



CODE OF BUSINESS CONDUCT GUIDING EXAMPLES

BRIGHTER
FUTURES
TOGETHER



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+ Learn more by visiting our Code website and Speak Up website, available to everyone. You will find our Code, inclusive of our Speak Up Policy, in multiple languages there. More information is also available for our people at our Code intranet site.

SECTION 5

EVERYONE GOING HOME SAFE AND WELL



My line leader told me we have to meet our new production targets and can only do so by breaking some of our safety procedures. What should I do?

All of our safety procedures are necessary and must never be compromised. You should first raise your concerns with your line leader. If you are uncomfortable doing this or are unsuccessful, you should consider raising your concern with another South32 leader or via one of the other options outlined in our Speak Up Policy.



I have been called to service a broken-down water truck, which I know will take several hours to repair. With the adjacent haulage road now dry, the area is very dusty and known to contain silica. I know the policy is to always wear a respirator under such conditions, but my truck has run out of disposable respirators. My supervisor indicates that the service is urgent, with no time to return to base to get replacement respirators. Should I do it?

No. Doing so is a breach of our standards and processes, which are in place to protect you against potential health and safety risks. Explain to your line leader that you cannot drive down the road in your current truck as it has no respirators on board. Work with your line leader to discuss alternative options. If you are unable to contact your line leader, consider contacting your HSE representative to resolve the issue. Do not start repair works until the situation has been resolved and all required tools, equipment and PPE are available to you to be able to complete the job safely.



I have been taking prescribed medication for a personal health concern that I have been working through. After speaking to my doctor, she said the medication could affect my role. Do I need to advise my line leader of my medication?

You need to understand and comply with your site or office fitness for work program. If you in any way feel that your fitness for work may be impaired as a result of either your personal health concern or your prescription medication, you must advise your line leader, who will be able to assist.

SECTION 6

FOSTERING INCLUSION, DIVERSITY AND EQUITY IN OUR WORKPLACE



At yesterday's team meeting, a member of my team, Dave, asked a question and our leader responded by saying that it was the type of stupid question that he would expect from Dave. It's not the first time I have witnessed this. I'm not sure how Dave felt, but the comment made me feel uncomfortable. I told my wife last night, but she suggested that it wasn't really any of my business. What should I do?

If the comment by Dave's leader made you feel uncomfortable then there is a reasonable chance it made Dave feel uncomfortable too. If it feels appropriate to do so, take Dave aside and ask him how he felt about the situation, sharing that you thought it was inappropriate behaviour. Encourage Dave to speak to his line leader, his two-up leader, his Human Resources representative or to contact EthicsPoint. As a bystander, you also have a responsibility to report the matter. You should also speak to your two-up leader, Human Resources representative or contact EthicsPoint. We all have a responsibility to uphold our Code and you don't have to be personally impacted to report what you see.



My line leader constantly moves my deadlines causing me to work long hours, speaks to me in a condescending manner when other people are not around and generally disregards my input. I'm feeling really anxious. What should I do?

Our people are South32's most important asset and it is critical that they feel respected and engaged. If this behaviour is making you feel anxious, it is important that you first consider raising your concern with your line leader. If you are not comfortable to do this or the discussion does not resolve the matter, you can also raise it via one of the other options in our Speak Up Policy, including your two-up leader or another South32 leader, a Human Resources representative, or EthicsPoint. You can also contact your local Employee Assistance Program (EAP) for support.



I follow a number of my colleagues on social media. I see that one of my colleagues is making explicit social media posts about others on site. Should I report the post?

Bullying and harassment can occur via a range of mediums, including in person and online. If you think the comments your colleague has made online have the potential to impact relationships at work by offending, isolating or upsetting people, you should report them in accordance with our Speak Up Policy.

SECTION 7

RESPECTING HUMAN RIGHTS



One of our suppliers on our site is withholding the passports of their workers as standard practice. Is this a problem?

Yes. Withholding any form of personal identification document - whether it is a passport, drivers license or other form of national identity card - is not acceptable and may be an indicator of forced labour or other exploitative labour practices. Speak Up and report it to your line leader, EthicsPoint, or via one of the other options in our Speak Up Policy so necessary next steps can be taken.



I'm concerned about some of the practices of one of our suppliers. I suspect that their workers are regularly forced to do overtime, and not paid very much. What should I do?

This requires further investigation. Speak to your relevant Supply team representative to align on necessary next steps to determine if the suspicion is correct and if we need to take more action with this supplier.



I'm concerned that security providers onsite could be using unnecessary force against local members of the community. What should I do?

Speak Up and immediately report it to your line leader, EthicsPoint, or via one of the other options in our Speak Up Policy. South32 is committed to the Voluntary Principles on Security and Human Rights, to ensure we maintain the safety and security of our operations in a way that respects human rights and freedoms.



SECTION 8

PROTECTING PRIVACY



I received a phone call from someone I didn't know. They said they have been asked to give a friend who works at South32 a lift home from work, but they don't have their contact details. They asked me to tell them where the person worked and when they would likely be finishing for the day. What should I do?

Employee contact information is confidential and you should not disclose any personal information to the unknown caller – as doing so without permission of the relevant South32 employee may be a breach of privacy laws and South32's Privacy Policy. Instead, consider asking for the caller's name and contact details and say that you will pass them on to the relevant person so that they can get in touch with the caller if they want to.



I've recently changed my address and phone number but haven't informed anyone at South32. Do I need to?

Yes. South32 is required by law to take reasonable steps to keep the personal information we hold about you accurate and up to date. We need your personal contact details to, amongst other things, ensure we can contact you in an emergency. To help us keep the information accurate and up to date, we ask that you promptly inform us of any changes. You can do this through our internal HR Portal.



I found a file with sensitive personal information about another employee. What should I do?

Encountering a file with sensitive personal information is a significant privacy concern that employees should address promptly. If an employee finds such a file, they should not access any further files, not download or share further, notify a supervisor, and report the event to local IT helpdesk. The South32 Privacy Officer must be contacted at privacyofficer@south32.net for all privacy incidents or concerns.

SECTION 9

BUILDING AND MAINTAINING TRUST WITH OUR COMMUNITIES



Our Social Performance team has decided to fund major renovations at a skills development centre. I have seen a media report suggesting that one of the Indigenous, Traditional and Tribal leaders that we negotiate with on access rights to Indigenous, Traditional and Tribal land is part-owner of the skills development centre. I do not want to interfere in their area and I'm not sure I have any basis for suggesting they are doing something wrong. What should I do?

Unfortunately, even well-intentioned projects can sometimes provide a personal benefit to government officials or people in a position of trust (such as Indigenous, Traditional and Tribal leaders) in order to improperly influence their actions in those roles. This is illegal under anti-corruption laws and prohibited by our Anti-Bribery and Corruption Policy. This may or may not be the case in this situation, but you should report your concern to your line leader so the issue can be appropriately responded to. If you are uncomfortable doing this, you can also raise it via one of the other options in our Speak Up Policy, including to our Business Integrity team or via EthicsPoint.



My operation is proposing to support the renovation of a local church. The asset is based in a highly multicultural environment and there are already tensions between various religious groups. I'm worried that our support for the renovation could create issues for South32 and our employees and the community by appearing to favour one religion over another. What should I do?

South32's approach to social investment specifically excludes contributions to any religious organisation for religious purposes, as they may be considered socially exclusive. You should first consider raising your concerns with your line leader. If you are uncomfortable doing this or are unsuccessful, you should raise the matter with our Community External Affairs Manager, a Human Resources representative, or contact EthicsPoint.



SECTION 10

BEING ENVIRONMENTALLY RESPONSIBLE



We had a small spill on the ground at our site—just a few litres. Do I have to report it?

Yes. All spills or releases of hydrocarbons or chemicals need to be reported to your supervisor or manager as soon as you are aware of them. This will ensure the incident is reported to any regulatory agencies, as required, and immediately investigated to identify root causes and any corrective actions.



Our waste is disposed off-site by a licensed waste facility that is audited by our regulators. Do I also have to review their performance?

You should review the performance of any suppliers to ensure they manage their environmental performance appropriately. Direct, indirect and cumulative environmental impacts and their associated risks and controls need to be assessed by South32. This includes environmental impacts associated with our direct operational activities, impacts from others as a result of activities on which our operations rely and impacts from others that may increase the severity of our own impacts.



SECTION 11

WORKING WITH GOVERNMENTS



I have a couple of corporate tickets to a high-profile sporting event. South32 is also waiting on an important licence extension for one of our operations. I know that a government official involved in the approval decision-making process is a big supporter of one of the sporting teams. Can I invite this government official to the event on South32's behalf?

No. You should not offer the ticket(s) to the government official, because to do so causes a conflict of interest for the official in making the licence extension approval decision. Offering the tickets may, or be perceived by others to, improperly influence the government official in performing their decision-making duties. Doing so may not only result in a breach of our Code and Anti-Bribery and Corruption ("ABC") Policy but potentially applicable ABC laws. Our Business Conduct Quick Test will also help you make the right decision in this situation.



A political party is hosting an event and I want South32 to pay for me to attend to represent South32. The event will be attended by a number of prominent politicians and I believe it will be a great opportunity to develop relationships. Can I attend this paid event?

South32 does not make donations to political parties so you would first need to be comfortable that there is a legitimate service being provided in return for the fee to attend. If you believe there is and want to attend this type of event on South32's behalf which will incur an attendance cost, you must first consult our External Affairs team and obtain prior approval from both our External Affairs and Business Integrity teams. This is to ensure attendance at the event is appropriate, lawful and meets our high ethical standards.

SECTION 12

NO FRAUD, BRIBERY OR OTHER CORRUPT CONDUCT



My line leader and I have identified that we need to build a closer working relationship with officials in the local office of the Ministry of Mines and improve their understanding of our local operations. The officials mention that they build relationships with people at other companies in the area when the companies fly them to the capital city for a sporting event, dinner at a restaurant and a night in a nice hotel. Is this appropriate?

No. Providing things of value in these circumstances would likely be, and perceived as, an attempt to improperly influence the officials to obtain a business advantage. Our Business Integrity team will not approve the offering or giving of such entertainment and hospitality per the requirements in our Anti-Bribery and Corruption (“ABC”) Policy. Improving the officials’ understanding of our operations is a legitimate business purpose but can be achieved by a site tour at our relevant local operation. Speak with our Business Integrity team if you want further guidance on what arrangements would be appropriate.



I speak regularly with a government official in the South African Department of Mines who is responsible for making decisions that will affect South32’s business. After one meeting he pulls me aside and asks if I could help his son get into a school in Australia. He needs a letter from South32 inviting his son to undertake work experience with our company in Australia so that his son can get a visa. He asks if I can use my Australian bank account to pay the deposit to the school with a promise to pay me back. Is this okay?

No. If you provide assistance with visas and school admission, you are providing something of value to the government official. Given this official is currently making decisions which will affect South32, doing so may breach ABC laws and should not occur. Pre-approval from our Business Integrity team is required for giving such things of value to a government official under our ABC Policy. In these circumstances, it will not be approved. Speak with your Business Integrity representative if you need further guidance.

SECTION 13

AVOIDING CONFLICTS OF INTEREST



My father-in-law runs a business to supply parts for trucks and I am the Supply Manager whose role it is to identify and make a decision on who our site uses to buy truck parts for maintenance. We are considering running a tender process to award a new contract. Can I include my father-in-law’s business in the tender process?

Given your role at South32, this is a conflict of interest which you must avoid. You must discuss it with your line leader to resolve and then record the resolution in our Conflicts of Interest Register. If there are legitimate business reasons for South32 to include your father-in-law’s business in the tender process, part of the conflict resolution process will involve removing you from managing and being involved in decision-making for the award of that contract.



I work night shift for South32 as an electrician. On my days off, I’m considering doing some domestic work on a casual basis for a friend. Do I need to discuss this with my line leader?

If you intend to perform work for a third party that is outside your full-time employment with South32, consider whether this could create a conflict of interest with your responsibilities to South32. This includes ensuring you are fit for work and your ability to work safely and productively is not compromised by fatigue. Discuss your proposed other work commitments with your line leader who will help assess whether you have an actual or potential conflict of interest. If your line leader considers that there is one, then you will need to resolve it with your line leader (to determine whether you can continue with your other work commitments) and then record the resolution outcome in our Conflicts of Interest Register.



Where to find our Conflicts of Interest Register?

Go to our Integrity and Compliance Approval System (ICAS), available for our people from our Code intranet site.

SECTION 14

COMPETING FAIRLY



I am attending an industry conference. A competitor approaches me and suggests exchanging price forecast information. Can I share this South32 sensitive information?

No. The exchange of competitively sensitive information, particularly forward-looking information such as price forecasts, will breach competition laws in many countries. Care should be taken in any discussions with competitors, regardless of where you are having the discussion. If a competitor suggests an inappropriate course of conduct or provides or requests competitively sensitive information (e.g. pricing, volume) you should immediately stop the conversation and say that you are uncomfortable with continuing the conversation. If the competitor persists, you should walk away. You should also prepare a note of the discussion and report the incident to our Legal team.



I have been contacted by a competitor who proposes a benchmarking study involving both companies. The main focus of the study will be on productivity measures, such as truck utilisation. Referring to higher costs, the competitor representative also proposes discussing the terms on which each company procures goods and services. Can I provide this information?

Benchmarking exercises which result in productivity improvements can be beneficial. However, if the exercise involves the exchange of competitively sensitive information, such as supplier or supplier terms and conditions (e.g. pricing, volume), competition law concerns can arise if the exchange is not managed properly. If you wish to engage in benchmarking which may involve the exchange of competitively sensitive information, or which involves a potential competitor, you should first speak to our Legal team.

SECTION 15

USING SUPPLIERS WITH INTEGRITY



I have been using a supplier for years and they really understand our business and its requirements. Lately their invoices seem to be quite expensive. Is this just inflation or do I need to do something?

Pricing must be agreed with vendors, through either quotations or contracts, and a purchase order must be issued prior to the commencement of any work or goods provided. Where appropriate, your Supply team will source multiple quotes to ensure the pricing is competitive. All service claims for work performed must be checked for accuracy of scope and pricing, including supporting evidence, prior to being accepted for payment. For goods, all goods must be received with invoice that matches both the PO conditions and physical inspection of the goods delivered. If prices unexpectedly increase you should contact your Supply Representative immediately so that they can follow up with the supplier.



I am a little concerned about the company that looks after our environmental waste disposal. They seem to be performing okay, but I have heard that they are a little relaxed in meeting the necessary environmental regulations. What should I do?

South32 only uses suppliers who operate at the same level of integrity as we do. If you have concerns, then you should raise these with your line leader, through the Speak Up system or with an appropriate Supply representative. It is important that we know our waste is being disposed of sustainably and in accordance with any relevant laws and regulations. Our contract with the waste contractor should set out the performance requirements that the contractor is required to comply with, including compliance with applicable laws and regulations. If we become aware of information that requires follow up with the contractor to ensure that they are meeting their performance requirements, then this should be done promptly.



COMPLYING WITH ECONOMIC SANCTIONS



I received a request from a customer to ship South32 product to a country adjacent to a sanctioned country. However, the customer has indicated that payment will come from an offshore entity incorporated in a tax haven and has refused to provide any information on the final destination of the goods. The customer is prepared to pay well above market price. Since the customer will pay above market price, can I just proceed with the transaction?

No. This situation raises a number of sanctions 'red flags' and so you should not proceed and immediately contact your Legal or Business Integrity team representative for advice. Sanctioned entities, and entities in sanctioned countries, often try to obtain goods by concealing their participation in the transaction and operating through a third party. The effect of sanctions means the sanctioned party is often prepared to offer above-market prices. If you proceed with such a transaction, you and South32 could commit a criminal offence under trade sanctions laws applicable to South32, especially as there are clear warning signs. Our Legal or Business Integrity team can investigate further and advise.



I hear that some companies are starting to investigate opportunities for marketing our products in Iran and I was contacted by a sales agent wanting to discuss the potential sale of our product to their customers located in Iran. This sounds like a good opportunity. Should I have such discussions with this sales agent?

No. Iran is still the subject of comprehensive United States sanctions. South32 prohibits dealing with Iran or counterparties connected with Iran. For further guidance, speak with our Business Integrity team.



PROTECTING COMPANY ASSETS, INCLUDING INFORMATION AND DATA



When I leave South32 can I take any of my work with me?

No. As a general rule, any work you create (whether during or outside working hours) that relates to the business or operations of South32 belongs to South32 and cannot be used by you for any purpose once you leave South32. There may be limited circumstances in which South32 will allow an exception to this general rule, but only with prior written permission and particularly after any South32 confidential information has been removed. You should discuss the matter fully with your line leader prior to leaving South32.



I just received an email from a colleague which has spelling and grammatical errors in it and asks me to click on a website link. The email looks suspicious. Should I click on it?

No. Cyber criminals may be attempting to impersonate someone you know to get you to open an attachment to either access personal information about you or potentially infect your computer. If you receive a suspicious email from a familiar person, check with the person directly before responding. Do not reply to the email that you received and inform our cyber security team (cybersecurity@south32.net). If you have access to our Outlook email system, you can alert our cybersecurity team by pressing on the "Phishing Alert" button.



Every week we test the air quality in our workshop, and for as long as I can remember these tests have always come out the same. Sometimes when work is very busy we use last week's results, which helps manage our work load. Is there anything wrong with doing this?

Yes. This is a very serious matter. Tests must be undertaken as and when required and the reports must accurately record the correct test results, including the actual test date. If your work load is making it difficult to conduct the test on time, discuss this with your line leader.

SPEAK UP



I work in a small team in our South African business and became aware of improper conduct involving a colleague. I don't want to ignore it but I would prefer to report anonymously initially, and outside business hours if possible. Can I do this?

While we encourage you to report the concern to your line leader, we respect your decision to want to report anonymously. You can do this anonymously and confidentially via our EthicsPoint Reporting Hotline. EthicsPoint is available 24 hours per day, every day of the year with multiple language support.



I work at one of our Australian operations and want to report a business conduct concern. I want to understand my options for reporting the concern. What should I read before doing so to help inform my decision?

As an employee at one of our Australian operations, you should read both our Speak Up Policy (contained in Section 18 of our Code) plus our Addendum to our Speak Up Policy (Australia). Together, they will inform you of your reporting options, South32's own protective standards, and the criteria which must be met for a business conduct disclosure to qualify for additional legal protections under Australia's whistleblower protection laws.



I raised a potential fraud concern on-line directly into EthicsPoint last month but I am disappointed that nothing appears to have happened. Why should I bother raising concerns in future?

Those who enter a concern on-line directly into EthicsPoint will receive acknowledgement within a reasonable period that it has been received. It will initially be provided to our Business Integrity team for confidential review and the case allocated based on its nature, urgency and severity. Some cases may take longer to review than others depending on, for example, the need to gather relevant information and access required data. We treat concerns raised seriously, and so recommend you log back into EthicsPoint to check for a status update on the concern you raised. However due to privacy and confidentiality reasons, we may not be able to fully update you on the exact outcome of your raised concern.



I am worried that my line leader will find out and punish me if I contact and submit a business conduct concern via EthicsPoint. Am I right?

South32 does not tolerate retaliation in any form against someone for reporting a business conduct concern. Doing so is a serious breach of our Code and Speak Up Policy. You can report your concern confidentially via EthicsPoint. In reporting your concern in EthicsPoint, you can highlight any fear you have of being retaliated against so we can take steps to support you and prevent it from happening.

+ Learn more at the Speak Up section of our website, available to everyone. More information is also available to our people at the Speak Up section of our Code intranet site.

