

SUPPLIER AND PARTNER CODE OF CONDUCT



INTRODUCTION

Minderoo Foundation is a modern philanthropic organisation that aims to arrest unfairness and create opportunities to better the world. We take on tough, persistent issues with the potential to drive massive change. We incubate ideas and accelerate impact. We push the limits of what is believed possible.

PURPOSE

In line with our values, as set out in **Annexure A**, Minderoo is committed to protecting and respecting the rights of all people including our employees, partners, and people who may be impacted by our activities, including those in our supply chains and broader value chains.

To protect and respect these rights, Minderoo requires its suppliers and partners to not only act in accordance with the principles and standards outlined in this Minderoo Supplier and Partner Code of Conduct (Code), but to be fully compliant with all applicable laws and regulations. This Code outlines our expectations of suppliers and partners and their conduct regarding labour and human rights, workplace health and safety, environmental protection and ethical practices.

This Code draws directly on the UN Guiding Principles on Business and Human Rights and the ILO Fundamental Principles and Rights at Work, as well as other international standards that advance social and environmental responsibility. In doing so, Minderoo encourages our suppliers and partners to go beyond compliance with the law.

Minderoo cares deeply about these issues and this Code is one tool that we use to communicate our expectations to suppliers and partners. Minderoo will assess our suppliers' and partners' compliance with this Code, and any violations will be taken seriously and investigated. Minderoo will seek alternative suppliers and partners where the conduct of suppliers or partners demonstrably violates this Code, and there is no willingness to address the failure to comply with the Code within a reasonable time period.

SCOPE

This code applies to Minderoo suppliers and partners, and those suppliers' and partners' subsidiaries, affiliates, and subcontracts (each a Supplier and Partner) that provide goods or services to Minderoo and its affiliates.

In the event of a conflict between this Code and any act, legislation, law, rule, or regulation, the highest standard will prevail. This Code applies to all Suppliers and Partners, regardless of the geographical location of their operations or where they are engaged in the supply of goods or services.

EXPECTATIONS OF SUPPLIERS AND PARTNERS

Minderoo expects Suppliers and Partners, as a minimum, to meet the following principles:

1. participate openly and honestly in Minderoo's efforts to assess the labour and environmental standards in their supply chains;
2. support their workers to realise their rights and minimise the barriers which prevent workers from achieving them;
3. demonstrate ability to meet local labour and environmental laws; and
4. demonstrate commitment to achieve conformance with our Values, as set out in **Annexure A**, and over a reasonable period of time achieve conformance with the Labour Standards, as set out in **Annexure B**, Environmental Standards, as set out in **Annexure C**, and Ethical Standards, as set out in **Annexure D** and a continued commitment to improvement in each of these areas.

ANNEXURE A: OUR VALUES

HUMILITY

Be vulnerable, take risks to trust others.

COURAGE AND DETERMINATION

NEGU – we never ever give up.

EMPOWERMENT

Go to your leader for advice, not permission.

ENTHUSIASM

Be the most positive person in the room.

FAMILY

Support each other, always be kind.

FRUGALITY

Think of ways we can do things better, faster, cheaper, safer.

GENERATING IDEAS

Always be on the lookout for breakthroughs.

INTEGRITY

Do what you say you're going to do.

SAFETY

Look out for your mates and yourself.

STRETCH TARGETS

Always be uncomfortable with your level of challenge.

ANNEXURE B: LABOUR STANDARDS

Minderoo respects the labour rights of workers and asks Suppliers and Partner to accept responsibility for the standards in their supply chains and to take active steps to enable workers to realise their labour rights according to the principles set out below. Through Walk Free, Minderoo's initiative that focusses on ending all forms of modern slavery, we know that modern slavery risks and other unethical business practices affect every supply chain in the world. Minderoo recognises that we must continuously monitor and investigate these risks in our own operations and work closely with our Suppliers and Partners and other partners to prevent and mitigate these risks. Accordingly, Minderoo expects our Suppliers and Partners to uphold the labour standards as set out below.

Fairness is important to Minderoo. It is important that all workers are treated fairly and that they are able to live and work in safety and dignity. It is critical to us that our Suppliers and Partners share our values and that they prioritise the safety, dignity and fair treatment of workers in their operations and supply chains. We have included further detail below on the minimum standards that we expect our Suppliers and Partners to meet in relation to the treatment of workers.

MODERN SLAVERY:

Take reasonable steps to identify, assess, and address risks of child labour, bonded labour, human trafficking, forced labour, and other forms of modern slavery and slavery-like practices (Modern Slavery Practices) in your operations and supply chains, ensuring that the following Worker Core Principles are respected:

1. No Forced or Bonded Labour.

Work should be freely chosen without threat of penalty or abuse. No worker shall be forced or coerced to work to repay a debt. Workers shall be free to leave their employment and their movement shall not be restricted (including by controlling identity papers, holding money deposits or restricting movement in other ways).

2. No worker should pay for a job.

Fees and costs associated with recruitment and employment should be paid by the employer. Workers should not be charged recruitment fees or other costs associated with their migration for employment.

3. Workers should be paid fairly for the work they do.

Workers should be paid fairly and in accordance with all local laws, including those relating to minimum wage, leave entitlements and other benefits. Employers should take steps towards paying workers a living wage, the minimum income necessary to meet their basic needs, including some discretionary income. Overtime hours should not be excessive and should be compensated appropriately.

4. No child labour.¹

No workers are under the age of 15 or under the local legal minimum age for work or mandatory schooling age, whichever is the higher. Young workers must not do work that is mentally, physically, socially, or morally dangerous or harmful. Work should not interfere with children's schooling, or their ability to benefit from it.

¹ Core Principle 5 reflects the International Labour Organization Convention No. 138 on Minimum Age (C138)

5. Respect rights of workers to freedom of association.

Respect the right of all workers to form and join trade unions of their own choosing, to bargain collectively and to engage in peaceful assembly as well as respect the right of workers to refrain from such activities.

6. Workers should be able to raise grievances safely.²

Workers should have access to a mechanism to raise concerns which allows for confidential and anonymous reporting and protects workers from reprisal. There must be transparent processes for investigating and reporting on the issues raised through the reporting mechanism.

Upon the request of Minderoo, provide information to Minderoo on:

- your steps to identify and assess risks of Modern Slavery Practices in your operations and supply chains;
- your process for addressing any Modern Slavery Practices of which you become aware in your operations and supply chains;
- the content and timing of training for any of your officers, employees, contractors (including subcontractors) or agents (Personnel) about Modern Slavery Practices; and
- the processes for handling a complaint or grievance about Modern Slavery Practices that is consistent with the criteria set out in the United Nations' Guiding Principles on Business and Human Rights: Implementing the United Nations "Protect, Respect and Remedy Framework. (Guiding Principles on Business and Human Rights) available to the Personnel (Grievance Mechanism).

If you become aware of Modern Slavery Practices in your operations and supply chains or any incidents which breach the Worker Core Principles, you must as soon as reasonably practicable:

- take all reasonable action to address or prevent these practices, including where relevant, by addressing any practices of other entities in your supply chains;
- take all reasonable steps to remediate any adverse impacts caused or contributed to by these Modern Slavery Practices, ensuring at all times that the welfare of victims is prioritised in accordance with the UN Guiding Principles on Business and Human Rights; and
- promptly disclose to Minderoo the incident and the response taken.

No discrimination is practised:

There is no discrimination in hiring, compensation, access to training, promotion, termination or retirement based on race, caste, national origin, religion, age, disability, gender, marital status, sexual orientation, union membership, or political affiliation.

Safe and secure working and living conditions:

- A safe, secure, and hygienic working environment shall be provided, having regard to the relevant industry.
- Adequate steps shall be taken to prevent accidents and injury to health arising out of, associated with, or occurring in the course of work, by minimising, so far as is practicable, the causes of hazards inherent in the working environment.
- Where providing accommodation for workers, accommodation should be safe, secure and hygienic.

² Core Principle 7 reflects the United Nations' Guiding Principles on Business and Human Rights.

ANNEXURE C: ENVIRONMENTAL STANDARDS

Minderoo's philanthropic work has a strong environmental focus. Our works supports efforts to adapt to the already changed natural environment, through programs of work on resilience, marine research, preventing over-fishing and addressing plastics in our oceans. Minderoo's Wildfire and Disaster Resilience Program is driving a new model for global leadership in climate-induced disaster resilience, reducing societal, environmental and economic harm and positions Australia as the emerging leader in fire and flood resilience by 2030. Minderoo is also supporting research to examine the environmental impacts of frontier technologies such as artificial intelligence. Accordingly, Minderoo expects our Suppliers and Partners to uphold the environmental standards as set out below.

ENVIRONMENTAL PERMITS AND REPORTING:

- All required environmental permits (e.g. discharge monitoring), approvals, and registrations are obtained, maintained, and kept current, and their operational and reporting requirements are to be followed.

POLLUTION PREVENTION AND RESOURCE REDUCTION:

- Emissions and discharges of pollutants and generation of waste are to be minimised or eliminated at the source or by practises such as adding pollution control equipment, modifying production, maintenance and facility processes, or other means.
- The use of natural resources, including water, fossil fuels, minerals, and virgin forest products is to be conserved by practises such as modifying production, maintenance and facilitate processes, materials substitution, re-use, conservation, recycling, or other means.

WASTE AND HAZARDOUS SUBSTANCES:

- Implement a systematic approach to identify, manage, reduce, and responsibly dispose of or recycle solid waste (non-hazardous).
- Chemicals, waste, and other materials posing a hazard to humans or the environment are to be identified, labelled, and managed to ensure their safe handling, movement, storage, use, recycling or reuse, and disposal.

PACKAGING:

- Actively avoid undue and unnecessary packaging wherever practicable and use recycled and recyclable materials wherever appropriate.

ANNEXURE D: ETHICAL STANDARDS

Minderoo is committed to upholding high ethical standards in our organisation and throughout our supply chain. Accordingly, Minderoo expects our Suppliers and Partners to uphold the ethical standards as set out below.

BUSINESS INTEGRITY:

- Suppliers and Partners shall have a zero-tolerance policy towards, and prohibit any and all forms of bribery, corruption, extortion and embezzlement.
- Standards of fair business, advertising and competitions are to be upheld.

DISCLOSURE OF INFORMATION AND PRIVACY:

- All business dealings should be transparently performed and accurately reflected in the Supplier's and Partner's business books and records, in accordance with generally accepted local and international applicable standards.
- Information relating to labour, health and safety, environmental practices, business activities, structure, financial situation, and performance is to be disclosed in accordance with applicable law, regulations and prevailing industry practices.
- Falsification of records or misrepresentation of conditions or practices in the supply chain are unacceptable.
- Personal information of partners, suppliers, customers, consumers and employees is to be protected in accordance with applicable law, regulations and prevailing industry practices.

INTELLECTUAL PROPERTY:

- Intellectual property rights are to be respected, transfer of technology and know-how is to be done in a manner that protects intellectual property rights, and customer and supplier information is to be safeguarded.

