



Anti-Bribery and Corruption Policy

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NYRSTAR GROUP POLICY



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1. Introduction

Nyrstar's reputation is built upon openness and honesty, which means acting ethically and with integrity in conducting our business. This anti-bribery and corruption policy constitutes an integral part of Nyrstar's **Code of Business Conduct** and applies to all Nyrstar employees and anyone else performing services for Nyrstar. Nyrstar conducts all of its business dealings in accordance with the principles as set out by the relevant anti-bribery and corruption laws and regulations. Therefore, employees and all other representatives of Nyrstar shall not engage in bribery or corruption in any form, whether in the private or public sector.

2. What is corruption and bribery?

Corruption: a dishonest or fraudulent conduct by those in power, typically involving bribery.

Bribery: the direct or indirect offering, promising, giving, receiving or soliciting anything of value, in order to influence how someone carries out a public, commercial or legal duty. This includes even unsuccessful attempts to influence.

Bribery includes but is not limited to:

- Bribery involving individuals in the public sector and bribery involving the private sector;
- Using third-parties (often referred to as intermediaries), like agents, consultants, lobbyists, (sub)contractors or other third parties to channel bribes to or from others;
- **Kickbacks:** an illegal payment intended as compensation for preferential treatment or any other type of improper services received;
- **Facilitation payments:** payments that will be made to secure or speed up routine, nondiscretionary, legal government actions, such as issuing permits or releasing goods held in customs. See for more information chapter 2.1.

Anything of value: it includes any type of benefit to the recipient. This includes cash, loans, gifts, jobs, courses, scholarships, entertainment, travel, sponsorships and charitable contributions. It also covers intangible benefits, for example, hiring someone's relative or donating to their favourite charity with an improper intent. Business entertainment may still be offered and received in the appropriate circumstance.

Further detail on the appropriate exchange of business entertainment and gifts is set out in our **Gifts and Entertainment Procedure**.

Bribery and Corruption **Red Flags:**

- Counterparty has a poor business reputation or a reputation for unethical conduct, including reports of suspicious, unethical, or unlawful conduct about the party, its intermediary or its employee;
- Failure to cooperate with the due diligence investigation or refusal to answer questions;
- Undocumented payments or payments for goods or services that cannot be substantiated;
- Lack of adequate supporting documentation or documentation not in correspondence with actual work performed;
- Excessive or unusual payment requests (e.g. one single invoice amount being requested to be paid to multiple entities or individuals based in several countries, a request for an invoice to be paid to another entity or individual, payments in cash);
- Promising, giving or being promised something of value in return for approving a contract (e.g. expensive football tickets in exchange for an approval or returning a favour by setting up a business opportunity with a family member);
- Requests for political or charitable donations to an entity associated with a particular individual;
- Any unwillingness by an agent, customer or business partner to adhere to Anti-Corruption laws where applicable;
- A government official's recommendation to Nyrstar of an agent or third party with which the official has a close relationship;
- Unqualified or inexperienced agents or other business partners.

2.1 Facilitation payments

It's important to note that Nyrstar does not authorise employees or representatives to make "**facilitation payments**".

Facilitation payments are payments made to secure or speed up routine, nondiscretionary, legal government actions, such as issuing permits, releasing goods held in customs.

If you are in doubt whether a requested or proposed payment constitute a facilitation payment or if you have other questions in connection with facilitation payments, you should contact compliance (compliance.officer@nyrstar.com).

3. Interactions with PEP, gifts and entertainment, charitable donations and sponsorships

The following sections set out a summary of certain activities and types of counterparties that can increase the risk of Nyrstar being exposed to unlawful behaviour.

3.1 Interactions with Politically Exposed Person's (PEP) or government-owned or -controlled entities

Transactions involving a PEP can be higher risk due to the ability of a PEP to influence the outcome of decisions through the use of their personal relationship. Nyrstar defines a PEP as an individual who personally, or whose immediate family member (wife, husband, child, sibling, parent, grandparent, aunt, uncle):

- Holds or held (within the last 12 months) any position of influence by a government-owned or -controlled entity/body;
- A senior post holder in a political party or candidate for public office.

Important: Employees of Nyrstar's counterparties (customers, suppliers, etc.) could also be qualified as government officials if their organization is owned or controlled by a government.

Be extra cautious when dealing with Politically Exposed Persons (PEP) and government entities, because violating applicable laws and regulations could have serious (legal) consequences for both Nyrstar and you personally. When Nyrstar is considering dealing with a PEP or government entity, compliance needs to be involved to decide if further mitigation actions need to be implemented.

Giving gifts and/or providing entertainment to representatives of government agencies and state owned entities can be particularly sensitive as many jurisdictions have very strict rules regarding such activities. Employees are not permitted to offer any gifts to representatives of government agencies or state owned entities other than small corporate branded gifts and reasonable value consumable products such as chocolates with the prior written approval from the Compliance Manager. Entertainment with representatives of government agencies and state owned entities should be kept to a minimum, should be infrequent and should always be approved by Compliance.

3.2 Intermediaries, consultants and technical operational service providers

The use of third-party service providers can increase the exposure of Nyrstar to indirect and inadvertent involvement with corruption as well as other illegal and inappropriate behaviour. Employees are reminded that failure to properly manage the activities of third-party service providers, including being wilfully blind to inappropriate behaviour, can result in personal criminal liability in many jurisdictions. Nyrstar does not retain third-parties (often referred to as intermediaries) for the provision of business origination or business development services.

3.3 Gifts and entertainment

The giving and receiving of gifts and entertainment in a business context has to be managed carefully to ensure that it does not amount to, or could be perceived as, an attempt to improperly influence a business decision.

All gifts and entertainment must:

- be legal under all applicable laws and comply with the rules of the recipient's organization;
- be given openly and without any attempt to mislead or obscure its nature, value, purpose or recipient(s);
- Comply with the Nyrstar's **Gifts and Entertainment Procedure**.

Compliance has a detailed record of all gifts and entertainment (given or received) above the thresholds.

We refer to our **Gifts and Entertainment Procedure** for more information.

3.4 Charitable donations and sponsorships

Nyrstar is a global organization operating in a socially responsible way and responsible to civil society. Nyrstar drives social improvement activities to help the communities where we live and operate to reach their fullest potential, while enhancing our reputation as a an ethical and responsible producer and employer.

Charitable donations and sponsorship arrangements can be high risk activities from an anti-bribery and corruption perspective as they can be viewed by regulators as a form of benefit that may be used to improperly influence the outcome of a commercial decision. Nyrstar carefully selects the organizations we wish to support and apply risk-based business partner assessment if deemed necessary. We don't make monetary or in-kind contributions on behalf of Nyrstar to PEP's, political parties, organizations or individuals engaged in politics or a charity founded by or close to a PEP.

We refer to our **Corporate Giving Policy** for more information.

4. Compliance Management Process

Nyrstar has controls in place to prevent, detect, mitigate and resolve potential bribery and corruption issues.

4.1 Policy review and anti-corruption risk assessment

Nyrstar reviews this policy periodically. The policy review is a result of a risk assessment of relevant focus area's related to anti-bribery and corruption. This assessment identifies and takes into account risks that may be present from an anti-bribery and corruption perspective, which controls have been put into place, what the remaining risk are, and if it has been decided to do so, which measures will be taken in order to mitigate any remaining risks.

4.2 Training and awareness

Nyrstar has embedded anti-bribery and corruption training in its compliance training program. Trainings are tailored to relevant functions and possible risks. Awareness of relevant topics and issues relating to anti-bribery and corruption is also promoted by periodic communications, for example, through presentations and articles on Nyrstar's intranet or email communications.

4.3 Conflict of Interest

Nyrstar is committed to fostering a culture where employees at every level are free of influences, interests or relationships that may cause (the perception of) a conflict. Applicants and (temporary) employees should disclose potential conflicts of interest and these declarations will be managed by compliance in line with our **Conflict of Interest Policy**.

4.4 Business partners engagement and screening

Nyrstar expects its employees to carefully select counterparties who interact with or on behalf of Nyrstar. This includes making sure that payments made by Nyrstar to counterparties are proper, legal and reasonable in nature and the value of transactions is proportionate to the goods or services provided by these partners to Nyrstar. In order to assess the standards which our counterparties implement in their businesses, Nyrstar conducts risk-based Know Your Counterparty assessments.

We refer to our **Know Your Counterparty Procedure** for more information.

5. Speak-Up helpline

The key to our culture of ethical conduct is honest, transparent communication. If you have any questions or become aware of, or suspect that, a breach of this policy, has occurred or may occur in the future, you must report your concerns to your manager or to the compliance officer (compliance.officer@nyrstar.com)

Where a concern remains unresolved through the above local channels, or should you, for whatever reason and at any time, feel uncomfortable utilising the local channels for resolution of your concern, you can also raise it, also anonymous, via the 'Speaking-Up Helpline'. The helpline is managed by an external partner of Nyrstar, and can be reached 24/7 by phone and internet (www.nyrstar.ethicspoint.com).

We refer to our **Speaking Up Policy** for more information.

6. Consequences

Breaching anti-bribery and corruption law is a serious issue and can often amount to a criminal offence. Companies found to have breached these laws face substantial fines, and individuals involved in such activity may even face imprisonment.

Even legitimate activity can result in serious reputational damage if it is perceived externally to breach anti-bribery and corruption laws.