



Anti-Bribery and Corruption

Revised and approved by the Board on 18 December 2019

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Anti-Bribery and Corruption Procedure

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1. What is the Purpose of this Procedure?

OZ Minerals has zero tolerance for bribery or corruption in connection with its operations and activities and is committed to conducting its business fairly, honestly and transparently. The purpose of this Procedure 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 Procedure Apply?

This Procedure applies to the directors, officers, employees and agents of OZ Minerals and any ventures or entities controlled by OZ Minerals (**Personnel**). It applies to all OZ Minerals operations and activities globally.

3. What are my Responsibilities Under this Procedure?

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

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

Do	Don't
1. Know your obligations under the Procedure.	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 Procedure?

Bribery and the other corrupt conduct addressed by this Procedure 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 Procedure may be regarded as serious misconduct, leading to disciplinary action that may result in termination of employment. A breach of this Procedure may also expose Personnel 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.

Personnel **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 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 Procedure.
- Engage with the **third parties** set out in Item 9 without following the due diligence and contractual control requirements set out in this Procedure.

7. When Can Personnel Accept Gifts, Entertainment and Hospitality?

Personnel 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 Personnel 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 Legal Department 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 Committee 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

Personnel are prohibited from making donations to political parties, organisations, incumbents, candidates or any public official on behalf of OZ Minerals. Personnel may attend dinners, conferences or similar events organised by political parties if the Managing Director & Chief Executive Officer (MD&CEO) and Head of Corporate Affairs deem it appropriate and provide approval to attend such events. All Personnel must record their attendance at political events 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), Personnel 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, 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, Personnel 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, Personnel must inform the Legal Department. The Legal Department 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. These clauses are available on the Intranet.

During the Engagement

During the engagement, Personnel 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 Legal Department. The Legal Department will fully document and investigate all red flags identified during the engagement.

10. Is Anti-Bribery and Corruption Training Required?

All Personnel must complete online and/or face-to-face training as directed by the Legal Department. The Legal Department will keep records of Personnel that have received training on this Procedure.

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

The Finance Department must record all financial transactions 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 Procedure?

Personnel must immediately report any actual or suspected breaches of this Procedure to their immediate supervisor, the Legal Department, the MD&CEO, or anonymously via STOPLine.

The Legal Department must investigate all reported actual or suspected breaches of this Procedure.

13. Review

The Audit Committee will review this Procedure every two years.

14. Who Do I Contact About this Procedure?

If you have any questions about this Procedure, please contact the Legal Department.