



BRIBERY & IMPROPER PAYMENTS POLICY Version 1

INTRODUCTION:

Open Mineral AG and its affiliated companies ("**Open Mineral**") are committed to conducting business with integrity and this document establishes the company's policy on bribery and improper payments.

Most countries have laws that make bribery and other improper payments illegal even when occurring in another country or territory. A breach of these laws is a serious offence that can result in fines against the company and any employees or others who are involved. Individuals who are directly involved also risk being imprisoned.

Open Mineral condemns corruption and prohibits bribery and improper payments in all of its business dealings.

APPLICABILITY:

This policy applies to Open Mineral as well as all persons who act on Open Mineral' behalf, including employees, officers, directors, consultants and agents (collectively "**Representatives**").

DEFINITIONS:

An "**Improper Payment**" is a bribe, kickback or facilitation payment either in cash (funds) or in kind.

A "**Bribe**" is anything of value including money, gifts, favours, entertainment, advantage or benefit of any kind that has been provided or offered to someone for his or her personal benefit and that may be seen as an attempt to influence an action or decision to be made or not made by that person to (i) obtain or retain business (including goods, services or both) from the person or organization that the person represents; or (ii) acquire any sort of improper advantage from that person or the organization he or she represents.

A "**Kickback**" is a form of Bribe. It is the return or accepting the return of a sum already paid (or due to be paid) either in part or full as a personal reward for making or fostering business arrangements.

A "**Facilitation Payment**" is a payment involving small sums to low-level public officials to enable or speed up a process that is the official's duty to perform routine actions, including but not limited to (i) issuing permits and licenses, (ii) processing governmental papers such as visas, or (iii) providing utility services.



POLICY:

Open Mineral prohibits the offering or making of Improper Payments, whether directly or indirectly through a third party. Open Mineral also prohibits the creation of false documents or records in connection with any Improper Payment. It is equally improper and therefore prohibited to seek or receive an Improper Payment (for example from a supplier or service provider). An offer or promise to pay is sufficient to attract liability, even if an Improper Payment is never actually made.

In certain circumstances, a gift given or entertainment expenses incurred on behalf of a public official to obtain or maintain business can be considered a bribe, particularly if the gift value is significant or the entertainment is lavish (for example, travel expenses). All Representatives are expected to consult Open Mineral' Policy on Gifts and Entertainment for a better understanding of the potential overlap between gifts and entertainment and bribery. All Representatives should also consult with their Line Manager if they have any questions about whether a gift is improper.

INTERNATIONAL APPLICATION OF ANTI-BRIBERY LAWS:

Open Mineral is subject to many local and international anti-bribery laws. Some laws specifically target the bribery of foreign government officials such as the United States' Foreign Corrupt Practices Act. Some anti-bribery statutes such as the United Kingdom's Bribery Act also prohibit Improper Payments to individuals in the private sector and other forms of commercial bribery.

FACILITATION PAYMENTS:

Open Mineral prohibits all Facilitation Payments given its illegality in many countries where Open Mineral conducts business.

THIRD PARTIES: AGENTS, CONTRACTORS AND OTHER INTERMEDIARIES

Open Mineral expressly prohibits Improper Payments offered or made through third parties like agents, contractors or other intermediaries. The fact that an Improper Payment is made by a third party does not eliminate the potential for criminal or civil liability against Open Mineral or Representatives for illegal actions undertaken by a third party intermediary. Anti-corruption laws do not differentiate between acts made by Open Mineral or by someone acting on Open Mineral' behalf. For that reason, Representatives must ensure that any agents or other third parties conduct business with integrity and follow Open Mineral' standards of business conduct.

REPUTATION:

It is the responsibility of all Representatives to protect Open Mineral' reputation against allegations of corruption and improper payments. Open Mineral encourages all Representatives to be alert to incidents which may lead to the occurrence of corruption, in particular in countries making little or no progress in ending corruption per Transparency International's Corruption Perceptions Index (www.transparency.org).



RESPONSIBILITY:

It is the responsibility of each Representative to comply with applicable law, including this policy. If Representatives are unsure as to whether a particular course of conduct is illegal or otherwise harmful and detrimental, they should contact their Line Manager and / or HR Manager.

VIOLATIONS:

Open Mineral has no tolerance for bribery and improper payment violations. Any violation will be treated as a serious matter and will result in disciplinary action up to and including termination of employment agreement. Open Mineral also reserves the right to self-disclose violations to the competent legal authorities.

If an Open Mineral employee is aware of or suspect that anyone is in violation of this policy, the concerned employee should report his/her concern with sufficient evidence as may be available by informing their Line Manager and / or HR Manager.

NO RETALIATION:

Open Mineral will ensure that Representatives will not be penalized, discharged, demoted, suspended or discriminated against for reporting in good faith any violation of this policy.

FURTHER INFORMATION:

For further information or advice, Representatives can contact their Line Manager and / or HR Manager.

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