. **“Potential Conflict of Interest”**: this arises where private interests could conflict with professional or official duties in the future due to a change in circumstances.
3. **“Perceived Conflict of Interest”** this exists where it could be perceived, or may appear, that private interests could influence inappropriately the performance of duties, whether or not this is in fact the case.

Appendix 2

Examples of Conflicts of Interest

1. Failing to disclose that you're related to a job candidate the company is considering hiring.
2. Failing to disclose that a family member works for a competitor.
3. Failing to disclose that a family member works for a company or is engaged in work experience (paid or unpaid) that Genel does business with.
4. Reporting to a supervisor who is also a close friend or family member.
5. Failing to investigate a subordinate or co-worker's wrongdoing because they are a friend.
6. Hiring a relative to provide services your company needs.
7. Making a purchase or business choice to boost a business that you have a stake in or a connection with.
8. Doing business or work for a competitor.
9. Taking advantage of information learned on the job for your own benefit.
10. Accepting payment from another company for information about your employer.
11. Cashing in on a business opportunity that your company might have pursued.
12. Posting to social media about your company's weaknesses.

Appendix 3
Declaration of Conflict of Interest Form

Name:	
Department:	
Location:	
Nature of Declaration and Background: (Summary of any information that provides context to the declaration)	
Conflict or Potential Conflict: (Describe why there is a conflict and name the individuals or organisations involved)	
Likely Duration of Conflict: (Explain if this is likely to be an ongoing conflict or specific to a period of time or decision)	
Managing the Potential Conflict (Line Manager, Head of Function or Executive Director to provide details of how the potential conflict will be managed)	
Signature of Line Manager, Head of Function or Executive Director {Also, print name under signature} Date:	

Signature of Person making Declaration Date: I have been given a copy of, and have read and understood Genel Energy's Policy on Conflicts of Interests and I agree to abide by its provisions. I declare to the best of my knowledge and belief, the information given within this form is correct.
