



**DIVERSIFIED**  
energy

# ANTI-BRIBERY & CORRUPTION POLICY

This policy statement is driven in part by our Company Values, which form the foundation upon which our company was started and the standards to which each Director, officer and employee of Diversified is expected to adhere. As per these Company Values, we will conduct our business and deliver value to our stakeholders based upon ethical standards and beliefs that:

- ❖ Value the dignity and worth of all individuals;
- ❖ Act with personal and business integrity;
- ❖ Commit to excellence in our performance;
- ❖ Respect environmental stewardship as we make business decisions;
- ❖ Exhibit courage of convictions, challenge the status quo and strive to create value;
- ❖ Seek opportunities for continuous learning and improvement; and
- ❖ Serve and support our teams and communities with passion and enthusiasm.

## ANTI-BRIBERY AND CORRUPTION STATEMENT

It is a key company principle of Diversified Energy Company plc ("**the Company**") to avoid any involvement in corrupt or illicit activities or conduct, and the following statement is part of how we adhere to that principle.

We will uphold all laws relevant to countering bribery and corruption, including the Bribery Act 2010 (the "**Bribery Act**"). The Company can be found criminally liable if a person associated with it bribes another person with the intention to obtain or retain business, or an advantage in the course of business, unless we have implemented procedures to prevent bribery from occurring. This statement forms part of those procedures. Breach of the Bribery Act may also lead to criminal proceedings being instigated against individual staff members in addition to the Company. Corruption is the abuse of entrusted power or position for private gain.

Employees' obligations under this statement have contractual effect. Breach of this statement will be viewed extremely seriously by the Company and will normally amount to gross misconduct. For the avoidance of doubt, this policy applies to all operations of the Company and to all persons working for the Company or on its behalf at all levels and grades, including senior managers, officers, directors, employees (whether permanent, fixed-term or temporary), consultants, contractors or any other person associated with the Company, wherever located. A person 'associated' with the Company is any person who works or performs services in any capacity and in any place, for, or on behalf of, the Company. References to 'members of staff' in this statement will include any person associated with the Company.

Bribes do not have to be wholly monetary. Any kind of financial reward, or any other kind of advantage, may amount to a bribe. Examples of what will amount to bribery or other forms of corruption are set out in this policy. However, each case will be determined on its own facts.

If members of staff have any doubts about anything at all, they should speak to the Company's compliance officer regarding this policy. The current compliance officer is Benjamin M. Sullivan (the "**Compliance Officer**").

## BRIBING ANOTHER PERSON

The Company takes a zero-tolerance approach to bribery. A bribe is offering, promising, giving or accepting any financial or other advantage, to induce the recipient or any other person to act improperly in the performance of their function, or to reward them for acting improperly, or where the recipient would act improperly by accepting the advantage. No member of staff, while in any way associated with the Company, may bribe another person (directly or through a third party), in any circumstances. In particular, no financial reward, or any other kind of advantage should be provided to another person (directly or through a third party), either:

- intending that the bribe will cause that other person to improperly perform any function of a public nature, any activity in the course of business, or any activity performed in the course of any person's employment; or
- while knowing or believing that if the recipient accepted the bribe, that in itself would amount to improper performance of any such function.

'Improper performance' includes any act or omission that breaches an expectation of good faith, impartiality or an expectation arising from a position of trust.

A payment or other advantage may still amount to a bribe even if the individual providing the advantage is not the person who receives the benefit of the improper performance. For example, if you give your client's child a job in return for your client renewing his or her business with the Company.

## **BEING BRIBED**

No member of staff, while in any way associated with the Company, may request, agree to, or accept a bribe which is made with the intention that any function of a public nature, any activity in the course of business, or any activity performed in the course of any person's employment will be improperly performed, or as a reward for such improper performance.

Furthermore, no member of staff, while in any way associated with the Company, may improperly perform any function of a public nature, any activity in the course of business, or any activity performed in the course of employment, in anticipation of a bribe. Please note that simply accepting, requesting or agreeing to a bribe will amount to improper performance of a member of staff's duties.

For the above purposes, please also note that the person to whom the bribe is offered or given does not have to be the same as the person who performs the function or activity concerned, in order for a breach of this statement to occur. A breach of this statement will occur even if the bribe is received by a person other than the person who has been bribed, or who solicited the bribe.

## **BRIBERY OF A FOREIGN OFFICIAL**

No member of staff, while in any way associated with the Company, may bribe or promise to bribe a foreign public official with the intention to influence the recipient in its capacity as a foreign public official and to obtain or retain business or a business advantage. Extra care must be taken when dealing with foreign public officials, particularly in relation to the provision of corporate hospitality or gifts.

Members of staff should note that the above prohibitions reflect criminal offenses under the Bribery Act, and criminal proceedings may also be instigated against a member of staff if the member of staff breaches any of the above obligations and prohibitions.

Please be aware also that the Bribery Act extends to acts committed privately, as well as in the course of employment, and that a member of staff who is convicted of a criminal offense in his or her private capacity will be subject to action under the Company's disciplinary procedures. For example, if you bribe a planning official to grant planning permission in respect of an extension to your house and you are consequently convicted of a criminal offense.

On a wider note, the Company is aware that illicit or corrupt activities or conduct could be envisaged, which would go beyond the specific scope of the prohibitions set out in this statement, but which would nevertheless violate the spirit of this statement, and the Company's commitment is to avoiding activities or conduct of this kind.

Therefore, if a member of staff engages in any conduct, while in any way associated with the Company, that could be viewed as illicit or corrupt, notwithstanding that it may not fall within the prohibitions set out above, this will be addressed through the Company's disciplinary procedures, and may amount to gross misconduct.

## **CORPORATE HOSPITALITY AND GIFTS**

This policy does not prohibit normal and appropriate hospitality (given and received) to or from third parties, for the purposes of:

- a) establishing or maintaining good business relationships;
- b) improving or maintaining our image or reputation; or
- c) marketing or presenting our products and/or services effectively.

The giving or receipt of gifts is not prohibited, if the following requirements are met:

- a) it is not made with the intention of influencing a third party to obtain or retain business or a business advantage, or to reward the provision or retention of business or a business advantage, or in explicit or implicit exchange for favors or benefits;
- b) it complies with all applicable law;
- c) it is given in the Company's name, not in the member of staff's name (and the remainder of the conditions outlined in this section are met);
- d) it does not include cash or a cash equivalent (such as gift certificates or vouchers);
- e) it is appropriate in the circumstances. For example, it is customary for small gifts to be given at Christmas time;
- f) taking into account the reason for the gift, it is of an appropriate type and value (de minimis) and given at an appropriate time;
- g) it is given openly, not secretly; and
- h) gifts should not be offered to, or accepted from, government or council officials or representatives, or politicians or political parties, without the prior approval of the Non-Executive Directors or in the case of any Non-Executive Director, the Chairman of the board.

Promotional gifts of low value such as branded stationery to or from existing customers, suppliers and business partners will usually be acceptable.

Reimbursing a third party's expenses or accepting an offer to reimburse our expenses (for example, the costs of attending a business meeting) would not usually amount to bribery. However, a payment in excess of genuine and reasonable business expenses (such as the cost of an extended hotel stay) is not acceptable.

We appreciate that the practice of giving business gifts varies between countries and regions and what may be normal and acceptable in one region may not be in another. The test to be applied

is whether in all the circumstances the gift or hospitality is reasonable and justifiable. The intention behind the gift should always be considered.

## **FACILITATION PAYMENTS**

Facilitation payments are small payments made to secure or speed up routine actions, usually by public officials, such as issuing permits, immigration controls, providing services or releasing goods held in customs.

It is the Company's policy that it will not - and all members of staff should not - make facilitation payments and should avoid any activity that might lead to, or suggest, that a facilitation payment will be made by or on behalf of the Company.

Any uncertainty or concerns in relation to any payment should be referred to the Compliance Officer before any payment is made.

## **POLITICAL AND CHARITABLE DONATIONS**

Except up to the monetary limits approved by the Company's shareholders, it is the Company's policy that the Company shall not make contributions to political parties or to the campaign funds of any person standing for election and no member of staff shall make or agree to make such a contribution on the Company's behalf without the prior written approval of the Chief Executive Officer or General Counsel. The foregoing shall not restrict the Company from maintaining a lawful Political Action Committee that makes contributions, nor members of staff from making contributions on their own behalf, all in accordance with applicable laws.

The Company will only make charitable donations of any type if they are legal and ethical and will keep a record of those donations that are made. No such donation should be made or agreed to be made by a member of staff on behalf of the Company without the prior written approval of the Chief Operating Officer, Chief Executive Officer, General Counsel, or Compliance Officer.

The Company will not make a charitable donation where there are concerns that the donation may be considered a way to disguise bribery or if such a donation could lead others to infer that the Company uses charitable donations in order to influence or reward third parties with whom the Company has business connections.

## **RECORD KEEPING OF PAYMENTS**

All payments made or received on behalf of the Company shall be accounted for and properly recorded in the Company's financial records in accordance with applicable laws.

No accounts shall be kept 'off the record' to allow for, or to conceal, improper payments.

## **FRAUD**

Fraud is an intentional act committed by someone in one of three ways:

- Through a dishonest, false representation;
- Through failure to disclose information that one has a duty to disclose; or
- Through abuse of position.

Fraud represents a fundamental breach of our ethical standards and is not tolerated by the Company in any form. We are committed to assessing fraud risk and implementing an adequate system of internal control to prevent and detect fraud.

## **CONFLICTS OF INTEREST**

The Company respects the privacy of employees in their personal affairs and activities. However, when personal, social, financial or political activities could influence, or appear to influence, the ability to make objective business decisions for the Company, a conflict of interest can occur.

There are many different ways in which a conflict of interest may arise and these may potentially include:

- Conducting company business with a family member or an organization with which a family member is connected;
- Having a close personal or business relationship with a public official who is in a position of authority or influence in connection with company business; or
- Investments in, or serving as a director or board member of, any company which is a competitor or supplier to the Company.

If an employee has any question about whether they may have a potential or actual conflict of interest, the employee should reach out to the Compliance Officer of the Company for clarification and guidance.

## **SHARE DEALING**

The Company has adopted a securities dealing code for share dealings in the Company's Ordinary Shares in accordance with the Admission and Disclosures Standards of the London Stock Exchange and the applicable standards of the Market Abuse Regulation. It is important that employees fully understand the restrictions on dealing in the Company's shares to ensure that employees or other individuals who may be in possession of inside information of the Company do not breach the code and potentially the law. Please refer to the Securities Dealing Policy as separately posted to the Company's website.

## **YOUR RESPONSIBILITIES**

All members of staff must ensure that they read, understand and comply with this policy. The Company maintains a summary of this policy and a link to the full policy in the Employee Handbook, which all employees are required to sign stating that they have read, understand and will comply.

The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for the Company or under the Company's control. All members of staff are required to avoid any activity that might lead to, or suggest, a breach of this policy.

If any person associated with the Company has any reason to suspect that any form of bribery or corruption is taking place, this information should be reported immediately to the Compliance Officer of the Company.

Any member of staff who breaches this policy will face disciplinary action, which could result in dismissal for misconduct or gross misconduct.

The Company may terminate its relationship with other individuals and organizations working on our behalf if they breach this policy.

## COMMUNICATIONS AND REPORTING BRIBERY

All members of staff are required to inform the Company if they believe that another member of staff, or any person or business with whom the Company deals or is associated, is or may be offering, receiving or agreeing to receive bribes or otherwise participating in any act of corruption against the Company. In the first instance the members of staff should communicate their belief to the Compliance Officer in the Company for further investigation and action.

Similarly, all members of staff should talk to their direct manager or the Compliance Officer if they have any questions or if they are unsure whether giving or receiving any kind of financial reward or other advantage may amount to a bribe or otherwise breach this statement.

Concerns may be communicated through direct contact with the Company's Compliance Officer or through the Company's Compliance Hotline. Refer to the Company's separately posted Whistleblowing Policy for more information on the oversight, reporting, investigation, and response processes regarding concerns raised through the Compliance Hotline.

A member of staff raising a concern that bribery or any other corruption is or may be taking place, even if the concern is subsequently determined to be unfounded, will not be penalized in any way unless the concern was not raised in good faith.

## TRAINING

This policy statement is posted on the Company's website alongside all other corporate policy statements and is therefore readily available and continuously accessible to all employees, consultants, contractors or any other person associated with the Company, wherever located. Additionally, regular training on this policy will be provided as necessary to all members of staff.

## MONITORING AND REVIEW

Any reported incidents of bribery or other corruption are communicated by the Compliance Officer to the Audit & Risk Committee of the Board of Directors ("**Board**").

The Board will monitor the effectiveness and review the implementation of this policy, regularly considering its suitability, adequacy and effectiveness. Any improvements identified to the policy will be made as soon as possible. Internal control systems and procedures will be subject to regular audits to provide assurance that they are effective in countering bribery and corruption.

This policy does not form part of any employee's contract of employment, and it may be amended at any time.

A handwritten signature in black ink, appearing to read "Rusty Hutson, Jr.", with a stylized, cursive script.

Rusty Hutson, Jr.  
Co-Founder and Chief Executive Officer