



Code of Conduct

Revised and approved by the Board on 13 November 2020



1 Purpose

Our Code of Conduct outlines what is expected of everyone who works for OZ Minerals (Personnel). It's designed to ensure that everything we do at OZ Minerals creates value for our Stakeholders - Employees, Communities, Governments, Suppliers and Shareholders and business is conducted with honesty and integrity so we can achieve our purpose of going beyond what's possible to make lives better.

2 Scope

Our Code of Conduct applies to everyone who works for OZ Minerals – directors, officers, employees and contractors – and covers business activities with all Stakeholders in Australia and overseas.

3 How We Work Together

Our [How We Work Together Principles](#) and their underpinning behaviours are embedded in our core systems and processes to enable growth, innovation and collaboration. As a member of the OZ Minerals team, you are responsible for adopting and demonstrating the How We Work Together principles and behaviours.

4 Standards Expected

4.1 Compliance with the Law

You are:

- expected to comply with the laws and regulations of the country in which you operate
- encouraged to keep abreast of legal and industry developments that may impact your work activities
- expected to understand and comply with OZ Minerals' policies, standards and procedures relevant to your area of work.

If you are concerned about a particular law, regulation, policy, standard or procedure, please contact your manager.

4.2 Protection of OZ Minerals' Interests

You must conduct yourself with honesty and integrity, avoiding actions that may compromise OZ Minerals' interests, reputation or objectives.

4.3 Conflict of Interest

When your private interests could cause you to pursue a personal benefit for yourself, your friends or your family at the expense of OZ Minerals, you may have a conflict of interest. Some examples of situations where conflicts of interest often arise include:

- diverting business to or from OZ Minerals through a supplier owned by a relative or friend
- accepting employment, advisory positions or board seats with our competitors or Stakeholders which may influence your judgement in a way that is detrimental to OZ Minerals

When considering a course of action, ask yourself whether it could, or could appear to, create an incentive for you to benefit yourself, your friends or family or an associated business at the expense of OZ Minerals. If the answer is "yes", it may be a conflict of interest and you should avoid it.

You must conduct all business transactions in the best interests of OZ Minerals, and for a proper purpose. Any actual or potential conflicts of interest must be immediately reported to the appropriate people identified in the [Conflict of Interest Process Standard](#).

4.4 Use of Knowledge and Information

The security and proper use of Company and Stakeholder information is mandatory. You must not improperly use knowledge, information, documents or other Company resources. Information about OZ Minerals, its Stakeholders and employees must be respected, protected and confidentially maintained at all times.

Both our network and the hardware that uses it, like computers and mobile devices, are OZ Minerals' property and we have controls in place to ensure our systems comply with laws and only contain appropriate content. Be sure to follow all security requirements and do not remove or prevent the installation of OZ Minerals software on any devices, content that is in breach of copyright legislation, is unlicensed, offensive or illegal should not be transmitted, accessed or stored using OZ Minerals systems. If you believe that our security has been compromised, you must promptly report it to IT Support.

If you come across information about OZ Minerals and other organisations that is confidential or not publicly available, you must not use it for private gain or someone else's gain.

Do not use this non-public information to buy or sell shares or pass it onto others so that they may do so, as it could constitute insider trading, which is illegal.

You must respect the privacy of information and not disclose or misuse confidential or inside information, even after you stop working for OZ Minerals.

4.5 Respect of OZ Minerals Property

All OZ Minerals assets and property must only be used for the benefit of OZ Minerals. You are responsible for protecting any OZ Minerals assets under your control. You must not steal, misappropriate or misuse OZ Minerals assets, including, but not limited to, cash, securities, property, intellectual property or confidential information, and you must not assist others to do so.

4.6 Gifts, Entertainment and Hospitality

You must not seek, accept, provide or offer gifts, entertainment and hospitality unless they are considered legitimate business practices, as they could be perceived as a reward for preferential treatment or creating a business obligation.

You can offer or accept gifts, entertainment and hospitality if it is occasional and of modest value. Determining what is 'occasional' and 'modest' is a matter of judgement and will depend on what is common and appropriate in the relevant country or region.

If a contract is being negotiated or tendered, you must not accept any gifts, entertainment or hospitality from any existing or potential vendors or service providers during the negotiation or tender process.

You must ensure that gifts, entertainment and hospitality given or received valued at US\$100 or more are recorded in the [Gifts and Entertainment Register](#).

Under no circumstance can you make facilitation payments (for example, minor payments to secure or expedite a routine Government action). This is in line with the anti-corruption laws of various countries. If you receive a request for a facilitation payment or have any concerns about accepting or offering gifts, entertainment or hospitality, please contact your manager and the Corporate Legal Function.

4.7 Professional Behaviour and Fair Dealing

We are committed to a supportive work environment where you can reach your full potential. OZ Minerals is against all forms of intimidation, discrimination and harassment and you must do your best to create a workplace that is free of those behaviours. We are committed to equal opportunity, personal rights and freedom in all aspects of our operations.

You must maintain professional conduct when interacting with our Stakeholders. When representing OZ Minerals you must conduct yourself in a manner consistent with How We Work Together and in compliance with the laws applicable to behaviour in that environment. Be mindful of the social ramifications of your actions, be aware of the local culture and behave accordingly.

4.8 Safety, Health and Wellbeing Performance

We are committed to providing a safe and healthy work environment for you, and any visitors to our sites. You must take reasonable care for your health and wellbeing, and safety and that of others. You also must comply with reasonable instruction that is given by leadership, which ensures you are in line with OZ Minerals' Policies, and Performance Standards, and the applicable health and safety legislation and regulations.

4.9 Social and Environmental Performance

We are committed to a high standard of care for the natural environments and communities in which we operate. We respect the cultural values, traditions and beliefs of those communities. Building and maintaining strong supportive relationships and partnerships with local communities drives value creation for both the business and the community.

5 Compliance with this Code of Conduct

We expect all of our Personnel to know and follow this Code of Conduct, and all other expectations of OZ Minerals, including, but not limited to, the OZ Minerals Policies and Standards. Failure to behave in line with these expectations can result in disciplinary action, including termination of your employment or engagement with OZ Minerals.

6 Reporting Non-Compliance

OZ Minerals is committed to ensuring you can raise concerns regarding illegal or potential misconduct in good faith without being subjected to detriment and to have your concerns properly investigated.

If you become aware of a breach or a suspected breach of this Code of Conduct, please report it immediately to one of the recipients set out in the [Speak Up Standard](#), including OZ Minerals' independent disclosure hotline – [STOPline](#).

7 Review

The Corporate Legal Function is responsible for reviewing this Code of Conduct on an annual basis and recommending changes to the Board. OZ Minerals also retains the sole discretion to interpret or modify this document at any time. You will be notified of any changes made to the Code of Conduct.

8 Contact

It's impossible to spell out every possible ethical scenario we might face. Instead, we rely on each other's good judgement to maintain a high standard of integrity and a good culture at OZ Minerals. We expect everyone to be guided by both the letter and the spirit of this Code of Conduct. Identifying the right thing to do is sometimes difficult, so if you aren't sure, please contact your manager or the Corporate Legal Function.