

DENDROBIUM COMMUNITY ENHANCEMENT PROGRAM

GUIDELINES FOR COMMUNITY SUPPORT



Communities of interest

South32 is committed to creating shared value and making a positive contribution to the quality of life of the communities, regions and countries where we operate. South32 Illawarra Metallurgical Coal's Dendrobium Community Enhancement Program (DCEP) is committed to making contributions towards the sustainable development of the local area surrounding South32 Illawarra Metallurgical Coal's Dendrobium Operations. The DCEP is administered by a committee of members from the local community and the Company, and is chaired by an independent Chairperson.

Applications will only be considered for projects delivered within the DCEPs local area, which includes:

- Kembla Heights
- Mount Kembla
- Figtree
- Unanderra
- Cordeaux Heights

Focus areas

The DCEP aims to support projects, activities or opportunities that provide lasting community benefit in the following areas:

- Sustainability – continued project life after funding
- Partnerships – community ownership of projects and joint funding
- Innovation – projects that meet the needs of the community and are not otherwise funded
- Broad community benefit and application

Assessment criteria

The DCEP Board will assess grant applications based on how well the activity will:

- Address area/s of need in the community
- Leave a lasting impact on the community
- Incorporate community participation and support
- Complements other activities in the community
- Provides a significant present and future benefit to the local area
- Enhances the cultural, physical and/or the living environment in the local area

Eligibility

Applications will not be considered for:

- Individuals
- Fundraising / religious / political purposes
- Commercial or advertising requests
- Activities that conflict with South32's corporate values or Code of Business Conduct ([Link here](#)). Contact an Illawarra Metallurgical Coal community team representative for a copy of our Code if you can't access it on our website.
- Projects / activities where our previous monetary and/or in-kind support did not (in our view) deliver on the intended purpose, including our requirements and expected impact(s)

Due to the high number of applications we receive, meeting these guidelines does not guarantee our support. DCEP retains absolute discretion over the community projects or activities we support. Applicants should not act in expectation of receiving our support, until a final decision is made.

Application process

Applications must be made a minimum of two (2) months prior to the predicted commencement of an activity or project for which you are applying for DCEP support. This is to allow adequate time for us to assess and inform you on the outcome of your application.

At the time of application, please provide all supporting information requested as applicable to your organisation. To submit your application or if you have any queries please contact Illawarra Metallurgical Coal's Community Relations team:

Email: illawarracomunity@south32.net

Phone: 1800 102 210

SECTION 1 | Applicant

Organisation information				
<i>In this form, "Applicant" refers to the entity being considered as a DCEP community support recipient</i>				
Legal Name of Applicant: Including any suffix (e.g. Pty Ltd, Inc, S.A, etc.)				
Full Address: (principal place of business and address for purposes of communications with South32)				
Website:				
ABN or Registration Number:				
Name and Position of Applicant Representative:	Name: Position:			
Email and Direct Telephone of Applicant Representative:	Email: Telephone:			
Type of organisation:				
Is the Applicant registered for GST?	<input type="checkbox"/>	Yes	<input type="checkbox"/>	No

Organisation Ownership and Management				
Is the Applicant government or state owned or controlled?	<input type="checkbox"/>	Yes	<input type="checkbox"/>	No
If Yes , confirm % of government / state ownership i.e. 100% or less: Confirm Government entity name:				
Do any individuals hold or own any shares or other interests (directly or indirectly) in the Applicant such that they are an ultimate beneficial owner of the Applicant?	<input type="checkbox"/>	Yes	<input type="checkbox"/>	No
If Yes , provide details (full name of individual(s) and % ownership, including any indirect owners. Provide an ownership diagram/chart if necessary):				
In the past 5 years, has the Applicant (including any director, board member, senior management team member and/or any individual direct or indirect owner of the Applicant) been the subject of any investigation, allegation or prosecution for corruption, bribery, fraud, money laundering, false accounting, tax evasion, sanctions violations or other related serious misconduct?	<input type="checkbox"/>	Yes	<input type="checkbox"/>	No
If Yes , provide details and include attachments if necessary:				

Has (i) the Applicant ever, or (ii) any director, board member, senior management team member and/or any individual direct or indirect owner of the Applicant in the past 5 years, been convicted of an offence for violating any laws related to anti-bribery and corruption, fraud, money laundering, tax evasion, trade sanctions or other financial crime?	<input type="checkbox"/>	Yes	<input type="checkbox"/>	No
If Yes , provide details here and include attachments if necessary:				
Does the Applicant prepare annual financial statements?	<input type="checkbox"/>	Yes	<input type="checkbox"/>	No
If Yes and the Applicant is not a government owned entity, the Applicant is to provide a copy of its last annual financial statement if requesting a monetary donation / investment over \$5,000.				
Does the Applicant have a board of directors?	<input type="checkbox"/>	Yes	<input type="checkbox"/>	No
If Yes , confirm the details of the directors in the table below along with the Applicant's key management personnel.				

Provide the names of all key management personnel and (if applicable) directors, who will be accountable for ensuring any DCEP support provided is used for the requested purpose: (attach a full list separately if necessary).

Full Name of key management personnel / director(s):	Position / Title:

Are any key management personnel, or (if applicable) director or ultimate beneficial owner, of the Applicant a current or past Government Official (or close relative thereof)?	<input type="checkbox"/>	Yes	<input type="checkbox"/>	No
If Yes , confirm relevant details including the full name(s), position(s), period in government office and government department/body of such current / former Government Official(s): <i>(attach these details as a separate list if necessary)</i>				
For the purpose of this application, “Government Official” includes (i) 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; (ii) politicians, political party officials and candidates; (iii) tribal leaders or senior members of royal families; and (iv) in some cases, close relatives (i.e. spouse, partner, child, aunt, uncle, niece, nephew, grandparent, grandchild) of any of the above.				

Anti-corruption compliance				
Does the Applicant prohibit the offering, promising or giving of bribes, including facilitation payments? <i>Note: 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 someone is already entitled. See meaning of 'Government Official' above.</i>	<input type="checkbox"/>	Yes	<input type="checkbox"/>	No
Applicant to confirm if it has the following policies currently implemented and operating:				
• Code of Conduct / Ethics (or equivalent)	<input type="checkbox"/>	Yes	<input type="checkbox"/>	No
• Anti-bribery and corruption and/or anti-fraud policy/procedure(s) (or equivalent)	<input type="checkbox"/>	Yes	<input type="checkbox"/>	No
• Policies / procedures to ensure accurate accounting and record-keeping	<input type="checkbox"/>	Yes	<input type="checkbox"/>	No
• Policies / procedures for engaging and appropriately paying suitable third parties (i.e. suppliers / contractors), including (for example) due diligence and internal approval requirements	<input type="checkbox"/>	Yes	<input type="checkbox"/>	No
If Yes to any of the above policies and the Applicant is not a government owned entity, the Applicant is to provide a copy of such policy/policies it has implemented if it is requesting a monetary donation / investment over \$5,000.				

Provide the Applicant's bank details only if requesting financial support (this will be used if the application is successful).

Bank and Branch:			
Account name:			
BSB Number:		Account Number:	
Authorised signatories: (include full name(s) and position)			

SECTION 2 | Project

Project Details			
Project Name:			
Start and end date of project / expected timeframe to undertake the activity:			
Describe the activity for which the support is being requested: <ul style="list-style-type: none"> What need does this activity address? Why should the DCEP support this activity? Who is the primary recipient? 	Provide attachments if necessary.		
What type of support is requested?	<input type="checkbox"/>	Financial (monetary)	<input type="checkbox"/> In-Kind (non-monetary)

If we provide financial (monetary) support, will the DCEP receive a receipt?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
Detail the value of support requested and how this support will be used:		
Attach a full itemised budget (and quotes where applicable) which includes anticipated income and expenditure of the project.		
Value (in local currency):- Clearly describe the nature of the support required and how the DCEP's funds will be used (i.e. intended purpose):-		
Which communities will benefit from the support requested from the DCEP?	<input type="checkbox"/> Kembla Heights	<input type="checkbox"/> Unanderra
	<input type="checkbox"/> Mount Kembla	<input type="checkbox"/> Cordeaux Heights
	<input type="checkbox"/> Figtree	
Which focus area will the proposed project address?	<input type="checkbox"/> Community support & services	<input type="checkbox"/> Education
	<input type="checkbox"/> Environment	<input type="checkbox"/> Health
What will be the lasting impact(s) of this activity for the community?	Provide attachments if necessary.	
How will the DCEP's support be recognised?		
Are any third-party vendors being engaged to assist in delivering the activity?	<input type="checkbox"/> Yes	If Yes , provide details
	<input type="checkbox"/> No	
Has the Applicant, project or activity received support from the DCEP previously?	<input type="checkbox"/> Yes	If Yes , provide details
	<input type="checkbox"/> No	

Is the Applicant receiving any other monetary or in-kind support from other companies, organisations, individuals or government agencies?	<input type="checkbox"/>	Yes	If Yes , list names of other main contributors:
	<input type="checkbox"/>	No	

PRIVACY AND DATA MANAGEMENT

To the extent that the Applicant provides South32 with any information relating to an identified or identifiable person in connection with this questionnaire or any related due diligence enquiries ('personal information'), South32 will deal with that personal information for the purposes contemplated in this questionnaire, as notified to the Applicant during the due diligence process before the personal information is provided to South32, or as agreed by the parties ('permitted purposes'), and otherwise in accordance with South32's privacy policy (a copy of which is available at <https://www.south32.net/privacy>).

You confirm on behalf of the Applicant that it is permitted to disclose that personal information to South32 and will ensure that the collection and disclosure of that personal information to South32 complies with all applicable privacy and data protection laws in any relevant jurisdiction where it is collected or disclosed, including by (1) notifying relevant persons that their information will be disclosed to South32 and used for the permitted purposes; (2) providing relevant persons with a copy of South32's privacy policy before, or as soon as possible after their personal information is disclosed to South32; and (3) where required by law and/or where requested by South32, obtaining consents from those persons for the disclosure to South32 and subsequent use or disclosure by South32 for the permitted purposes.

SECTION 3 | Legal declaration by Authorised Representative of the Applicant

Note: For the purposes of this Application Form, an "**Authorised Representative**" means a natural person who is duly authorized by the Applicant to sign this completed form on its behalf.

I, the undersigned, being a duly Authorised Representative of the Applicant, certify:

- (i) that to best of my knowledge all information provided in this Application Form is correct and complete; and
- (ii) for and on behalf of the Applicant, that the Applicant and its relevant personnel (i.e. directors, officers, employees, owners and other representatives):
 - Are aware of, understand and will follow the expectations set in South32's Anti-Bribery and Corruption (**ABC**) Policy (as approved by South32's Board and adopted on 4 November 2019) (a copy of which is annexed at the end of this Application Form, or as available on our [website here](#)), and will **not** engage in any acts of fraud, bribery, other corrupt conduct, or will otherwise breach (or cause another to breach) any applicable ABC laws.
 - Will immediately notify South32 Illawarra Metallurgical Coal's community team representative if any of them becomes aware of any actual or suspected breach of any applicable ABC laws or South32's ABC Policy in relation to any support provided by South32.
 - Will keep and maintain accurate and reasonably detailed books and financial records of monetary payments made by or received from South32 (if applicable), and that adequate internal controls are implemented to mitigate fraud, bribery and corruption risk relevant to the support provided by South32.

Name of Authorised Representative:	
Title / Position of Authorised Representative:	
Signature of Authorised Representative:	
Date:	

Please submit this completed and signed Application Form, along with all required supporting documents referred to throughout this form, via email only. If you cannot electronically sign this PDF form, please print a copy, complete and sign it by hand, and email a scanned version.

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;
- tribal leaders or senior members of royal families; and
- in some cases, relatives of any of the above.

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.

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

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.

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).

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 charitable 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**”) 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 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 and Integrity and Compliance Approval System (ICAS).