



COOL COMPANY LTD. ANTI-BRIBERY AND CORRUPTION POLICY

Adopted on 6 September 2024

This anti-bribery and anti-corruption policy (the “**Policy**”) has been adopted by the board of directors (the “**Board**”) of Cool Company Ltd. (the “**Company**”).

1. PURPOSE

The Board implemented this Policy to ensure the Company complies with all applicable anti-bribery and anti-corruption laws and regulations, such as the U.S. Foreign Corrupt Practices Act, the UK Bribery Act, Bermuda Bribery Act, and any laws, domestic or foreign, prohibiting bribes or improper payments, gifts or inducements of any kind to or from any person, including officials in the private or public sector, customers and suppliers. To the extent that applicable laws or regulations have stricter requirements, they will overtake the requirements in this Policy.

All Company personnel are expected to conduct business in a legal and ethical manner at all times, regardless of any competitive pressures or pressures exerted by local custom in a particular region. The Company will not give, pay or promise anything of value to obtain, retain or direct business or to secure an improper advantage of any kind. The Company will strive to avoid even the perception of impropriety or conflict of interest. It is prohibited to use any Company funds or assets for any illegal, improper or unethical purpose. Violations of anti-corruption laws will jeopardize the Company’s growth and reputation.

Any questions regarding the application of this Policy should be directed to the Chief Financial Officer, Head of Internal Audit and Risk and/or the General Counsel. Any issues requiring escalation may be directed to the Chair of the Audit and Risk Committee.

2. APPLICATION

This Policy applies to all Company directors, officers, employees and other personnel that the Company may determine should be subject to this Policy, such as contractors or consultants (“**Covered Persons**”), as well as any Third Party Representatives (defined below).

The Company and its management have the overall responsibility for the administration of this Policy, subject to oversight by the Audit and Risk Committee acting on behalf of the Board.

Third Party Representatives

The Company shall conduct a due diligence investigation before engaging any advisor, agent, broker, contractor, consultant, representative or business partners who, on the Company’s behalf, will or may be interacting with third parties including but not limited to government officials (“**Third Party Representatives**”).

Government Officials

A government official includes a wide variety of positions and roles, including:

- officers and employees of any local, municipal, provincial, state, federal or foreign government, of any department, agency or instrumentality of a government, or of any public international organization;
- any person acting in an official capacity for or on behalf of any of the above groups;
- officials or employees of a company wholly or partially owned by a government (for example, state owned gas companies);
- officers or employees of a public international organization, such as the United Nations or World Bank;
- any political party or party official;
- any candidate for political office; or
- an immediate family member (meaning spouse, dependent child, parent or household member) of any of the foregoing.

(Collectively referred to as “**Government Officials**”)

Prior to beginning any engagement with the Company, the Third Party Representative must (i) agree to follow or have policies implemented similar to the Company’s Code of Business Conduct and Ethics and this Policy; (ii) submit to appropriate monitoring and audit procedures by or on behalf of the Company, at the Company’s discretion; (iii) agree that it shall not retain any sub-agent, sub-contractor or representative without the Company’s prior written consent; and (iv) acknowledge that such engagement may be terminated if there is a violation of the foregoing undertakings, representations and agreements.

The Company may determine regions or countries that pose higher risks of corruption and may impose more stringent requirements on Third Party Representatives operating out of or into such regions.

The Company’s management will administer the due diligence and approval process of Third Party Representatives, and the inclusion and implementation of appropriate safeguards in Third Party Representative agreements, such as compliance with this Policy and anti-corruption laws, anti-bribery and anti-corruption training, monitoring and audit procedures. As necessary, management will provide such materials or reports to the Audit and Risk Committee, as required in their role of providing oversight of the due diligence and approval process.

3. ANTI-BRIBERY

A bribe is typically anything of value (such as, but not limited to, cash, cash-equivalents, jobs or “consulting” relationships for the person or his or her family or friends, investment opportunities, entertainment or other gifts or courtesies) offered or given in an attempt to affect a person’s actions or decisions in order to assist in obtaining or retaining business for, or with, or directing business to, any person or to gain or retain a business advantage. Such improper payments also result in reputational damage to the Company.

It is prohibited for Covered Persons and Third Party Representatives to bribe any person, either directly or indirectly.

Further, the Company and any Covered Person and/or Third Party Representative breaching this policy may be liable for imprisonment and/or fines for any such improper payments .

4. FACILITATION PAYMENTS

Facilitation payments are sums paid to government officials to facilitate or expedite a routine government action (such as processing a visa, scheduling an inspection or securing civil services). Facilitation payments are not permitted under any circumstances and must be reported to the Chair of the Audit and Risk Committee,

Head of Internal Audit and Risk and the General Counsel as soon as possible after they are made. If the demand is made onboard or in respect of a vessel managed by the Company, it must be immediately reported to the vessel's operations department.

In the refusal to make such a payment is likely to result in a risk to your personal safety, security of freedom, this is extortion and not a facilitation payment. The payment may be made but must be reported to the Chair of the Audit and Risk Committee, , Head of Internal Audit and Risk and the General Counsel as soon as possible after they have been made.

It is acceptable to make payments to facilitate or expedite actions if such payments are publicly available and transparent (such as paying an additional fee to obtain an expedited permit if such fee is publicly posted and available to anyone wishing to pay it to obtain a permit in a shorter time frame). Such payments must be properly recorded in the Company's books and records as described in Section 8 below.

5. GIFTS, ENTERTAINMENT AND HOSPITALITY

Gifts, entertainment and hospitality should always be reasonable, made in good faith and in compliance with Company policies, including our Code of Business Conduct and Ethics and this Policy.

It is permitted to pay certain travel and accommodations expenses for private-sector business guests visiting the Company's facilities or Company-sponsored events as long as it is for legitimate business purposes and provided no friends or family members of the invitee are travelling at the Company's expense, no unreasonable side trips are planned, no per diem cash is provided and the expense is properly recorded in the Company's books and records as described in Section 8 below.

The same rules would also apply, with the appropriate modifications, for a third party paying travel and accommodations expenses for Covered Persons and Third Party Representatives.

As a general rule, all Covered Persons should not provide or accept gifts or hospitality to or from Government Officials.

Business decisions should never be influenced by improper payments, gifts, entertainment or hospitality. All gifts, entertainment and hospitality from strategic partners or potential strategic partners will be subject to a high level of scrutiny.

The form in [Exhibit A](#) should be completed by all Covered Persons either receiving or providing such gifts and entertainment in excess of US\$500 per person, and returned to the Chair of the Audit and Risk Committee and General Counsel for approval, with the Head of Internal Audit and Risk in copy.

6. SPONSORSHIP

The Company is proud to sponsor various community and other events. However, any sponsorship should always be reasonable, made in good faith without the expectation of anything in return or the intention of influencing the behaviour or decision-making of others, and in compliance with Company policies, including our Code of Business Conduct and Ethics and this Policy.

7. POLITICAL, COMMUNITY AND CHARITABLE CONTRIBUTIONS

The Company does not make political contributions and does not permit political contributions to be made on its behalf. Individuals are permitted to participate in political activities or support any political parties of their own choosing, on their behalf and on their own time.

Community or charitable contributions to be made on the Company's behalf must be approved in advance by the Chief Executive Officer or Chief Financial Officer. It is not permitted to make such contributions other than in good faith without the expectation of anything in return or the intention of influencing the behaviour or decision-making of others, and in compliance with our Code of Business Conduct and Ethics and this Policy. All community or charitable contributions by or on behalf of the Company must be accounted for with supporting documentation, including a receipt or written acknowledgment of the donation from the recipient. The Company and all Covered Persons are prohibited from making contributions to any charity owned or controlled by government or public officials.

8. BOOKS, RECORDS & EXPENSES

The Company's books, records and accounts shall be kept accurately and in reasonable detail so that they fairly reflect all transactions and dispositions of assets.

Expenses must be properly classified and recorded in all cases, and detailed and accurate accounting records must be kept for all transactions, including cash and bank account records. It is prohibited to mischaracterize or omit any Company-related expenses in the Company's record keeping. It is not permitted to create any undisclosed or undeclared accounts for any purpose. False or artificial expense reports or accounting entries are not permitted for any reason.

Personal or third party funds may not be used to accomplish what is otherwise prohibited by Company policy or by law.

9. TRAINING

All Covered Persons shall undergo periodic training concerning the requirements of this policy.

10. REPORTING VIOLATIONS

The Company has engaged a third party, Navex, to provide a confidential and anonymous reporting system, EthicsPoint. All known or suspected violations of this Policy must be promptly reported. Please see the Speak Up Policy.

The Company has a strict no retaliation policy and will not tolerate any kind of retaliation against anyone who, in good faith, reports a violation or suspected violation of this Policy or anti-corruption laws.

11. ENFORCEMENT

Anyone who violates this Policy or fails to report a known violation of this Policy by someone else may face disciplinary action, including possible termination of their relationship with the Company.

Violations of this Policy may also violate applicable law, which may cause the Company to incur consequences and liabilities, but which may also have additional consequences for violators personally, such as penalties and fines (which will not be paid by the Company) or imprisonment.

The Board may, from time to time, permit departures from the terms hereof, either prospectively or retrospectively, and no provision contained herein is intended to give rise to civil liability to shareholders, competitors, employees or other persons or to any other liability whatsoever.

12. OVERSIGHT

Management is responsible for:

- Implementing and administering this Policy.
- Educating Covered Persons about this Policy.
- Performing periodic corruption risk assessments.
- Monitoring the effectiveness of, and compliance with, this Policy.
- Reporting on this Policy periodically to the Audit and Risk Committee.
- If necessary, updating this Policy to reflect developments and ensure compliance with changing regulatory requirements.

Any updates to this Policy that are material must be approved by the Audit and Risk Committee at the next regularly scheduled meeting of the Audit and Risk Committee.

EXHIBIT A

GIFTS AND ENTERTAINMENT FORM

Date:		
Name and Department of the Company Employee:		
Name of the counterparty:		
Is the counterparty a government official or a government organization / institution?	Yes <input type="checkbox"/>	No <input type="checkbox"/>
	If yes, have you obtained the counterparty's confirmation that the gift / entertainment is permitted by its policies and regulations?	
	Yes <input type="checkbox"/>	No <input type="checkbox"/>
Total or estimated value of gifts & entertainment provided to or received from counterparty (in USD):		
Description of gifts & entertainment, including names of individuals attending:		
Reason for provision or acceptance		

For official use only	Approval form number: _____ (xxx/year)	
Name and signature of approver of General Counsel	Name and signature of approver from the Audit and Risk Committee	
Date	Date	
If approval is denied, please provide reason		