



CODE OF ETHICS AND BUSINESS CONDUCT

Arcadium Lithium plc

January 4, 2024

INTRODUCTION TO THE CODE OF ETHICS AND BUSINESS CONDUCT

Ethical business conduct is now and will continue to be core to who we are and how we work at Arcadium Lithium plc (the “Company”). Honesty, integrity and full compliance with the law are essential to running our business well, building a trusted brand and simply doing the right thing.

We will continue to live by a clear Code of Ethics and Business Conduct (the “Code”). Please review it and note that the Code applies to:

- The Company, its subsidiaries and all other entities that in each case are directly or indirectly controlled or managed by the Company; and
- The employees, officers, directors and contractors of these entities (to the extent applicable to their work for the Company).

We must maintain these standards and comply with the applicable laws of all jurisdictions in which we operate or do business.

Please also be mindful of the following:

- The Company practices a “no tolerance” approach to ethical violations.
- All of us, including all employees, officers, directors and contractors are responsible for becoming familiar with and complying with the Code, and all other corporate policies that apply to us.
- If you encounter what you believe to be a violation of the Code, other Company policies or applicable law, you are required to report it. We maintain an Ethics Response Line for employees to anonymously, where permitted by local law, report any potential incidents of misconduct and, regardless of how you report, you are protected from intimidation and retaliation whenever you speak up and have reasonable grounds to suspect a violation.
- Managers and supervisors are accountable for compliance with – and enforcement of – the Code for the operations they manage.
- Failure to carry out these responsibilities may lead to disciplinary action, including discharge.

I would like to remind you the Code is not intended to cover every possible situation. Your wisdom, discretion and sound judgment, and that of your peers and managers, should guide us all in making the right decisions daily. We need your commitment to help maintain the moral, ethical and law-abiding heritage that has been so critical to our work. I know I can count on you.

Paul W. Graves

Chief Executive Officer, Arcadium Lithium plc

Code of Ethics and Business Conduct

The Code is designed to deter wrongdoing and promote:

- Honest and ethical conduct;
- Full, fair, accurate, timely and understandable disclosures;
- Compliance with applicable laws, rules and regulations;
- Prompt internal reporting of Code violations; and
- Accountability for adherence to the Code.

1. We Are Committed to Ethical Behavior.

Commitment to Ethics

Ethical behavior is an individual responsibility. Behavior reflecting high ethical standards, including ethical handling of actual or apparent conflicts of interest, is expected of all directors, officers, employees and contractors, regardless of position or location. No director, officer, manager or supervisor has the authority to violate or require conduct by another employee or any other person that violates the Code, other Company policies or applicable law.

In addition, our commitment to the highest level of ethical conduct should be reflected in all of the Company's business activities including, but not limited to, relationships with colleagues, customers, suppliers, competitors, the government, the public and our shareholders. Each employee, contractor, officer and director is expected to deal fairly with everyone, without manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice.

Responsibility to Ethics

All of our employees, contractors, officers and directors must conduct themselves according to the language and spirit of this Code and seek to avoid even the appearance of improper behavior. Even well-intentioned actions that violate the law or this Code may result in negative consequences for the Company and for the individuals involved.

In addition, all Company officers, managers and supervisors are accountable for the actions of the employees who report to them and are responsible for facilitating compliance with the Code, other Company policies and applicable laws. In particular, they must:

- Inform their employees about Company policies, including those dealing with legal and ethical behavior;
- Ensure that appropriate ongoing employee training occurs and that violators of the Code are appropriately disciplined; and
- Maintain a work environment where constructive, frank and open discussion about ethics is encouraged and expected, including reporting of violations of the Code, other Company policies and applicable law, without fear of retaliation.

In this effort, managers should seek and will receive support from the Company's Human Resources and Law Departments and the Ethics Office.

2. We Keep Accurate Company Records and Make Full, Fair, Accurate, Timely and Understandable Disclosures.

We make full, fair, accurate, timely and understandable disclosures in reports that the Company files under applicable laws, rules and regulations and in other public communications. Dishonest reporting will not be tolerated. This includes reporting or organizing information in an attempt to mislead or misinform. No entry will be made on the Company's books and records that intentionally hides or disguises the true nature of any transaction.

The Company has adopted controls to ensure the safeguarding of Company assets and the accuracy of its financial records and reports in accordance with internal needs and requirements of applicable laws and regulations. These established accounting practices and procedures must be followed to ensure the complete and accurate recording of all transactions. All employees, within their area of responsibility, are expected to adhere to these procedures, as directed by the appropriate Company manager.

No employee or director may interfere with or seek to improperly influence, directly or indirectly, the auditing of the Company's financial records. Violation of these provisions shall result in disciplinary action up to and including termination and may also subject the violator to substantial civil and criminal liability.

If an employee becomes aware of any improper transaction or accounting practice, the matter must be immediately reported as described in Section 4 of this Code.

Our obligation to record and report information accurately and honestly also applies to the accurate reporting of time worked, business expenses incurred, research test results and other business-related activities.

3. We Comply with the Code, Other Company Policies and All Applicable Laws, Rules and Regulations.

We comply with the Code, other Company policies and all applicable laws, rules and regulations in conducting our business. You must obey all laws, rules and regulations that apply to you. You must also abide by this Code and all applicable Company Policies. No employee, contractor, officer or director of the Company shall commit an illegal or unethical act, or instruct others to do so, for any reason.

Contact a Company lawyer if you have any questions about the application of the law of any country, about the Code or other Company policies, or about the relation or any apparent conflict between them. In certain jurisdictions, common trading or negotiating practices may be based on customs or codes that are less stringent or different than the Code. In such countries, employees should follow the Code.

Our General Counsel and Secretary may make non-material changes to this Code to update contact information, applicable business units or functions, website information, applicable Company policies and titles.

Waivers

In the unusual circumstances where a waiver of the Code would be appropriate for an executive officer or director, such waiver must be approved in writing by the Board of Directors or the Audit Committee of the Board of Directors and shall be promptly publicly disclosed to the extent required by U.S. or other applicable securities laws and regulations and the rules of the New York Stock Exchange, the Australian Securities Exchange or such other applicable stock exchanges. Waivers for all other employees must be granted in writing by the General Counsel and Secretary. Requests for waivers of the Code may only be granted in exceptional circumstances and in compliance with applicable law.

4. We Report Suspected Non-Compliance.

The Code will be strictly enforced and violations will be dealt with immediately, including by subjecting persons who violate its provisions to disciplinary action, which may include reprimand or dismissal. Violations of the Code that involve illegal behavior will be reported to the appropriate authorities in each applicable jurisdiction. This may subject the individuals involved to civil and/or criminal penalties.

Any employee, officer, director or contractor who learns of a suspected violation of the Code should promptly report it pursuant to the procedure below. Employees, officers, directors and contractors are strongly encouraged to come forward with any such information without regard to the identity or position of the suspected offender.

Reporting Procedure for Non-Compliance:

- Employees, officers, directors and contractors should promptly report any concerns about a violation of ethics, laws, rules, regulations or the Code to their manager, a human resources manager or the Law Department, including the General Counsel and Secretary or, in the case of accounting, internal accounting controls or audit matters, the Audit Committee of the Board of Directors. Managers should promptly escalate any report received from an employee to a human resources manager or the Law Department, including the General Counsel and Secretary, and follow directions provided by the human resources manager or the Law Department.
- Any concerns about a violation of ethics, laws, rules, regulations or the Code by the Chief Executive Officer, Chief Financial Officer or any other senior financial officer or other executive officer or director should be reported promptly to the General Counsel and Secretary, and the General Counsel and Secretary shall notify the Audit Committee of any violation.
- Any concerns about a violation of ethics, laws, rules, regulations or the Code by the General Counsel and Secretary should be reported to the Audit Committee.
- The names, telephone numbers and addresses of the Company's General Counsel and Secretary and other Company lawyers are listed in the Company's directory.
- If a concern is submitted orally, a written acknowledgment of such concern should be requested.

- Employees, officers and directors may anonymously, where permitted by local law, report any potential incidents of misconduct, including via the Company's Ethics Response Line below. An anonymous report should provide enough information about the incident or situation to allow the Company to investigate properly. The Company's Ethics Response Line may be reached as follows:

Ethics Response Line:

United States 1-844-867-4128 (toll-free)

Argentina 0800-444-1243

Australia 1800-490-619

Canada 833-679-2182

China 400-661-2252

Hong Kong 800-93-0359

India 000-800-040-1335

United Kingdom 0808-234-2896

Singapore 800-110-2396

Japan 0066-33-830-771

Switzerland 0800-56-1065

Netherlands 0800-020-1879

South Korea 080-877-5416

Ethicspoint Website:

<http://arcadiumlithium.ethicspoint.com>

The Company Ethics Response Line service provides:

- 24-hour, 7-days-per-week continuous coverage
- Toll-free service for U.S. Company locations
- Multilingual service – 100 languages
- Confidentiality and anonymity assurance for callers
- Trained staff to handle ethics cases

Investigation: It is the Company's policy and intent to investigate any reported violation of the Code, other Company policy or applicable law, and to take appropriate action, as determined by the Company, based on the results of the investigation. Reports of violations of accounting, accounting controls and audit matters will be investigated under the supervision of the Audit Committee of the Board of Directors. All other violations will be investigated under the supervision of the Company Ethics Office. All employees, officers, directors and contractors are required to cooperate in any internal investigations of misconduct and unethical behavior.

Confidentiality: The investigators will not disclose the identity of anyone who reports a suspected violation or who participates in the investigation, subject to applicable laws, regulations or legal proceedings. Employees, officers, directors and contractors should be aware that the Ethics Office and Audit Committee are obligated to act in the best interests of the Company and do not act as personal representatives or lawyers for such individuals.

Reporting Violations to a Governmental Agency: Employees, directors, officers and contractors have the right to:

- Report possible violations of state or federal law or regulation that have occurred, are occurring or are about to occur to any governmental agency or entity, or self-regulatory organization;
- Cooperate voluntarily with, or respond to any inquiry from, or provide testimony before, any self-regulatory organization or any other federal, state or local regulatory or law enforcement authority;
- Make reports or disclosures to law enforcement or a regulatory authority without prior notice to, or authorization from, the Company; and
- Respond truthfully to a valid subpoena.

The Company cannot require you to withdraw reports or filings alleging possible violations of federal, state or local law or regulation, and the Company may not offer you any kind of inducement, including payment, to do so.

Your rights and remedies as a whistleblower to a governmental agency or self-regulatory organization are protected under applicable whistleblower laws and may not be waived by any agreement, policy form or condition of employment.

Even if you have participated in a possible violation of law, you may be eligible to participate in the confidentiality and retaliation protections afforded under applicable whistleblower laws.

Protection Against Retaliation: Retaliation in any form against an individual, who in good faith reports a violation of the Code or who assists in the investigation of a reported violation, is prohibited. Making a report in “good faith” means that you have provided all the information you have and that you reasonably believe there has been a possible violation of applicable law, regulation, rule or standard, this Code or any other Company policy, even if your report turns out to be unsubstantiated. Each employee, officer, director or contractor may report such violations without fear of retaliation by co-workers, supervisors or others that are the subject of the report. The Company will treat the information in a confidential manner, to the extent permitted by law, and will ensure that no acts of retribution or retaliation will be taken against anyone for making a report in good faith. Retaliation may include any unfavorable job action (such as termination, demotion, suspension, discipline, reduced hours, transfer or adverse compensation action), threat, harassment or other discrimination in the terms and conditions of employment.

In addition, it is a violation of U.S. federal law and other applicable securities laws to retaliate against anyone who has reported such potential misconduct either internally or to any governmental agency or entity or self-regulatory organization. Therefore, employees, officers and directors have the right to not be retaliated against for reporting, either internally to the

Company or to any governmental agency or entity or self-regulatory organization, information which they reasonably believe relates to a possible violation of law. Retaliatory conduct includes discharge, demotion, suspension, threats, harassment and any other manner of discrimination in the terms and conditions of employment.

Employment: The General Counsel and Secretary of the Company will have primary authority and responsibility for the enforcement of this Code, subject to the supervision of the Audit Committee of the Board of Directors. The Company will devote the necessary resources to enable the General Counsel and Secretary to establish such procedures as may be reasonably necessary to create a culture of accountability and facilitate compliance with the Code. Questions concerning this Code should be directed to the Law Department.

5. We Fulfill the Company Corporate Responsibility Program.

The Company's Corporate Responsibility Committee consists of senior management and reports to the Audit Committee of the Board of Directors. The Corporate Responsibility Committee, together with the Law Department and external counsel, as applicable, assesses the Company's overall compliance with applicable law and the Code, oversees the compliance training program, and considers the appropriate response to significant compliance matters and legal developments. In addition to the resources provided for asking questions and reporting suspected violations of the Code, employees are encouraged to contact the Corporate Responsibility Committee through the address below:

Arcadium Lithium plc Ethics Office

PBM 3767

13950 Ballantyne Corporate Place

Charlotte, NC 28273

USA

or online:

<http://arcadiumlithium.ethicspoint.com>

6. We Value and Safeguard Our Relationships with Customers.

Most Valued Supplier

A primary objective at the Company is to become our customers' most valued supplier. We achieve this objective by providing products and services that best meet customer needs and doing so in a manner that creates a lasting bond of cooperation and trust.

We treat customers fairly and honestly at all times in a manner that conforms to all applicable laws and is consistent with good business practice. We do not make false or misleading remarks about other companies or their employees or products, including our competitors.

Safe and High-Quality Products

We conduct business with a high regard for the health and safety of those using our products and services. This regard strengthens the bond between the Company and our customers. Each employee plays a critical role in ensuring the quality and safety of the Company's products, from design through manufacturing, ongoing improvements and customer support.

7. We Value and Safeguard Our Employee Relationships.

Respect for Employees

The Company is committed to respecting human dignity. Trust, respect and ethical business conduct are essential to achieving and maintaining sound relationships among our employees. Basic to these relationships is the recognition of the personal value and contribution of every employee. At the Company, we value the diversity of our employees, and we judge and treat every employee with dignity and respect.

The Company's policies for recruitment, advancement and retention of employees forbid discrimination on the basis of any criteria prohibited by law. Consistent with applicable laws of the location, employees and applicants for employment will be judged on the basis of their performance and qualifications without regard to race, gender, gender identity and expression, religion, national origin, citizenship status, age, disability, marital or maternity status, political beliefs, veteran status, sexual orientation.

Non-Harassment

Sexual harassment of any type is prohibited. Employees, directors, officers and contractors must not harass others or create or allow an unprofessional, offensive or hostile work environment. Harassing behavior may be sexual or non-sexual and can include, for example, epithets, slurs, stereotyping, insulting jokes, unwelcome sexual advances or physical contact, offensive or sexually suggestive comments, touching, requests for sexual favors or the display or circulation of offensive or degrading images, text or other material.

Child Labor/Forced Labor

We are opposed to any form of harmful child labor and forced or compulsory labor. It is the Company's policy to prohibit harmful child labor or the use of forced or compulsory labor in our workplaces and we expect our suppliers and contractors to do the same.

Respect for Employees' Privacy

The Company respects the privacy of its employees, former employees and job applicants and will share employee information only for business reasons consistent with applicable law. This is not inconsistent with the Company's right to monitor electronic communications as further described in Section 10.

8. We Value and Safeguard Our Relationships with Suppliers and Contractors.

We seek to maintain our reputation as a dependable customer by being equitable and reliable in dealings with suppliers. We will treat suppliers and contractors fairly and honestly at all times and in a manner conforming to all applicable laws.

We expect our suppliers to share our commitment to sustainability and to producing safe and high-quality products.

We expect our suppliers to conduct themselves in an ethical and responsible manner that supports the protection of and respect for human dignity in their workplaces and is consistent with the Company's standards.

9. We Comply with Health, Safety, Security and Environmental Laws.

We are committed to protecting the environment and the health and safety of our employees, our families, our communities and the public through full compliance with all applicable laws and continuous improvement of our performance on environmental, health and safety matters.

To meet the Company's environmental standards, every Company owned-and-operated facility must demonstrate compliance with all public health and environmental laws pertaining to its operations and, consistent with applicable law, maintain an open dialogue with local communities on the nature and hazards of the materials that it manufactures or handles.

The Company's Worldwide Policy on Health, Safety, Security and the Environment:

The Company embraces our responsibility to protect the environment and the health, safety and security of our employees, contractors, their families, our communities and the public, as a core value of our business sustainability. Transparently promoting the Company's policies on health, safety, security and the environment ("HSSE") is the responsibility of all Company employees and contractors around the world.

The Company's HSSE Guiding Principles mandate that we:

- Pursue a business strategy that builds on sustainable innovation, operations and business practices as we seek to grow our businesses and improve the quality of people's lives everywhere;
- Openly conduct our business in a manner that is protective of public and occupational health, the environment and employee safety;
- Strive to eliminate all accidents and injuries, with an objective of achieving injury-free workplaces;
- Give HSSE priority consideration in manufacturing our products and planning for new products, facilities and processes;
- Comply with all HSSE laws and regulations;
- Strive to reduce emissions and waste, and use energy and natural resources efficiently as we grow;

- Actively solicit constructive discussions with our employees, suppliers, customers, neighbors and shareholders on managing HSSE issues to ensure continuous improvement, and;
- Work with our employees, suppliers, customers, contractors and commercial partners to promote responsible management of our products and processes throughout their entire life cycle, and for their intended end use, worldwide.

The Company's HSSE policy is enabled through corporate standards, business policies and management practices. Implementation is achieved through management and employee engagement, allocation of sufficient human and capital resources, and rigorous measurement, review and corrective action systems. Advancing this policy is an integral part of the Company's business conduct.

The Company is committed to providing a drug- and alcohol-free, safe and healthy workplace in accordance with applicable laws and regulations. The Company is also committed to ensure that its employees and contractors work in compliance with all applicable laws and mandatory industry standards pertaining to the number of hours and days worked.

Safe and Healthy Working Environment

Maintaining a safe and healthy work environment is integral to the operation of our business. Accidents harm our employees, contractors and others involved in our business operations and undermine the effective performance of the business, as well as the trust of the communities in which we operate. The Company is responsible for preventing accidents by maintaining a healthy work environment, by following safe procedures and practices, by using all prescribed personal protective equipment and by reporting any accidents, injuries and unsafe equipment, practices or conditions.

No Substance Abuse

We do not use, sell, purchase, transfer, manufacture, possess, or permit to be present in our system any illegal or unauthorized drugs, synthetic/designer drugs, or any controlled substance (except legally prescribed drugs), nor do we abuse prescribed drugs, while on the Company's premises, engaged in the Company's business, or operating the Company's equipment.

In addition, we do not use, sell, manufacture, purchase, transfer or possess alcohol in a Company facility or on Company premises (except during Company supported, authorized and supervised occasions). We are not under the influence of alcohol while performing Company business or job-related duties or while operating Company equipment.

10. We Protect Our Property and the Property of Others.

We are responsible for the protection of Company assets against loss, theft, damage and misuse. This includes physical property, intangible assets and all forms of business communications, including electronic mail, telephone, internet and Intranet. Company assets are intended for use for proper Company purposes and may not be sold, loaned, given away or disposed of without proper authorization. We may make personal use of such assets on an occasional and limited basis only as long as the Company's IT and other relevant policies are

followed, there are no measurable increased costs and other employees are not distracted as a result of the use. In addition, use of such assets for personal gain is prohibited.

We Use our Electronic Communications and Internet Access for Company Purposes

The Company's electronic communications and internet access systems are important tools through which we conduct much of our business. These communication mechanisms and devices include e-mail, fax and instant messaging systems. The Company reserves the right to monitor the use of its internet resources and electronic communications and to investigate potential improprieties. Users have no expectation of privacy in their use of the Company communications systems beyond that required by law.

The Company reserves the right to filter internet content that it considers offensive or inappropriate. All use of internet access and electronic communications will be in accordance with applicable laws, regulations and Company policies and shall not be used to:

- Violate copyright, trade secret, patent or other intellectual property rights;
- Divulge company confidential information via social media networks or otherwise;
- Threaten, deceive, defraud, harass, defame, intimidate or offend others or otherwise violate the privacy of any person;
- Attempt to gain illegal access into another computer network or system;
- Create, execute, store or knowingly propagate non-approved files, such as viruses, worms, password capturing programs, Trojan horses, etc.;
- Intentionally disrupt or disable Company resources nor prevent other authorized users from using these resources;
- Send chain letters, unauthorized solicitations or advertisements;
- Distribute Company business e-mail addresses of other employees for non-business purposes such as subscribing to private bulletin boards, shopping sites and any other non-business sites;
- Introduce sexually explicit or offensive materials into the workplace;
- Access pornography, gambling ventures, non-business-related chat rooms or message boards; or
- Download files, unless they are necessary for business purposes and approved by the local IT management.

Reporting Loss or Misuse of Property

Any individual aware of the loss or misuse of any property must report it to his or her manager or supervisor or another appropriate Company person. Any individual receiving such reports shall handle them in a careful and thorough manner.

11. We Protect Company Confidential Information and Respect the Confidential Information of Others.

What is Confidential Information?

Confidential information is information that is not generally known to the public and, if improperly disclosed, may be harmful to the Company or its customers or suppliers, or helpful to its competitors. The Company possesses valuable confidential information that has been developed over many years at considerable expense.

This information includes proprietary information and trade secrets, such as sales, financial, scientific, economic or engineering information, patents, trademarks, copyrights, customer lists, marketing plans, technical plans, formulas, methods, techniques, processes, procedures, programs and codes – regardless of how such information is stored, compiled or memorialized – for which the Company takes reasonable measures to keep secret. Confidential information may also include information received from or relating to third parties with which the Company has or is contemplating a relationship, such as current or potential customers, operators, suppliers or strategic partners, and, in addition, may consist of the fact of such relationship or contemplation of such relationship.

How do we protect Confidential Information?

Unauthorized use or distribution of proprietary information violates Company policy and could be illegal. We must protect the confidentiality of this information as carefully as we protect the Company's physical and other property and should routinely take precautions to keep the information from being disclosed. We do not share confidential information with or authorize its use by non-Company people or even with Company people who do not need to know the information, except as provided in contracts or legally mandated. If it is appropriate for business reasons to share Company confidential information with a non-Company person and/or to allow a non-Company person to use the confidential information, a written confidentiality agreement is required to be executed in advance. A Company lawyer can provide an agreement that is appropriate for such circumstances. We also keep the information in a secure, non-accessible location and transmit confidential information electronically only under secure conditions.

The obligation to protect the Company's confidential information continues even after employment at the Company ceases. Upon separation from the Company, everything that belongs to the Company, including all documents and other materials containing confidential information, must be returned.

Our obligation to protect confidential information extends to social media networking. Company employees should follow the same procedures for protecting company confidential information when engaging in any social networking activities.

The Company will vigorously pursue any suspected improper taking and/or use of its confidential information. If we discover a possible theft of Company confidential information we must bring this discovery to our supervisor, a Company lawyer or another appropriate Company person.

12. We Gather Business Information Ethically and Lawfully.

As part of the daily execution of our business, we gather intelligence about competitors, suppliers and customers in ethical and lawful ways. Most useful information is available from public sources through hard work and persistence. In seeking information from non-public sources, we act with honesty and integrity, and we do not seek, obtain, or use any information if it would violate any applicable law, including without limitation antitrust laws, trade secret or other confidential information laws and laws relating to confidential relationships between employers and employees.

We protect confidential information provided on a confidential basis by others to the Company – usually by following procedures described in agreements relating to such information.

We will not improperly take confidential information from others. In the United States, individuals and companies who improperly take trade secrets are subject to civil lawsuits for damages and injunctions, as well as criminal liability under the Economic Espionage Act, including financial penalties and prison terms.

We do not accept or misdirect communications not meant for us. Any receipt of communications that appears to be in error and contains proprietary or sensitive information, such as a competitor's marketing plans or engineering drawings should be reported to your supervisor and, in the case of electronic communications, to the Director of Information Technology so that appropriate action can be taken.

13. We Avoid Conflicts of Interest.

Employees, officers, directors and contractors shall not engage in any activity that would create a conflict of interest between their personal interests (including the interests of their immediate families) and the best interests of the Company. A "conflict of interest" occurs when a person's private interest interferes in any way, or even appears to interfere, with the interest of the Company, including its subsidiaries. A conflict of interest may arise when an employee, officer, director or contractor takes an action or has an interest that may make it difficult for him or her to perform his or her work objectively and effectively. Conflicts of interest may also arise when an employee, officer, director or contractor (or his or her family members) receives improper personal benefits as a result of the employee's, officer's, director's or contractor's position in the Company.

Employees, officers, directors and contractors must make all business decisions in the best interests of the Company. Any actual or potential conflict of interest between the Company and an employee, officer, director or contractor is prohibited unless specifically approved in writing by their supervisor (or in the case of an executive officer or director, the Audit Committee of the Board of Directors), who shall consult with the General Counsel and Secretary concerning the matter. In determining the presence or absence of a conflict of interest, the following will be considered: the amount of the individual's financial interest, as applicable; the individual's position with the Company and the influence that the individual may have in business dealings that impact the matter; and all other relevant factors.

Activities that could create a conflict of interest include:

- Engaging in personal or any other non-Company business on Company time or with Company assets;
- Working as an employee or independent contractor for any non-Company firm or person (including self-employment) or engaging in any other activity, if the work or activity affects job performance or encroaches on time or attention that should be devoted to the Company's affairs;
- Disclosing or using for personal advantage confidential information gained by our position with the Company;
- Disposing of Company assets for personal benefit. This policy applies both to physical assets – such as equipment, cars and trucks and office supplies – and to services provided or paid for by the Company, such as internet access, electronic mail, telephone, fax and the internal mail system;
- Receiving a loan or guarantee of an obligation as a result of the individual's position with the Company;
- Accepting loans or gifts of any kind, preferential treatment or favors that place or appear to place the individual or any member of their immediate family under a stated or implied obligation to a competitor, supplier or customer of the Company. For example, employees, officers, directors and contractors must not make investments in competitors, suppliers, or customers of any kind if the arrangement is not generally available to others or if a conflict of interest or the appearance of a conflict of interest could arise because of such individual's duties and responsibilities. Employees, officers, directors and contractors may accept promotional premiums and discounts offered by transportation companies, hotels and similar service providers – such as, for example, "frequent fliers" program benefits – if they are offered to travelers generally and the Company has not specified to the contrary;
- Acquiring an interest in a firm with which the Company is negotiating or contemplating negotiations for a merger, acquisition, joint venture or other significant agreement. This includes employees', officers', directors' and contractors' personal interest as well as the interests of the members of our immediate family. In general, this Code is not intended to prohibit modest investments in publicly traded companies. However, common sense must be used to avoid a conflict of interest and the appearance of a conflict of interest when considering an investment in a publicly traded company. For example, employees, officers, directors and contractors must not make investments in even a publicly traded competitor, customer or supplier if they either have insider knowledge that the Company has entered into or is considering entering into a business arrangement that may be financially significant to the Company or the other company;
- Having a significant investment in or working for or serving as a consultant or advisor to any other firm or person (even in a self-employed capacity) if that firm or person is a competitor (or actively planning to become one), a supplier or a customer of the Company; or
- Conducting Company business with anyone related by blood or marriage;

In addition, neither an employee, officer, director or contractor nor any member of their immediate family shall accept membership on the board of directors of any competitor, supplier of material or services, or customer of the Company without prior written approval of the Company's General Counsel and Secretary.

If a director has a personal interest in a matter before the Board, the director must disclose the interest to the full Board prior to discussion as to such matter or deliberation, excuse himself or herself from participation in the discussion and will not vote on the matter. Personal interests may include commercial, industrial, banking, consulting, legal, accounting, charitable and financial relationships, among others.

Seek Help in Resolving Questions under this Conflict of Interest Policy?

Employees, officers, directors and contractors must promptly disclose to their applicable supervisor and the General Counsel and Secretary any material transaction or relationship or potential transaction or relationship that reasonably could be expected to give rise to such a conflict. Conflicts of interest involving the General Counsel and Secretary and directors shall be disclosed to the Audit Committee. If there is any doubt as to the application of this Conflict of Interest policy to a specific activity, relationship, interest, or transaction (either actual or proposed), ask a Company supervisor or manager for clarification. Sensitive or more complex questions should be referred to a Company lawyer.

14. We Do Not Take Personal Advantage of Corporate Opportunities.

Employees, officers, directors and contractors are prohibited from taking for themselves business opportunities that are discovered through the use of corporate property, information or their position with the Company, unless disclosed in advance to and, if appropriate, approved by (a) for executive officers and directors, the Audit Committee and (b) for other employees, the General Counsel and Secretary.

No employee, officer, director or contractor may compete with the Company. Competing with the Company may involve engaging in the same line of business as the Company, or any situation where the employee, officer or director takes away from the Company opportunities for sales or purchases of products, services or interests. Employees, officers, directors and contractors owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

15. We Comply with Antitrust and Other Competition Laws.

The Company's policy is to comply with all antitrust and competition laws that apply to its activities. Although no two competition law systems are the same, most are similar in key respects. These guidelines set forth conduct that must be avoided at all times and other conduct that may be engaged in only after consulting a Company lawyer.

Nearly all countries in which the Company does business have these laws, including the United States, Australia, Argentina, Canada, the United Kingdom, the European Union, all EU member countries, China, India, Singapore and Japan. Many countries (including the United States and the EU) extend the application of their competition laws to conduct outside their territories that

affects their countries. For example, an agreement negotiated in the United Kingdom to fix prices for products that are manufactured in the United Kingdom and later shipped into the United States may be subject to prosecution in the United States under U.S. law, as well as in the United Kingdom under U.K. law.

Consequences for violations of antitrust and competition laws are serious:

- In the United States and certain other countries, violations may be criminal – resulting in heavy fines and prison terms for individuals;
- Heavy civil penalties may be imposed, and private companies can bring lawsuits to recover damages in many countries (for three times the amount of the loss in the United States); and
- Violations may also result in court or administrative orders that limit how a company can operate. Government fines in the United States and the EU have exceeded \$100 million in some cases, and individuals in the United States have served prison terms. Damages in private lawsuits have also exceeded \$100 million.

We Do Not Agree with Competitors on Prices, Production Volumes or Capacity, Where to Sell, or on Other Competitive Matters.

In nearly every country in which the Company does business, it is unlawful for competitors to agree with each other on any of the following:

- Prices they charge their customers;
- Other price-related terms, including credit terms, terms of sale and transportation costs;
- Bids in a customer bidding situation;
- Production volumes or production capacity, including whether to close or build capacity;
- Territories where either company will sell or not sell;
- Customers to whom either company will sell or not sell; or
- Whether to boycott or otherwise refuse to deal with certain customers, suppliers, or other competitors.

These topics must not even be discussed with a competitor. To “agree” with a competitor in this context can mean not only formal contracts, but also oral agreements and informal understandings. Even casual discussions with a competitor about industry price trends or whether the Company or the competitor will do an expansion or capacity shutdown may be used as evidence that there was an agreement on the topic that was discussed.

Some agreements with competitors are lawful in some circumstances, such as joint ventures, technology license agreements, supply agreements and joint approaches in government lobbying. It is important to involve a Company lawyer in discussions for such agreements before discussions with the competitor begin to assess the action under consideration and so that any violation and the appearance of any violation can be avoided.

We Comply with Laws Governing Acquisitions and Mergers.

Many countries have laws requiring notification of significant mergers and acquisitions or foreign direct investments to government competition authorities - often before completion of the transaction. The Company complies with laws governing mergers and acquisitions and foreign direct investments, including notification requirements. To ensure compliance – and to permit the advance planning necessary to assure a favorable government review under the applicable competition laws – notify a Company lawyer at the outset of considering an acquisition or merger or foreign direct investment.

We Compete Vigorously, Using Lawful Commercial Practices.

Many countries have laws outlawing fraud and improper interference with a competitor, customer, or supplier's business relationships through false disparagement or other means. At the Company, we comply with all such laws.

16. We Comply with Laws and Regulations for Transnational Business.

We operate our business in compliance with all applicable laws. When we make significant business investments or acquisitions, we take into account sustainability, compliance and other ethical considerations.

We Comply with all Import Control Laws.

It is the Company's policy to comply with all laws and regulations that apply to its imports into the United States. It is the responsibility of every business unit to implement and maintain the necessary internal controls for import compliance, exercise reasonable care in all import activities and make best efforts to assure appropriate personnel understand and comply with all U.S. import laws.

U.S. import laws govern many aspects of our imports, including admissibility of imports into the United States, classification and valuation for duty purposes, country of origin marking, environmental reporting, security, eligibility for special preference programs (e.g., NAFTA) and records retention. The Company's management is committed to strict compliance with all import laws and regulations and expects all employees to implement this commitment in the Company's business operations. Implementation will be achieved through organizational commitment, allocation of sufficient human and capital resources and appropriate oversight and corrective actions. The Company has established a Corporate Import and Export Compliance Committee comprising representatives from across the Company's functions. In addition, we have trained personnel in logistics responsible for compliance with customs laws.

The Company's management is also committed to all aspects of the Customs-Trade Partnership Against Terrorism ("C-TPAT"), under which the Company has committed to ensure the safety and security of all imports from the point of origin to the point of final destination in the United States and to corresponding programs in other jurisdictions. The Company has identified C-TPAT compliance contacts at the Company who ensure C-TPAT compliance.

We Comply with all Export Control Laws.

The United States and some other countries maintain laws and regulations that restrict exports

of certain products, services and technologies to certain countries or buyers. It is the responsibility of every business unit and department to ensure that the items they export may be lawfully exported and may be sold to the country and individual to whom they intend to sell.

The United States government maintains strict controls on exports of goods, services and technical data from the United States and re-exports from other countries. Such restrictions range from almost total bans on the sales of any items by U.S. companies or their subsidiaries to certain embargoed countries to prohibitions on selling certain items to specified individuals or organizations. U.S. law requires government pre-approval of all items to be exported although most Company products are already pre-approved.

These U.S. laws may apply to many seemingly innocuous items, and many chemical and equipment exports are subject to licensing requirements and export controls. Similarly, an export of technology can occur through a plant visit by a foreign national or an international telephone conversation or e-mail. The severity of the controls varies greatly, depending on the nature of the goods and data and their ultimate destinations. The rules change frequently with changes in the policies of the United States and its allies.

The sanctions for violating these controls, even when inadvertent, can be severe and can result in fines, imprisonment and even the denial of all export privileges to a company. The Company's intranet website has additional information on various export laws, and the Company's lawyers can provide you with additional guidance and assistance with export issues.

We Do Not Participate in or Comply with Secondary Boycotts that Are Against United States Government Policy, Including the Arab League Boycott of Israel.

We comply with the stringent U.S. laws and regulations relating to secondary boycotts. These laws and regulations may apply to the Company's subsidiaries outside of the U.S. if the transaction involves U.S. commerce in even a minimal fashion. In addition, even if a transaction is not in U.S. commerce, it may still be the subject of tax penalties. Failure to comply rigorously with the laws can result in substantial fines and tax penalties for the business unit. The U.S. laws relating to secondary boycotts require that we:

- Refuse to comply with requests to participate in secondary boycotts that are against U.S. policy; and
- Report every request to participate in such a boycott – construed very broadly to include oral discussions and receiving preprinted statements in standard business forms – first to the Company's Law Department and then to the U.S. Department of Commerce.

In practice, the boycott that most commonly presents problems is the policy of certain Arab countries to prohibit not only the importation of goods from Israel but also affects commerce with companies that also do business with Israel (the secondary boycott). Any business request asking whether the Company sells to or conducts business in Israel must be reported to a Company lawyer.

The laws governing foreign boycotts are complex, and requests for compliance with a foreign boycott or certification of compliance must be reported even if compliance with the foreign boycott is permitted by law. Some actions that are permitted by law – including certain actions by non-U.S. subsidiaries – nevertheless have adverse U.S. tax consequences. If there is any

doubt about the effect of a particular request or contract provision, consult both a Company lawyer and the Tax Department.

To comply with these laws, every business unit, department and operation must do the following:

- Establish procedures to review all incoming and outgoing documents and communications to or from customers, dealers, or others in boycotting countries. The review must be conducted by designated individuals in each division or operation who understand the requirements of the applicable laws, who will conduct all necessary further reviews, and who will contact the Law and Tax Departments regarding any boycott requests.
- Ensure that international sales, order entry, traffic, documentation and credit personnel – who are likely to come in contact with requests for compliance with foreign boycotts – are instructed about how to comply with these laws and that they follow the Company’s procedures relating to these laws.

17. We Do Not Pay Bribes or Make Improper Payments.

The Company’s funds shall not be used to make payments that violate any applicable laws or regulations. While this policy summarizes the most commonly applied laws and regulations, they can be ambiguous or difficult to interpret. If you are uncertain about any payment, consult a Company lawyer.

We Do Not Engage in Commercial Bribery.

We do not pay bribes, kickbacks, or similar payments or gratuities to people or organizations in order to gain or keep business or to direct business to any other person or company. This policy applies both to payments made directly and to payments made through an intermediary.

We Do Not Pay Bribes or Kickbacks to Government Agencies, Employees, or Officials.

We do not directly or indirectly offer or give any money, gift, favor, entertainment, loan, gratuity, or other item of value to any employee of any federal, state or local agency that regulates or does business with the Company. As long as there is no violation of the rules or standards of conduct of the Company or the recipient’s organization, employees of Company businesses doing business with or regulated by government agencies are permitted to provide meals and refreshments that are reasonable and directly related to business discussions. We do not make any direct or indirect payments – including Company funds, personal funds or anything else of value – to any government official, employee, political party or candidate of any country in order:

- To obtain or retain business for the Company or any of its subsidiaries; or
- To direct business to any other person.

We also do not authorize such payments to be made through a third person if we know or are substantially certain that any portion of the payment will be used to pay a government official or employee, or political party or candidate.

The Company does not operate in any countries in which bribery of government or political officials is lawful. In addition, the United States and other countries have enacted laws making bribery of foreign government officials a crime. At the Company, we comply with applicable laws and regulations. In particular, we do not engage in violations of foreign law even if local business practices seem to ignore the law. Even when they are not intended to obtain, retain, or direct business, we do not provide gifts and entertainment to government officials and employees of any country beyond the extent to which they are extended by normal custom in the relevant country. The value of such gifts or entertainment should not exceed US\$100 per person without the prior approval of the Law Department.

We Use Special Care in Appointing Sales Representatives, Distributors and Consultants.

Commission or fee arrangements may be made only with firms or persons serving as bona fide commercial sales representatives, distributors, or consultants (jointly, “representatives”). These arrangements may not be entered into with any firm in which a government official or employee is known or believed to have an interest if the Company conducts or may seek to conduct business with the government agency to which the official or employee is connected. All business units must investigate the character and reputation of each proposed representative to determine their appropriateness prior to the engagement.

We pay our representatives by above-board means. Payments must never be made in cash, and they must be made to the representative’s business office in the country in which it is located (and not to a foreign office or foreign bank account) unless the Law Department has approved otherwise.

All commission and fee arrangements with representatives shall be covered by a written agreement. The agreement must contain, in addition to other standard terms and conditions:

- A clear description of the services to be provided;
- The commitment by the representative to abide by applicable law, including a representation that no prohibited payments have been or will be made or promised; and
- A statement that the Company may be required to disclose the existence and terms and conditions of the contract to authorized governmental agencies. The amount of commission or fee to be paid to a representative for assistance in securing orders and for after-sales service must be reasonable in light of normal practice for the industry, the line of products involved and the commercial services to be rendered. Sales representative and distributor agreements are available from Company lawyers.

18. We Respect the Political Process and Comply with Laws Governing Political Contributions.

We comply fully with all laws regulating corporate and employee participation in public affairs, subject to the procedures set out below. The Company encourages employees to exercise their rights and assume their obligations as citizens.

Where U.S. and other applicable laws permit corporations to make contributions to candidates for public office, such contributions must receive prior written approval by the business unit or department requesting the contribution and the Company’s General Counsel and Secretary.

These requirements pertain only to political contributions to be made with Company corporate funds. They do not restrict personal decisions by Company employees to make lawful personal contributions on their own. Employees must not, however, be reimbursed by expense accounts or otherwise for such personal contributions.

In other countries, political contributions by the Company or its subsidiaries can be authorized only when permitted by applicable law, after prior written approval by the corporate officer responsible for Company activities in the country and the Company's General Counsel and Secretary.

19. We Do Not Engage in Insider Trading or Related Unlawful Conduct.

The trading of stock by directors, officers, employees and contractors of the Company is subject to compliance with applicable U.S. federal and other securities laws and the Company's Insider Trading Policy on the Company's Intranet website. Applicable securities laws prohibit the buying and selling of publicly traded securities by a person with inside information. All non-public Company information should be considered inside information and should never be used for personal gain. Even minor violations of the securities laws can have severe consequences.

Penalties include forfeiture of gains, civil penalties of up to three times the profit gained or loss avoided, prison terms and large fines.

Insider trading rules apply to all kinds of securities, including common and preferred stock, bonds, commercial paper, options and warrants. They apply to direct buying and selling of securities by the individual with knowledge and to tipping off a friend or family member who then buys or sells the securities.

People with inside information include:

- Officers, directors, contractors and employees of the Company who learn material, non-public information in the course of their job;
- People in a confidential relationship with the Company such as bankers, consultants, advisors and lawyers; and
- People who learn material information from a friend or acquaintance about a company with which the friend or acquaintance has a relationship. Although people may be aware of inside information about a company, the insider trading rules apply only to information that is "material". There is no definition of materiality that will apply in every case, but generally information is considered material if there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision.

Some examples of material information are:

- Earnings information and guidance;
- Plans for expansion or shutdown of facilities or significant write-offs or write-downs in the value of a company's assets;

- Certain transactions, such as mergers with other companies, acquisitions of other companies or parts of other companies, sales of all or part of a company, tender offers for or by another company; and
- Changes in the Board of Directors or senior management.

Because of the severity of fines and the complexity of the applicable rules, you should contact a Company lawyer if you have any questions whether the insider trading rules apply to the purchase or sale of the Company's or any other company's securities.

20. We Deal Lawfully and Fairly in Government Procurement.

We conduct business with the U.S. government and other government customers in accordance with high ethical standards. We recognize a special obligation to safeguard and preserve the goodwill and trust of the U.S. government, other government customers and their taxpayers.

Although fundamental principles of honesty are constants in all of the Company's businesses, a business that serves the U.S. government and many other governments has additional requirements regarding the appearance and documentation of fairness and integrity.

The risks of violating laws relating to federal government procurement can be extraordinary, both for the Company and for operating and management employees involved. Common penalties include imprisonment, large fines for individuals and companies, forfeiture of any profit on the contract involved and suspension or prohibition from making sales to the applicable government for all of the Company.

In addition to complying with applicable law and with the Code, we vigorously seek to control costs in accordance with U.S. government procurement standards and regulations to obtain items for government contracts of appropriate quality at the best possible price. Consult a Company lawyer with any questions.

21. We Manage Our Records Properly.

To operate effectively and efficiently, records must be managed properly. Documents needed for ongoing business or required by law must be retained, while all other documents should be discarded. If excess records are not discarded, the costs and distraction of records maintenance escalates continually.

A general review of documents as to whether they are still needed is to be conducted at least once per year. In general, no document should be retained for more than two years unless it is needed for ongoing business or a law requires its retention. Before disposing of documents, employees, contractors, officers and directors should consult the Company's Record Retention Policy on the Company's Intranet website. Those who are unsure about the need to keep particular documents should consult with their records administrator or supervisor, so that a judgment can be made as to the likelihood that the documents will be needed.

Whenever it becomes apparent that documents will be required in connection with a lawsuit or government investigation, employees, contractors, officers and directors will preserve all possibly relevant documents and immediately suspend ordinary disposal or modification of

documents pertaining to the subjects of the litigation or investigation. Under no circumstances will employees, contractors, officers or directors alter any of these documents. If such individuals are uncertain whether documents under their control should be preserved because they might relate to a lawsuit or investigation, they must contact the Law Department for guidance.

22. We Respond Appropriately to Government Investigations.

The Company cooperates with government investigations. If an employee, officer, director or contractor is contacted by a government official or investigator about a Company matter, the following apply:

We Do Not Speak on Behalf of the Company

Most individual employees are not authorized to act as spokespersons for the Company in legal matters or investigations. Instead of making any statement on behalf of the Company, employees must:

- Refer the investigator to a Company lawyer; and
- Promptly contact both their supervisor or other responsible manager and a Company lawyer to report the inquiry.

If an employee receives a legal document related to the Company, such as a summons, complaint, subpoena or discovery request, whether from a governmental agency or otherwise, the employee must immediately contact the General Counsel and Secretary to ensure an appropriate and timely response. Employees must not respond to any request, answer any questions or produce any documents without first discussing with the General Counsel and Secretary. Also, it is not appropriate to attempt to list legal matters or pending litigation in vendor or supplier qualification forms, RFPs or RFQs or in any questionnaires. Under no circumstance should employees threaten or initiate legal action on behalf of the Company.

We Consider Contacting the Company Before Any Discussions with Government Officials or Investigators.

The choice of whether to speak with a government official or investigator is the employee's, but the Company requests that employees contact a Company attorney before speaking with such a person. Simply ask for the person's name and telephone number and tell them they will be contacted.

- An employee ordinarily has a right to have an attorney present at any such discussion. If the Company is contacted, the Company may supply an attorney for the employee in the appropriate circumstances.
- In the United States and many other countries, government investigators are not entitled to insist that an employee speak with them, or to threaten the employee if he or she refuses.
- If an employee chooses to speak with a government investigator, they should speak truthfully. False statements to a government investigator may be prosecuted.

We Verify the Investigator's Authority.

- Ask for the name of the investigator and for proof of who they are (such as an agency badge or identification card). Employees always are entitled to proof of identification in the United States and are usually entitled to it in other countries.
- Ask for a description of the subject matter and purpose of the inquiry. Company employees are never authorized to speak to private investigators, journalists, special interest groups, or other similar people about their work at the Company or Company business without prior authorization.

We Protect the Company's Documents and Proprietary Information.

Never provide Company files or documents of any kind to an investigator without prior, specific authorization from a Company attorney or supervisor. Company files or documents include computer files, drawings, papers, or files created or procured for Company work. These materials are Company property, even if they are kept at home or elsewhere.

One exception to this rule is a search warrant or other similar court order. Do not interfere with any law enforcement officer who has a valid search warrant or similar court order. Contact the Law Department immediately if you receive a search warrant or other similar court order.

23. Reporting and Information Resources

You are required to promptly and accurately report any violations of the Code that come to your attention to your manager, human resources manager or a Company lawyer. The names, telephone numbers, and addresses of the Company's General Counsel and other Company lawyers are listed in the company's directory. If you are uncomfortable reporting a violation to these individuals or wish to report a violation anonymously, contact:

Ethics Response Line:

United States 1-844-867-4128 (toll-free)

Argentina 0800-444-1243

Australia 1800-490-619

Canada 833-679-2182

China 400-661-2252

Hong Kong 800-93-0359

India 000-800-040-1335

United Kingdom 0808-234-2896

Singapore 800-110-2396

Japan 0066-33-830-771

Switzerland 0800-56-1065

Netherlands 0800-020-1879

South Korea 080-877-5416

Ethicspoint Website:

<http://arcadiumlithium.ethicspoint.com>

You may do so without fear of retaliation.

If you have any questions or doubts about any aspect of the Code, consult your Company manager, human resources manager, a Company lawyer, another appropriate Company person or the Company Ethics Office.

Australian whistleblower protections may also apply – see the Annexure for more information.

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Annexure: Australian whistleblower protections

When does this Annexure apply?

This Annexure applies if there is a connection between your disclosure and Australia. For example, you are:

- an Australian citizen;
- Australia-based;
- speaking up about a situation relating to Australian operations; or
- speaking up about conduct alleged to have occurred in Australia.

Eligibility for protection under Australian laws

In order to obtain protection under Australian whistleblower laws you must meet all of the following criteria:

- you are an Eligible Whistleblower;
- you have a reasonable basis to suspect Reportable Conduct; and
- you disclose Reportable Conduct to an Eligible Recipient or Authorised Regulator.

Disclosures to a lawyer to obtain legal advice or representation about protections under Australian law are also protected. In special circumstances, disclosures to a journalist or member of Parliament may also be protected and are explained further below.

You will still be protected under Australian law even if your disclosure is not made in good faith, turns out to be incorrect, or is made anonymously, so long as you have reasonable grounds to suspect the information you are providing concerns misconduct or an improper state of affairs or circumstances. However, if you deliberately make a disclosure that you believe or know to be false, you will not be protected and this may give rise to disciplinary action.

Disclosures to journalists or parliamentarians

Legal protections are also available if you make a public interest or emergency disclosure to a journalist or a parliamentarian. To make a public interest or emergency disclosure the disclosure must have previously been made to ASIC, APRA or a prescribed body and written notice provided to the body to which the disclosure was made. In the case of a public interest disclosure, 90 days must have passed since the previous disclosure.

It is important for you to understand the criteria for making a public interest or emergency disclosure and we recommend you seek independent legal advice before you do so.

How will the Company protect me?

The Company will respect your request to remain anonymous, although in some circumstances this may impact on how thoroughly a matter can be investigated.

The Company will not disclose Confidential Information unless a legal exception applies or with your consent. Legal exceptions include disclosures made to ASIC, APRA, the Australian Federal Police or (for tax matters) the Commissioner of Taxation, as well as disclosures made to a lawyer for the purpose of advice or representation in relation to whistleblower laws, or where it is reasonably necessary to disclose information likely to identify you for an investigation and all reasonable steps are taken to protect your identity.

The Company will not engage in Detrimental Conduct towards you.

Anyone who discloses Confidential Information obtained directly or indirectly because of your disclosure without your consent or Company authorization, or who engages in Detrimental Conduct, is in breach of this Code and disciplinary action may follow.

What protections will apply under Australian law?

If you meet the eligibility criteria, you will qualify for the following protections.

Anyone who engages in Detrimental Conduct may be guilty of an offence and may be liable for damages.

You can seek compensation and other remedies through the courts if you suffer loss, damage or injury because of Detrimental Conduct and if the Company failed to take reasonable precautions and exercise due diligence to prevent the Detrimental Conduct. For further information, please seek independent legal advice.

A person commits an offence if they obtain Confidential Information directly or indirectly because of your disclosure and they disclose that information, unless:

- you consent to the disclosure of the Confidential Information
- a disclosure of information likely to lead to your identity is reasonably necessary for the effective investigation of the matter and all reasonable steps are taken to reduce the risk of your identification
- your Confidential Information is disclosed to ASIC, APRA, the AFP or a person or body prescribed by regulation or (for tax-related matters) is reported to the Commissioner of Taxation
- your Confidential Information is disclosed to a lawyer for the purpose of obtaining legal advice or representation

For example:

- any legal action for breach of an employment contract, duty of confidentiality or another contractual obligation
- attempted prosecution for unlawfully releasing information, or other use of the disclosure in a prosecution
- disciplinary action for making the disclosure

The statutory protections do not provide you with immunity if it is found that you participated in the misconduct that you disclosed.

How do I make a disclosure?

You can make a disclosure in writing, by email or by phone to an eligible recipient.

What happens after I voice my concerns?

Your disclosure will be triaged and assessed for next steps. An investigation may follow. The process of an investigation will depend upon the nature of the disclosure and may include all or some of the following steps:

- preparing an investigation plan
- gathering documents and information
- document and information review
- witness interviews
- putting allegations to respondents for a response

The Company will ensure that people mentioned in disclosures are treated fairly by ensuring that any investigation is conducted confidentially and carefully, and where procedural fairness is afforded so that, unless special circumstances arise, persons have an opportunity to respond to allegations before adverse findings are made.

Where appropriate, you will be updated when the investigation is complete.

How this Annexure will be made available

The Code of Ethics and Business Conduct containing this Annexure is available on the Company's website.

Definitions

Authorized Regulator	ASIC, APRA or the Commissioner of Taxation (for tax-related disclosures)
Confidential Information	Your identity or information likely to lead to your identification.
Detrimental Conduct	When a person causes or threatens (whether express or implied, conditional or unconditional) to cause detriment to you or someone else because the person believes or suspects that you (or someone else) made, may have made, proposes to make, or could make a disclosure qualifying for protection, and the belief or suspicion is the reason, or part of the reason, for the detriment.
Eligible Whistleblower	Any past or present director, officer, employee, individual who supplies services or goods to the Company (whether paid or unpaid), employee of a person or organization who supplies services or goods to the Company (whether paid or unpaid), or relative, dependent or dependent of the spouse of any individual referred to above.
Reportable Conduct	Misconduct or an improper state of affairs or circumstances, which includes: <ul style="list-style-type: none"> • breaches of the Corporations Act 2001 (Cth); • an offence against the Commonwealth punishable by imprisonment for 12 months or more; or • conduct that represents a danger to the public or the financial system. Reportable Conduct does not include a Personal Work-related Grievance.
Eligible Recipient	In respect of the Company or a related body corporate, an officer, senior manager, auditor, members of an audit team conducting an audit, an actuary or a person authorized to receive disclosures of the Company or related body corporate. In relation to tax matters only, a tax or BAS agent or an employee or officer who has functions and duties in relation to the entity's tax affairs.
Personal Work-related Grievance	A grievance about any matter in relation to the discloser's employment, or former employment, having (or tending to have) implications for the discloser personally, and the information does not have significant implications for the Company that do not relate to the discloser and does not concern conduct referred to in Reportable Conduct above. Examples include: <ul style="list-style-type: none"> • an interpersonal conflict between the discloser and another employee; • a decision relating to the engagement, transfer or promotion of the discloser; • a decision relating to the terms and conditions of engagement of the discloser; or • a decision to suspend or terminate the engagement of the discloser, or otherwise discipline the discloser.