

DIVERSITY POLICY

Commitment to diversity

The Board and management of Karoon Energy Ltd (**Karoon**) are dedicated to delivering outstanding performance for investors and employees of Karoon. Karoon aspires to be a leader in its field while operating openly, with honesty, integrity and responsibility whilst maintaining a strong sense of corporate social responsibility in accordance with the Company values set out in its Code of Conduct.

This Policy has been developed to support Karoon's commitment to a merit-based, inclusive workplace that values diversity of thinking and to comply with the ASX Corporate Governance Principles and Recommendations with respect to diversity. Karoon recognises that diversity influences the Company's ability to attract, retain, motivate and develop the best talent, create an engaged workforce and deliver the best results for shareholders.

Responsibilities to Shareholders and employees generally

Karoon is committed to delivering value to its shareholders and to endeavouring to provide a safe and inclusive place of work for its employees. Karoon acknowledges that workplace diversity will benefit both of these aims as it assists Karoon in recruiting the best people from the widest possible pool of capable and qualified candidates. Karoon understands that organisational strength and problem solving is enhanced when the Company makes decisions with reference to a broad range of ideas, values and experiences.

Promotion of diversity

Karoon aims to:

- Promote equal opportunity for all employees and officers at all levels based on merit and foster a corporate culture that embraces and values diversity.
- Provide equal opportunity in the workplace to all qualified individuals, regardless of factors such as gender, domestic responsibilities, marital status, religion, race, ethnicity, language, sexual orientation, disability or age.
- Provide such opportunity with respect to recruitment at all levels of the Company, compensation and promotion, including promotion to management or Board positions.
- Consider employees personal circumstances, including domestic responsibilities, and how the Company can support employees in managing these circumstances.
- Educate all staff of their rights and responsibilities with regard to diversity and promote this Policy and the Company's commitment to diversity, including by publication of this Policy on the Company's website.
- Take into account this Policy when conducting Board, management, and employee annual performance evaluations.

How Karoon monitors and ensures compliance

Karoon is committed to implementing this Policy, both in Australia and internationally. Each individual in the Company is required to comply with this Policy. If an employee is concerned that there has been a violation of this Policy, he or she may report the concern in good faith to his or her superior or in accordance with the reporting mechanism described in the Karoon Whistleblower Protection Policy. Any such report will be addressed, and no one making such a report will be subject to any form of retribution.

To assist the Board to fulfil its responsibilities, the People, Culture & Governance Committee will review annually the ASX Corporate Governance Principles and Recommendations with respect to diversity and make recommendations to the Board accordingly. This will include annually:

- establishing measurable objectives for achieving gender diversity; and
- reviewing and assessing both the measurable objectives for achieving gender diversity and the Group's progress in achieving them.

The Company will disclose its diversity metrics in accordance with the ASX Corporate Governance Principles and Recommendations and report against the measurable objectives set by the Board.

Achievement of the objectives set by the Board is a factor which will be considered in assessing the performance of the Board, Chief Executive Officer and senior executives within the Group

Policy review

The Diversity Policy will be reviewed regularly and will be amended (as appropriate) to reflect current practice in good corporate governance. Any amendments made will be in accordance with applicable securities exchange requirements. The People, Culture & Governance Committee are responsible for monitoring this Policy and reporting any areas for improvement to the Board accordingly.

A handwritten signature in blue ink, appearing to read 'Bruce Phillips'.

Bruce Phillips
Chairman

A handwritten signature in black ink, appearing to read 'Robert Hosking'.

Robert Hosking
Managing Director

Approved by the Board. Effective 3 December 2019