



Anti-Bribery and Corruption

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Anti-Bribery and Corruption Document

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1. What is the Purpose of this Document?

OZ Minerals has assessed that it faces bribery and corruption risks arising from the geographic areas in which it operates and the nature of its business. OZ Minerals has zero tolerance for bribery or corruption in connection with its operations and activities, is committed to conducting its business fairly, honestly and transparently, and has adopted controls responsive to bribery and corruption risks. The purpose of this Document is to promote high ethical standards and full compliance with the anti-bribery and anti-corruption laws that apply to OZ Minerals' business in or outside of Australia.

2. To Whom Does this Document Apply?

This Document applies to the directors, officers, employees, contractors and agents of OZ Minerals and any ventures or entities controlled by OZ Minerals (**Workforce**) in undertaking **Work** for OZ Minerals. It applies to all OZ Minerals operations and activities globally.

3. What are my Responsibilities Under this Document?

Members of the Workforce must ensure that they understand and comply with this Document. The Audit Committee is responsible for the oversight of this Document and Management will report to the Board on any actual or reported breaches of this Document as and when they occur.

4. What are the Key Dos and Don'ts?

Do	Don't
1. Know your obligations under the Document.	1. Offer, give, solicit or accept bribes.
2. Complete due diligence on third parties and ensure anti-bribery provisions are in contracts where required.	2. Make facilitation payments.
3. Keep accurate and transparent records.	3. Offer, pay, solicit or accept secret commissions.
4. Do your anti-bribery training.	4. Give or accept improper gifts, hospitality or entertainment.
5. Report suspected instances of breach.	5. Engage in money laundering.

5. What are the Consequences of Breaching this Document?

Bribery and the other corrupt conduct addressed by this Document are very serious offences. All reported incidents will be taken seriously, reviewed and thoroughly investigated. Depending on the circumstances, the incident may be referred to regulatory and law enforcement agencies.

A breach of this Document may be regarded as serious misconduct, leading to disciplinary action that may result in termination of employment. A breach of this Document may also expose members of the Workforce and OZ Minerals to criminal and/or civil penalties, substantial fines, exclusion from tendering for government or private contracts, loss of business and reputational damage.

6. What are the Prohibitions against Bribery and Corruption?

OZ Minerals has zero tolerance for bribery or corrupt conduct in connection with its business.

Members of the Workforce **must not**:

- Engage in **bribery**: Offering, promising, authorising, providing, soliciting or receiving a benefit (including a non-monetary benefit) with the intention of influencing a public official, officials of state-owned companies, representative of a community, representative of a non-governmental organisation or person in the private sector in the performance of their duties, to obtain business or a business advantage that is not legitimately due.
- Make **facilitation payments**: Payment of a nominal amount or other inducement to a public official, either directly or indirectly, to secure or expedite the performance of a routine action or function that the public official is already obliged to perform. For example, payments made in order to expedite government approval for an activity.
- Offer, pay, solicit or receive **secret commissions**: Offering or giving a commission to an agent or representative of another person (the 'principal') to induce or influence the conduct of the principal's business, without that agent or representative disclosing the commission to the principal. For example, if an OZ Minerals employee pays an agent of a potential joint venture partner in return for that agent facilitating OZ Minerals securing favourable commercial terms in the joint venture agreement, and that agent did not disclose the payment to the joint venture partner, that payment would constitute a secret commission.
- Engage in **money laundering**: Concealing the existence of an illegal source of income and then disguising that income to make it appear legitimate. For example, a supplier insisting that OZ Minerals start making payments in return for services rendered in Australia into an offshore bank account to conceal the fact that they are rendering the services without the requisite licence to do so.
- Offer or accept **gifts, entertainment or hospitality** otherwise than in accordance with the requirements set out in this Document.
- Engage with the **third parties** set out in Item 9 without following the due diligence and contractual control requirements set out in this Document.

7. When Can Members Of The Workforce Accept Gifts, Entertainment and Hospitality?

Members of the Workforce (including contractors or agents to the extent they are acting as, or could be perceived as acting as, representatives of OZ Minerals) must not offer or accept gifts, entertainment and hospitality unless the following conditions are all met:

- it is of occasional and 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;
- given or received for the purpose of general relationship building only;
- not intended, and cannot reasonably be construed, as an attempt to improperly influence the recipient's performance of a role or function;
- complies with the local laws and regulations of the jurisdiction in which it is made;
- given or received in an open and transparent manner; and
- does not include cash, loans or cash equivalents (such as gift certificates or vouchers).

All members of the Workforce must ensure that gifts, entertainment or hospitality given or received valued at US\$100 or more are recorded in the online Gift and Entertainment Register on the Intranet. The Corporate Legal Function must maintain and audit the Gift and Entertainment Register.

8. Can OZ Minerals Make Donations and Offer Sponsorships?

Sponsorships and Donations

OZ Minerals is committed to supporting the communities in which we operate through investment initiatives, sponsorships and donations. The Sponsorship Assessment Team meets once a month to consider all requests for community investments, donations and sponsorships. Applications are assessed according to the availability of funds and the ability of the application to meet the OZ Minerals sponsorship criteria.

Political Donations

Members of the Workforce (including contractors or agents to the extent they are acting as, or could be perceived as acting as, representatives of OZ Minerals) are prohibited from making donations to political parties, organisations, incumbents, candidates or any public official on behalf of OZ Minerals. Members of the Workforce may attend dinners, conferences or similar events organised by political parties if the Managing Director & Chief Executive Officer (MD&CEO) and Corporate Affairs Executive deem it appropriate and provide approval to attend such events. All members of the Workforce must ensure that a record of their attendance at political events is recorded in the online Political Events Register on the Intranet after obtaining the relevant approvals.

9. What is the Process for Engaging Third Parties?

Due Diligence

Prior to engaging third parties (for example, joint venture partners, agents, contractors, suppliers or an entity that is not a party to a contract or a transaction, but has an involvement), members of the Workforce carrying out and responsible for the engagement must conduct due diligence if the third party constitutes any of the following:

- potential joint venture partner;
- merger or acquisition target;
- community program partner;
- material supplier as assessed under the OZ Minerals' Risk Management Standard, or
- an agent or intermediary that may engage with government on behalf of OZ Minerals or that are engaged on behalf of OZ Minerals for activities outside of Australia.

If due diligence is required, members of the Workforce must complete the pro forma Due Diligence Report available on the Intranet. Where any red flags are identified in the course of completing the report, members of the Workforce must inform the Corporate Legal Function. The Corporate Legal Function must confirm whether it is appropriate to proceed with the engagement in those circumstances.

Contractual Controls

If due diligence on a particular third party was necessary, any engagement with that third party must include clauses addressing anti-bribery and corruption.

During the Engagement

During the engagement, members of the Workforce must oversee the work of the third party (including, where appropriate, requesting and reviewing progress reports, invoices and other documentation) to confirm that legitimate work has been undertaken and improper payments have not been made.

Any red flags must be reported to the Corporate Legal Function. The Corporate Legal Function will fully document and investigate all red flags identified during the engagement.

10. Is Anti-Bribery and Corruption Training Required?

All members of the Workforce must complete online and/or face-to-face training as directed by the Corporate Legal Function. The Corporate Legal Function will keep records of members of the Workforce that have received training on this Document.

11. What Documents and Records are required to be kept?

Members of the Workforce with responsibilities for recording financial transactions must do so accurately, completely and fairly in accordance with the OZ Minerals internal accounting controls. Books and records must record, in reasonable detail, the parties, payment arrangements and purpose of all transactions and disposition of assets. No accounts are to be kept 'off the books' for any reason.

12. How Do I Report Breaches of this Document?

Members of the Workforce must immediately report any actual or suspected breaches of this Document to their immediate supervisor, the Corporate Legal Function, the MD&CEO, or anonymously via STOPline.

The Corporate Legal Function must investigate all reported actual or suspected breaches of this Document.

13. Review

The Audit Committee will review this Document every two years.

14. Who Do I Contact About this Document?

If you have any questions about this Document, please contact the Corporate Legal Function.