

# ANTI-BRIBERY AND CORRUPTION POLICY



We prohibit bribery and corruption in any form, and comply with applicable anti-bribery and corruption ("ABC") laws wherever we conduct business.

This ABC Policy ("Policy") supports the "No fraud, bribery or other corrupt conduct" section 12 in our Code of Business Conduct ("Code").

For the purposes of this Policy, "South32" means South32 Limited, its subsidiaries, and its operated or controlled joint ventures.

## OUR PEOPLE

Includes South32 directors, executive management, employees and contractor staff (e.g. labour hire, temporary or agency staff, and secondees).

## OUR JV PARTNERS ACTING ON OUR BEHALF

Any of our joint venture partners or co-investors in a South32 controlled or operated joint venture ("JV partners") who interact with third parties on behalf of that joint venture and therefore us.

### Non-controlled JVs

If you are authorised to represent South32 in one of our non-controlled joint ventures, you must endeavour to influence the joint venture to implement an ABC Policy consistent with ours and as relevant to that joint venture.

## OUR SUPPLIERS

Any third party that South32 engages to provide goods and/or services, such as vendors, consultants and contractors, as well as third party representatives who interact with external parties on South32's behalf.

Examples of Suppliers who may act on our behalf include customs or visa agents, freight forwarders, brokers, intermediaries and travel agents.

All Suppliers (except our GFRs) must follow this Policy, or their own ABC Policy provided their conduct standards are consistent with ours.

## WHO MUST FOLLOW THIS POLICY?

## OUR GOVERNMENT FACING REPRESENTATIVES ("GFRs")

GFRs are those third party representatives (i.e. the subset of our Suppliers and JV partners) who interact with Government Officials (as defined on page 2) on South32's behalf.

Our GFRs must follow this Policy.

### A breach of this Policy is serious as it may:

- have significant reputational, financial, operational and legal consequences;
- result in significant civil and/or criminal consequences for South32, fines or imprisonment for you; and/or
- result in disciplinary consequences including termination of employment or contract.

DO NOT

Offer, give or accept bribes, directly or indirectly via a third party, to or from anyone, including Government Officials. A Threat to Health and Safety (see below) is the only exception to this.

**Bribery or a bribe** is the offering of anything of value intended to improperly influence the actions of a Government Official or other private person in performing their work duties.

**Offering includes 'promising'**, and you don't need to actually 'give' anything of value to breach the law - an offer can be enough!

Bribery can involve:

- Government Officials or private individuals and can occur directly or indirectly via third parties acting on our behalf (such as our **GFRs**).

We can be held legally liable for corrupt payments made by our People and those acting on our behalf, which is why we conduct enhanced risk based due diligence on and monitor our **GFRs** in particular.

- A variety of schemes, including those that are less obvious like a "secret commission", which are payments provided to a third party over and above the fair market value of the good or service, with the intent of such excess amount being passed on to induce an improper business advantage.

**Government Official** includes:

- employees or officers of any national, state, regional, local or municipal authorities, as well as from public international organisations and organisations owned or controlled by a government body;
- politicians, political party officials and candidates;
- leaders of Indigenous, Traditional and /or Tribal Peoples\*;
- senior members of royal families; and
- in some cases, relatives of any of the above.

\* 'Indigenous, Traditional and/or Tribal Peoples' has the meaning in the glossary to our Code of Business Conduct.

**Anything of value** includes cash, cash equivalents, gifts, per diems, entertainment, travel, accommodation, meeting fees, vouchers, kickbacks, commissions, political donations, community or charitable donations, scholarships, sponsorships or job opportunities.

Never give or receive anything of value if others could perceive it as improper.

**THREATS TO HEALTH AND SAFETY**

If you are asked to give a payment or thing of value and a threat is made to your health and safety (or that of a work colleague), you may give it. You must then report the event as soon as safely possible to our Business Integrity team to ensure it is documented accurately.

Make facilitation payments, even if small or customary. A Threat to Health and Safety (see above) is the only exception to this.

**A facilitation payment** is the giving of anything of value to a Government Official to get them to perform (often to speed up) a routine and non-discretionary service to which we are already entitled.

Offer or give any improper commercial sponsorship, community or charitable contribution, or political donation on our behalf.

Offer, give, accept or solicit inappropriate gifts, entertainment or hospitality. Gifts, entertainment and/ or hospitality (including meals) must always be of an appropriate value, nature and occasional.

Engage in any other form of corrupt conduct (such as insider trading or extortion), including involving third parties.

**YOU MUST ALWAYS**

- Follow our requirements in this Policy and complete our ABC training as required.

Our People must also follow other ABC specific requirements (including obtaining a necessary Business Integrity team pre-approval) covered in our internal standards and procedures.

**Immediately report any potential or actual breach of this Policy to our Business Integrity team.**

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- Keep and maintain accurate and transparent books, accounting, financial and transaction records.

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- Consult with our Business Integrity team before buying or selling land, tenements, businesses or other investment interests; entering into a new joint venture; starting business in a new country; or if you otherwise have a potential corruption concern, as our Business Integrity team may need to conduct necessary ABC due diligence and/or provide related advice.

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- Immediately declare a conflict of interest if you are or expect to become (1) a Government Official, or (2) a close relative of a Government Official in a position relevant to our business in the mining industry.

You must do this by entering it in our Conflicts of Interest Register and determine with your line leader if it is appropriate for you to continue your role for South32 given the actual, potential or perceived conflict (as applicable).

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- BUSINESS INTEGRITY TEAM PRE-APPROVALS**

Obtain approval from our Business Integrity team before:

  - ✓ Engaging a **GFR**. The process for obtaining pre-approval (including renewals of an expired GFR approval) is specified in our **Government Facing Representative Pre-Clearance Procedure (“GFR Procedure”)**.
  - ✓ Accepting to attend any paid political event or activity.
  - ✓ Offering or giving any social or community donation, grant or investment.
  - ✓ Offering or giving any sponsorship.
  - ✓ Offering, giving or receiving a gift, entertainment and/or hospitality (including meals) above our modest value thresholds:
 

US\$50 per person for gifts, US\$150 per person for entertainment and hospitality (including meals). Always exercise good judgement.
  - ✓ Offering or giving any other thing of value to a Government Official. See examples of ‘anything of value’ on the previous page.

In seeking a pre-approval request, it must be supported by a legitimate business purpose and satisfy our Business Conduct Quick Test in our Code.

Make an approval request via our integrity and compliance approval system (“**ICAS**”), or via the SmartyGrants management system for social investments, accessible from our Code intranet site.

**CHANGES TO THIS POLICY**

This Policy is reviewed periodically by our Business Integrity team, with updates approved by our Board. Please visit our website at [www.south32.net](http://www.south32.net) to obtain a copy of the latest version at any time.

**LEARN MORE**

If you have a question about this Policy, ask your line leader.  
 If you still need help or are unsure, ask a member of our Business Integrity team.

See the Code of Business Conduct section of our [website](#) for:

- Guiding anti-bribery and corruption (ABC) practical examples.
- More information about our ABC compliance program.

**OTHER RESOURCES FOR OUR PEOPLE**

See our Code of Business Conduct intranet site. You will find on it links to our Conflict of Interest Register, Integrity and Compliance Approval System (ICAS) and SmartyGrants management system.