

Group Standard	Title: <b><i>Business Integrity Standard</i></b>			
	Function: <b>Ethics &amp; Integrity</b>			
	No. of Pages: <b>6</b>			
	Approved by ExCo: 6 December 2019	Effective: 1 May 2020	Supersedes: N/A	Auditable from: 1 May 2021
Owner:  <b>Head of Ethics &amp; Integrity</b>	Approver:  <b>Rio Tinto Executive Committee</b>		Target Audiences:  <b>All employees, core contractors and associated persons acting for or on behalf of Rio Tinto.</b>  <b>Core contractor means category 1 contractors and any external contractors, consultants and other service providers who perform internal duties or roles having access to internal systems.</b>	
Direct Linkages to Other Relevant Policies, Standards, Procedures or Guidance notes:  <b><i>Business Integrity Procedure</i></b> <b><i>Investigations Procedure</i></b> <b><i>Speak Up Procedure</i></b> <b><i>Know Your Supplier Procedure</i></b> <b><i>Know Your Customer Procedure</i></b> <b><i>Competition Standard</i></b> <b><i>Partner to Operate Investment Standard</i></b> <b><i>Group Procurement Standard</i></b> <b><i>Group Travel and Expense Procedure</i></b> <b><i>Joint Venture Procedure</i></b> <b><i>New Country Entry Procedure</i></b> <b><i>Risk Management Standard</i></b>				
Document purpose:  <b>The <i>Business Integrity Standard</i> is key in meeting the following Rio Tinto business integrity commitments to:</b>  <ul style="list-style-type: none"> <li>➤ <b>prohibit bribery and corruption in all its forms</b></li> <li>➤ <b>prohibit fraud and other economic crimes in all their forms</b></li> </ul>				

# 1. Purpose

**The way we work**, Rio Tinto's mission, goals and values statement, outlines how we deliver our purpose and strategy. It makes clear how we should behave, in accordance with our core values of safety, teamwork, respect, **integrity** and excellence.

**Business integrity underpins everything we do.** It requires that no matter where we are from or where we work, we demonstrate consistent ethical behaviours, put integrity at the centre of our decisions and hold ourselves and each other accountable for our choices.

## What is “integrity”?

Integrity means being honest, holding to strong moral and ethical principles and values and most importantly, having the courage to stand out from the crowd and object to something that you feel is wrong. For all of us, this translates into doing what is right not what is fastest or easiest.

We consistently:

- act honestly and transparently
- speak up and challenge the status quo when something feels wrong
- seek diverse opinions and advice
- accept responsibility for our actions and accountability for our decisions
- conduct our business in compliance with the law

## Why do we care about integrity?

Our success depends on the trust we build while working inclusively with each other and our partners comprising host communities, governments, business partners, suppliers, customers, and investors.

Taking the lead by remaining true to our word and engaging with everyone in a transparent and consistent manner strengthens our credibility and reputation as upstanding citizens, from both a personal and a corporate perspective.

## What is expected of us?

- To lead by example, irrespective of our role
- To be fully aware of the *Business Integrity Standard* (the “Standard”) and the *Business Integrity Procedure* (the “Procedure”)
- To implement the Standard and Procedure across the areas we operate in
- To declare and manage any potential or actual conflict of interest that may affect, or be thought by others to affect, our decision making
- To inform the individuals we work with of the Standard and Procedure's content and related updates
- To seek diverse opinions and advice in addressing big or small issues when our actions or decisions could have business integrity impact
- To speak up and escalate our concerns until they have been appropriately addressed
- To be available to hear such concerns, whether they have been expressed by team members, colleagues or our leaders
- To take no retaliatory action against a person who has raised a business integrity concern, and to speak up if others do so

## What will happen should we fail to comply?

Compliance with the Standard and relevant laws is mandatory and assured through active monitoring. Failure to comply may result in disciplinary action up to and including dismissal. If there is a difference between the Standard and applicable laws, we must always comply with the most stringent requirement.

## How should we report a breach of the Standard?

We have a responsibility to report all actual or suspected breaches of the Standard. A report can be made to your leader, Rio Tinto Ethics & Integrity or Rio Tinto Legal. Should you feel uncomfortable using these avenues, you can contact our confidential [whistleblowing programme](#). **Rest assured that no retaliatory action will be taken against anyone for reporting an actual or suspected breach in good faith.**

All actual or attempted fraud must be reported to Ethics & Integrity.

Investigations and management of actual or suspected breaches of the Standard will be carried out in accordance with the [Investigations Procedure](#).

## Where can we learn more about the application of the Standard?

For further details on how to apply the procedural requirements of the Standard, please refer to the [Business Integrity Procedure](#)

Application for exceptions to this standard require approval from the Group Executive, Group General Counsel and Head of Ethics & Integrity (or delegate).

## 2. Key Principles

Every business decision must comply with the following key principles:

- it is permitted by and complies with all applicable laws and regulations
- it is compliant with Rio Tinto policies, standards and procedures
- it is not taken by somebody with an undeclared conflict of interest
- there is a legitimate business purpose for it
- it is consistent with The way we work
- it does not risk the company's reputation for integrity and strong governance

## 3. Behaviours

Transparency and accountability are key to building trust and encouraging sustainable business practices. Disclosing sponsorships, donations, communities support, third party benefits, and potential and/or actual conflicts of interest fosters a culture of integrity and openness.

**Conflicts of interest** refer to personal, financial and/or political activities, as well as affiliations or interests which affect or are perceived to affect the way we do our job. It is important that we inform our leader immediately when these circumstances arise or are likely to arise so that we may agree on how best to manage the situation from the start or seek advice from Ethics & Integrity.

Conflicts of interest may manifest in many ways. Examples include:

- when we have family members or friends who are beneficiaries of, affiliated to, or work for a potential or current supplier or customer;
- when we have family members or friends who also work for Rio Tinto, and who may be affected by decisions we make or are a party to;
- when we, our family members or friends own property that Rio Tinto is interested in;
- when a family member or friend is a government official and engages with or may engage with Rio Tinto.

To protect ourselves and the company, we must disclose any actual or potential conflicts of interest through the online [Business Integrity register](#) and manage the situation with our leader.

## 4. Business Integrity Risks

### 4.1 Bribery and Corruption

#### What is our rule?

**Rio Tinto employees, core contractors and associated persons acting for or on behalf of the company must not commit, implicitly or explicitly authorize, or be involved in, bribery and corruption.**

#### What is bribery?

Bribery occurs when someone directly or indirectly offers, promises, or gives, a financial or other advantage to any person, including but not limited to a government official (or a family member or a friend of any such official), or authorizes any of those actions, in order to improperly influence an outcome or action, or to improperly secure or retain business. It also occurs if anyone makes any such offer or promise or gift to you, or you suggest or demand an inducement (for you or for anyone else) in exchange for their getting business, or any other advantage, from Rio Tinto.

You should be particularly mindful of the key principles set out in section 2 of the Standard and of how your actions or situation might be perceived by others when you are exposed to the following:

When faced with...	we must:
<b>third party benefits</b> (i.e. receiving or giving items of value such as gifts, meals, travel, and hospitality, per diems)	<ul style="list-style-type: none"> <li>➤ disclose and seek pre-approval through the online <a href="#">Business Integrity register</a> (if equal or greater than 100 USD)* per details set out in the Business Integrity procedure</li> </ul>
<b>potential or actual conflicts of interest</b> (i.e. a situation when you or someone close to you, has a personal interest or duty which is at odds with Rio Tinto's interests, or there is a perception that interests may not be aligned)	<ul style="list-style-type: none"> <li>➤ tell our leader immediately or seek advice from Ethics &amp; Integrity upon recognising the circumstances and potential risks that could give rise to or provide an opportunity for bribery &amp; corruption to occur</li> <li>➤ disclose through the online <a href="#">Business Integrity register</a> and manage the situation with our leader*</li> </ul>
<b>facilitation payments</b> (i.e. payments made to government officials to expedite an approval or administrative process). These are prohibited except under life-threatening situations	<ul style="list-style-type: none"> <li>➤ not make the payment unless our personal safety is threatened in any way</li> <li>➤ report the payment or the request for payment as soon as possible and record appropriately*</li> </ul>
<b>engagement of an agent, consultant or advisor</b> to negotiate, represent, intermediate or act on behalf of Rio Tinto, in particular with a government official or a governmental agency	<ul style="list-style-type: none"> <li>➤ conduct an appropriate risk assessment*</li> <li>➤ consult and seek advice <i>prior</i> to engaging the third party*</li> <li>➤ request a third party due diligence review if required under the <i>Know Your Supplier</i> procedure</li> <li>➤ ensure transactions are accurately recorded and transparent in our books and records</li> </ul>
<b>third party engagement</b> (e.g. marine agents, customers, vendors)	<ul style="list-style-type: none"> <li>➤ request a third party due diligence review as per the <i>Know Your Supplier</i> or <i>Know Your Customer</i> procedure</li> </ul>
<b>mergers and acquisitions</b> (including new investments and joint venture agreements, whether for managed and non-managed operations)	<ul style="list-style-type: none"> <li>➤ request a third party due diligence review as per the <i>Know Your Supplier</i> procedure</li> <li>➤ request a business integrity compliance programme assessment of the potential target or partner</li> </ul>
<b>sponsorships, donations and communities financial and in-kind support</b>	<ul style="list-style-type: none"> <li>➤ request a third party due diligence as per the <i>Know Your Supplier</i> procedure if amount is equal to or above 5,000 USD</li> <li>➤ disclose and seek approval that key principles of this standard are met through the online <a href="#">Business Integrity register</a>* if amount is equal to or above 5,000 USD</li> </ul>

\*To learn more on how to complete these requirements, please refer to the [Business Integrity Procedure](#) . Disclosures should be made using the online [Business Integrity register](#).

To familiarize yourself with the types of situations that could have an adverse impact on your reputation and

credibility, as well as Rio Tinto's, please refer to the Appendix entitled "Situations that can lead to business integrity risks".

## 4.2 Fraud and other economic crimes

### What is our rule?

**Rio Tinto employees, core contractors and associated persons acting for or on behalf of the company must not knowingly commit, or be a party to, or be involved in, fraud and other economic crimes.**

### What is fraud and other economic crimes?

You commit a fraud or other economic crimes if you deliberately make a dishonest statement or do an act, concealment or omission which is intended to deceive someone for your (or those close to you) advantage or their disadvantage.

Fraud includes situations when an employee obtains personal gain or advantage at Rio Tinto's expense, including through the deliberate misuse or misappropriation of Rio Tinto's resources or assets. This includes the production, submission or processing of fictitious or altered invoices, falsification of company books and records, claiming of expenses which were never incurred or contrary to the *Travel and Expense Management Procedure*, manipulation of vendor master data or bank accounts, and dishonestly concealing or not disclosing important information when required to do so.

Other economic crimes include money laundering, situations or arrangements involving terrorist financing, and facilitation of tax evasion.

# APPENDIX

## Situations that can lead to business integrity risks

This section provides real-life scenarios you may face in the course of doing business. Although this list is not comprehensive, it will help you pause and consider certain aspects of a situation before making a decision that could have a business integrity impact. For additional guidance, please refer to the [Business Integrity Procedure](#).

### Beware! You may be at risk when:

#### ➤ **There is potential or actual conflict of interest**

- ✓ Your friends or family or a company you own shares in could benefit from a decision you are about to take
- ✓ You feel influenced to make a decision due to personal considerations
- ✓ Stakeholders may perceive your personal interest to impact your decision
- ✓ You would be uncomfortable should the issue appear in a newspaper
- ✓ You think a counterparty (e.g. supplier/contractor) has a conflict with family/friends

#### ➤ **You are dealing with government officials, governmental agencies or traditional authorities**

- ✓ You are asked for a payment to obtain quicker approval/issuing of a permit, license or clearance
- ✓ You are asked for community financial support, donation or sponsorship in order to influence a decision
- ✓ You are being pressured to make a contribution to a government or community development fund that is not required by law
- ✓ You are asked for an improper payment by a community stakeholder member

#### ➤ **You interact with third parties: agents, intermediaries, consultants or advisors**

- ✓ The third party appointed engages in behaviour that Rio Tinto would not tolerate
- ✓ There is an obligation or influence is exerted to deal with or engage a specific third party at a government's request
- ✓ Your leader instructs you not to keep a record of a meeting or to destroy your notes
- ✓ Your colleagues insist on secrecy about an engagement or agreement
- ✓ An intermediary asks for a bonus, a commission or success fees, or such a request is subject to unreasonable time pressure in the circumstances
- ✓ Insufficient third party due diligence is conducted on counterparties or their sub-contractors
- ✓ The fees of the third party or the intermediary are unreasonably high or above the market standards

#### ➤ **You are exploring new business development opportunities**

- ✓ There is insufficient third party due diligence and assessment of business processes and controls of a managed joint venture partner
- ✓ Investments are made without due consideration of Rio Tinto's business integrity risks

#### ➤ **You manage procurement/supply chain activities**

- ✓ Improper or excessive hospitality is offered to you or by you during a tender or contract negotiation
- ✓ Technical specifications are shared and/or manipulated with an intent to favour or exclude specific suppliers
- ✓ Contract values are split to bypass procurement processes/approvals
- ✓ Contract management fraud is committed (e.g. work not completed, progress misreported, improper use of variation orders)

#### ➤ **You approve expenses**

- ✓ Unjustified, inappropriate or non-permitted expense claims are submitted
- ✓ Expenses are submitted without proper supporting documentation