



ETHICS & ANTI-BRIBERY CODE

TATA STEEL MINERALS CANADA (TSMC)

1. PURPOSE

TSMC IS COMMITTED TO CONDUCTING ALL BUSINESS ACTIVITIES WITH THE HIGHEST STANDARDS OF ETHICS, INTEGRITY, AND TRANSPARENCY. THIS CODE SETS OUT CLEAR EXPECTATIONS REGARDING ANTI-BRIBERY, ANTI-CORRUPTION, AND ETHICAL CONDUCT FOR EMPLOYEES, CONTRACTORS, CONSULTANTS, AND SUPPLIERS.

2. SCOPE

THIS CODE APPLIES TO:

- ALL TSMC DIRECTORS, OFFICERS, AND EMPLOYEES;
- CONTRACTORS, CONSULTANTS, AGENTS, AND REPRESENTATIVES ACTING ON BEHALF OF TSMC;
- SUPPLIERS, VENDORS, AND SERVICE PROVIDERS ENGAGED WITH TSMC.

3. CODE COMMITMENTS

➤ ZERO TOLERANCE FOR BRIBERY & CORRUPTION

- OFFERING, GIVING, SOLICITING, OR ACCEPTING BRIBES OR IMPROPER ADVANTAGES OF ANY KIND IS PROHIBITED.
- FACILITATION PAYMENTS (SMALL PAYMENTS MADE TO SECURE ROUTINE GOVERNMENT ACTIONS) ARE NOT PERMITTED.

➤ COMPLIANCE WITH LAWS

- ALL PARTIES MUST COMPLY WITH CANADIAN FEDERAL AND PROVINCIAL ANTI-CORRUPTION LAWS, AS WELL AS INTERNATIONAL STANDARDS SUCH AS THE OECD ANTI-BRIBERY CONVENTION.

➤ GIFTS & HOSPITALITY

- MAY ONLY BE OFFERED OR ACCEPTED IF THEY ARE:
 - INFREQUENT, MODEST IN VALUE,
 - TRANSPARENT, AND
 - NOT INTENDED TO INFLUENCE DECISIONS.
- ANY GIFT OR HOSPITALITY EXCEEDING CAD \$200 MUST BE DECLARED TO THE TSMC COMPLIANCE OFFICER.

➤ CONFLICT OF INTEREST

- ALL PARTIES MUST AVOID SITUATIONS WHERE PERSONAL INTERESTS CONFLICT, OR APPEAR TO CONFLICT, WITH TSMC'S BUSINESS INTERESTS.
- ACTUAL OR POTENTIAL CONFLICTS MUST BE DISCLOSED IMMEDIATELY.

➤ POLITICAL & CHARITABLE CONTRIBUTIONS

- CONTRIBUTIONS ON BEHALF OF TSMC TO POLITICAL PARTIES, CANDIDATES, OR OFFICIALS ARE PROHIBITED.
- CHARITABLE DONATIONS MAY BE MADE ONLY THROUGH APPROVED CORPORATE PROGRAMS.



4. *REPORTING & WHISTLEBLOWING*

- CONCERNS OR BREACHES MUST BE REPORTED PROMPTLY TO THE TSMC COMPLIANCE OFFICER OR THROUGH DESIGNATED CONFIDENTIAL REPORTING CHANNELS.
- TSMC PROHIBITS RETALIATION AGAINST INDIVIDUALS WHO, IN GOOD FAITH, REPORT MISCONDUCT OR PARTICIPATE IN INVESTIGATIONS.

5. *RESPONSIBILITIES*

- **EMPLOYEES & CONTRACTORS:** MUST FOLLOW THIS CODE IN ALL ACTIVITIES.
- **SUPPLIERS & BUSINESS PARTNERS:** MUST UPHOLD EQUIVALENT STANDARDS AS A CONDITION OF WORKING WITH TSMC.
- **MANAGEMENT:** MUST PROMOTE ETHICAL CULTURE, PROVIDE TRAINING, AND ENFORCE COMPLIANCE.

6. *CONSEQUENCES OF NON-COMPLIANCE*

VIOLATIONS OF THIS CODE MAY RESULT IN:

- DISCIPLINARY ACTION, UP TO AND INCLUDING TERMINATION OF EMPLOYMENT OR CONTRACT;
- REMOVAL FROM TSMC'S APPROVED SUPPLIER/VENDOR LIST;
- CIVIL AND CRIMINAL PENALTIES UNDER APPLICABLE LAW.

7. *CONTACT INFORMATION*

COMPLIANCE DEPARTMENT

TATA STEEL MINERALS CANADA (TSMC)

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NOTE: THIS CODE MUST BE READ IN CONJUNCTION WITH TSMC'S SUPPLIER CODE OF CONDUCT AND PROCUREMENT GUIDELINES.