

WOGEN

CODE OF CONDUCT

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Introduction

Wogen Group of Companies (“Wogen”) expects our customers, consumers, suppliers, producers, converters, intermediaries, transporters, warehouses, logistical and other service providers to:

- Adhere to and comply with applicable jurisdictional laws.
- Respect and uphold fundamental [Human Rights](#) including the rights and dignity of employees promoting equal opportunities in a respectful environment and with fair remuneration without discrimination, abuse, duress or harassment. To implement and maintain high standards of occupational health and safety for the protection of employees.
- Prohibit Child Labour and [Modern Slavery](#) in all its forms.
- Conduct business in an ethical manner, stamping out money laundering and adopting robust [Anti-Bribery and Corruption](#) measures. To commit to the prevention of [Conflict Minerals](#) from entering the supply chain at any point.
- Adhere to sound principles for the protection of the [Environment](#) implementing steps to minimise pollution and emissions and to avoid the degradation of the environment through commodity extraction, production, transportation, conversion or consumption activities. To work with local communities, in a responsible and transparent manner, to protect their rights and where possible to enhance their lives and enjoyment of local amenities.
- Adhere to taxation and fiscal requirements and to apply a responsible [Taxation Strategy](#).

Human Rights Policy

Wogen recognises the [UN Universal Declaration of Human Rights](#). We are committed to enacting the [ten guiding principles of the UN Global Compact](#) in the protection of fundamental human rights across all areas of our business and throughout the supply chain in which we are involved.

Following the [OECD Due Diligence Guidance for Responsible Business](#), with the use of annual counterparty reviews and conducting regular “eyes on” visits and meetings, we assess our customers and

suppliers in accordance with the following ten principles and strive to ensure compliance. Where there is evidence of non-compliance we will not enter into, or continue, a business association.

United National Global Compact (UNGC) 10 Guiding Principles

The Ten Principles of the United Nations Global Compact are derived from: the [Universal Declaration of Human Rights](#), the [International Labour Organization's Declaration on Fundamental Principles and Rights at Work](#), the [Rio Declaration on Environment and Development](#), and the [United Nations Convention Against Corruption](#).

- [Principle 1](#): Businesses should support and respect the protection of internationally proclaimed human rights
- [Principle 2](#): make sure that they are not complicit in human rights abuses.
- [Principle 3](#): Businesses should uphold the freedom of association and the effective recognition of the right to collective bargaining;
- [Principle 4](#): the elimination of all forms of forced and compulsory labour;
- [Principle 5](#): the effective abolition of child labour; and
- [Principle 6](#): the elimination of discrimination in respect of employment and occupation.
- [Principle 7](#): Businesses should support a precautionary approach to environmental challenges;
- [Principle 8](#): undertake initiatives to promote greater environmental responsibility; and
- [Principle 9](#): encourage the development and diffusion of environmentally friendly technologies.
- [Principle 10](#): Businesses should work against corruption in all its forms, including extortion and bribery.

Modern Slavery & Human Trafficking Policy

Wogen recognises that in order to be a successful and valued partner to its customers, business must be conducted in a sustainable manner. This means that, in addition to operating a business that delivers good commercial value in fulfilling customer objectives, we must be sure that our services are delivered in a way that does not threaten the ability of others to enjoy basic human rights.

Sourcing and trading materials from across the world, Wogen is acutely aware of the need to ensure that the materials we supply reflects the values we aspire to. Throughout our activities and supply chain there is no place for slavery, forced labour or human trafficking. In the current year, we have corresponded with our counterparties affirming that adherence to our Modern Slavery and Human Trafficking Policy forms part of our standard Terms and Conditions of trade. We apply an “eyes-on” principle in visiting and assessing for ourselves the adherence of our counterparties to the standards of operation we would expect within their local communities and we look forward to the normalisation of travel for this purpose.

Wogen's teams have chosen freely to work for us and do so in an equitable environment without any form of arbitrary discrimination, enjoying the right to have their voice heard as an individual or collectively if they feel the need. All work will be age-appropriate (where those under 18 come into our business it will be as part of their education and development) and everyone will be supported to maximise their contribution to the company. This vision of a workplace leaves no place for slavery, forced labour or human trafficking.

We are committed to ensuring that our supply chain upholds these values and that material tainted by unacceptable labour standards should not be traded. Although the nature of international trade makes absolute confidence very difficult to acquire, we have worked to create a culture where:

- Everyone working for us understands the risks of slavery, trafficking and exploitative workplaces and are committed to eliminating them. This is part of our code of conduct and training given to new starters.

- Counterparties are known to the business, visited where possible and evaluated before trading occurs. Internal audits confirm consistent and effective application of policies.
- Through active participation in industry forums, such as the [MMTA](#), we are aware of rogue operators and risk factors within individual businesses, regions or commodities.
- We share the good, and not so good, that we learn about potential counterparties openly throughout the group and make it available to our traders and decision makers.
- The origin of material is identified and documented wherever possible, and its status is clearly communicated to customers in line with their requirements and the risks we have identified.
- Anyone in our supply chain, customer base or teams, can report concerns for investigation to our company secretary or via our whistleblowing procedure. Though the facility has been available throughout, no reports of this kind have been received in the past financial year.

This policy has the full support of our Board of Directors and hence the commitment of the entire company.

This policy is re-issued annually and includes the statements required by Section 54 of the Modern Slavery Act for the year ending September 2024.

Anti-Bribery and Corruption Policy

Wogen values its reputation for sound ethical dealings with the various organisations with whom it undertakes business.

Wogen takes a clear view that it expects, and supports its employees in ensuring, that they act professionally and with integrity in relation to their dealings with business partners, including actual and potential customers, suppliers, intermediaries, referrers of business, contractors, distributors, agents, advisers, government and public bodies (including their advisers, representatives and officials), politicians and political parties.

Employees of Wogen should under no circumstances offer or accept:

- Any financial or monetary payment for commercial return or as a bribe or inducement to secure business;
- A gift or other form of benefit to a supplier, customer or contractor with the aim of securing or retaining business or gaining some material benefit from undertaking business with the other party.

The Group's employees are expressly required to indicate their understanding and acceptance of this policy.

Conflict Minerals Policy

Wogen condemns all activities in the raw material sector connected to illegal or unlawful exploitation of commodities and resources that, directly or indirectly, finances or benefits armed groups in conflict areas.

Wogen supports the goals and objectives of Section 1502 ("Section 1502") of the [Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010](#) (the "Act"), which aims to prevent the use of "Conflict Minerals" that directly or indirectly finance or benefit armed groups in The Democratic Republic of the Congo (DRC) or adjoining countries (as defined in the Act).

The definition of “Conflict Minerals” refers to columbite-tantalite (coltan) (i.e., tantalum), cassiterite (i.e., tin), gold, wolframite (i.e., tungsten) or their derivatives, or others as may be designated by the U.S. Secretary of State in future, regardless of where they are sourced, processed or sold.

Wogen is committed to avoiding the use of Conflict Minerals which directly or indirectly finance or benefit armed groups in the DRC or adjoining countries.

Wogen is committed to supporting its customers to comply with their reporting obligations required under Section 1502 of the Act, as well as the related rules and regulations issued by the SEC to ensure transparency and corporate social responsibility throughout the supply chain.

Wogen evaluates its suppliers on an ongoing basis to ensure continued compliance with this policy. Wogen reserves the right to request any documentation from its suppliers regarding the source of any Conflict Minerals included in its products. In addition, suppliers are required to maintain, and provide to Wogen upon request, historical traceability data.

WOGEN'S COMMITMENT:

1. To support the aims and objectives of the U.S. legislation and other guidelines produced by international organisations on the supply of “conflict minerals”.
2. To not procure specified metals that originate from facilities in the “Conflict Region” that are not proven as “conflict free” or in relation to which a relevant checklist has not been completed and certified by the supplier.
3. To ensure compliance with these requirements, and ask our suppliers to undertake reasonable due diligence with their supply chains in order to ensure that specified metals are being sourced only from:
 - Mines and smelters outside the “Conflict Region” or;
 - Mines and smelters which have been deemed as “conflict free” if sourced within the “Conflict Region” as evidenced by all supporting traceability documentation as outlined in the [OECD guidelines](#).

Environment Policy

Wogen recognises that in order to be a successful and valued partner to its customers and stakeholders, business must be conducted in a sustainable manner. This means that, in addition to operating a business that delivers good commercial value in fulfilling customer objectives, we must be sure that our services are delivered in a way that does not threaten the ability of future generations to enjoy these same amenities.

With this objective in mind, we have adopted this Environment Policy, to demonstrate and formalise our commitment to continually improve the environmental performance of our company itself and the elements of industry we support and facilitate.

Identification of Environmental Impact

We have identified potential for environmental impact in:

- The offices and direct activities of our company, including:
 - Energy used to power, light, heat and cool our offices
 - Impact of (and on) transport systems used by staff and visitors to reach our offices
 - Impact of paper used in office processes (from its sourcing, printing and disposal)

- Our role as a 'good neighbour' and productive partner in the high-profile community around our head office, beside [Westminster Abbey](#)
- Emissions, resource usage and community impact from our sub-contractor's activities in delivering purchased products to our customers
- The risk of a polluting spillage or release of our material in transit or in storage
- The activities of our material suppliers, or those involved in the extraction and processing of the material we buy, including:
 - Emissions, potential pollution and landscape change from the extraction processes
 - Social and environmental impact on communities where extraction or shipment occurs
 - Emissions and resource usage from processing activities, transportation of material and maintenance of warehouse storage conditions
- The post-delivery use of the material we supply. Although outside our direct control, we acknowledge impacts in:
 - Wastage of material
 - Failure to maximise the use of reclaimed, recycled or alternatively sourced materials

Implementation

In addressing these impacts, we will strive to use resources efficiently, minimise harmful emissions and ensure a positive effect on communities with which we interact. Achievement of this policy and continual improvement of our environmental performance is currently delivered through our [ISO 9001 registered Management System](#). Key aspects of this system include:

- Implementing robust policies and procedures to ensure that our staff and those who act in our name comply with legal requirements and support our policy objectives.
- A comprehensive implementation of the spirit and requirements of legislation targeted at our industry, such as providing effective Material Safety Data Sheets and meeting [REACH](#) (Regulation, Evaluation, Authorisation and restriction of Chemicals) requirements.
- Understanding the provenance of the material we supply – insisting on robust certificates of origin where applicable and systematically ensuring that conflict materials, for example, cannot enter our supply chain.
- Developing beneficial opportunities for customers to maximise the benefits of reclaimed, recycled and alternatively sourced materials.
- Support of the wider community through charitable donations.
- Maintaining strong emergency response and contingency plans.
- Monitoring of meaningful indicators of environmental impact and targeted objectives to improve these measurements.
- Effective investigation and corrective action in response to any identified occurrence that falls short of our environmental expectations.

This policy has the full support of our Board of Directors and hence the commitment of the entire company. Our customers and communities deserve nothing less.

Privacy Notice & Data Protection Policy

Wogen recognises that in order to be a successful and valued partner to its customers, stakeholders and a good employer, business must be conducted in a sustainable manner. This means respecting the Data Protection rights of those whose information we hold or process.

We act as a Data Controller and so have registered with the [Information Commissioners Office](#) (ICO) in the UK. The ICO is the Lead Supervisory Authority (LSA) for our worldwide activities – this means that if there is an issue with how we process data, they will be able to hold us to account.

Wogen trades minerals and metal for industry, hence usually we deal with other businesses – either suppliers of materials or purchasers of these goods. This policy explains how we use any personal information we collect if you work for us, are identifiable within the trading relationship or when you use this website.

What private information does Wogen collect?

If you work for us, we will hold the personal information you supplied to allow us to set up this working relationship (your details, next of kin, beneficiaries, bank details, any work history or referencing information) as well as anything we have recorded while you worked with us (work, performance and disciplinary information, financial records etc). We use these to sustain the working relationship and keep them for as long as is necessary to demonstrate our compliance and keep required records.

We acknowledge that the normal process of business may include receiving, holding and sharing details on you if you work for or with companies we trade with. Typically, this will be your name, contact information and an association with this trade. We take and process information only where necessary as part of the agreed or potential trade contract. If your company give us your details, then they will have established why they have your agreement to do this (e.g. through your contract with them).

If you are a shareholder in a Wogen Group Company then we will hold contact information, information about the extent of your shareholding and a history of your engagement with the business. This information allows us to fulfil our legal duties to contact you and keep you informed at key times.

If you visit our website, then we will take a small amount of tracking information through use of common logging technologies (this does not include cookies or other third-party tracking technologies, a Cookies policy will be published on the site should this change). We will use this to understand how our website is working. We would not normally attempt to link you (as a real person) to this visit.

If you fill in a form on this website to obtain further information or discuss your requirements, then we will take enough information to complete this request and use it for that purpose as well. Also, for security reasons and to protect this website from spam, your data will be processed in the CleanTalk Cloud Service and they will be stored in log files for 7 days by default (45 days if the extended package is active). On the expiry of the mentioned period, they will be deleted completely. CleanTalk may use information of spam activity of IP/email addresses to offer anti-spam protection to all websites connected to its service. It concerns exclusively those IP/email addresses that are being used for spam mailing.

How do we use this information and for what purpose?

As a simple principle, we use information only for the purpose described above, which should be the purpose you would expect. We may retain information in records for longer than is necessary for the completion of a trade – this is to comply with our obligations to keep records and demonstrate that we have complied with the law or contract.

The Wogen Group of Companies does not share information outside this group other than to obtain professional advice or support. The Wogen Group of Companies does not include any businesses involved in personal data analysis or marketing.

How and where do we store your information?

Information is held within the European Economic Area (EEA) for trades between EEA entities. If an EEA company concludes business with a Wogen subsidiary outside the EEA then information may be stored at that entity.

We store information only for as long as is necessary, but this may be well after we have finished actively using it, due to the need to keep appropriate records.

What additional rights do I have?

We have provided this notice so that you are informed of how your information is used – if you have a question then please ask a and we will try to answer. You additionally have the right to:

- Access the information we hold about you
- Have anything that is wrong corrected
- Have us stop using information and/or information deleted

These rights are limited by the rights of others (so we would not be able to provide a copy of a document with your name on it without removing private or commercially confidential information about others first) and the provisions of any contract in place (so we cannot stop using your personal details while you remain the primary contact for a contracted trade or a current employee). We will not be able to make any changes which prevent us from keeping the records required of us (this may mean that deletion or correction does not cover all places where the information is stored) but will explain what this meant for you in writing.

Although the rights to data portability and objecting to processing are acknowledged, we do not believe that they are applicable in any cases where we hold data. Any request received will be considered on its own merits.

To make a request asserting one or more of these rights, please use the Contact Us form on the website. Try to be as specific as possible about the nature and purpose of your request so that we can help you. We will require you to prove your identity before we can comply with any request made.

Other Websites, Companies and Services

This policy covers the activity of the Wogen Group of Companies and wogen.com website. Any website linked from here is responsible for its own privacy policy and any organisation you have directed us to provide information to will not be covered by this document.

Changes to this policy

We will update this policy at <https://www.wogen.com/values/privacy-notice-data-protection-policy/> to reflect changes should they be necessary from time to time.

Group Tax Strategy

The Wogen Group has developed a reputation since incorporation for integrity and our people take pride in doing the right thing across all aspects of our business. These principles underpin our approach to the management of tax.

We want to be clear and open on our approach so that our stakeholders understand it. Our appetite for tax risk is low. Our business model and operating structure is straightforward and not subject to significant judgement in the application of tax law. At present we have companies in 6 countries and, for each of those countries, we endeavour to pay our fair share of tax. We do not seek to artificially manipulate our business affairs in order to unreasonably minimise our tax liabilities and aim to pay the right amount of tax in accordance with the spirit of the law in all jurisdictions. As an organisation, we currently do not invest in or establish Special Purpose Vehicles.

Through implementation of our group tax strategy we plan to:

- Have clear and consistent tax policies and procedures to support our business strategy. All our tax policies and guidelines are managed and maintained by our finance function which is supported by external advisors. This ensures compliance and allows us to properly respond to global tax changes and developments.
- Proactively identify, evaluate, manage and monitor tax risks arising from our business operations to ensure they remain in line with the group's risk appetite, seeking external advice where necessary.
- Ensure that all tax returns are accurate, complete and are submitted in a timely manner through the activation of a thorough tax risk compliance management process.
- Maintain active, open and honest relationships with governments and tax authorities.
- Ensure that transactions between Wogen Group companies comply with the arm's length principles.

Our approach to dealing with [HMRC](#) has always been fully transparent and fully co-operative. We seek to be proactive when any matters arise, and we have always fully engaged with HMRC when requested to do so. We maintain an active relationship with HMRC.

We do not tolerate tax evasion of any kind, including facilitation of tax evasion by any person employed or contracted to the Wogen Group or acting on the Wogen Group's behalf. We are committed to adopt procedures which seek to prevent any such facilitation.

The Chief Financial Officer has overall responsibility for tax matters and is specifically responsible for the Group Tax Strategy and informing the Board of Directors of material tax planning developments and substantial tax risks. The Group Tax Strategy is approved by the Group's Board of Directors on an annual basis and is periodically reviewed by the Chief Financial Officer in conjunction with external advisors. Any amendments to this tax strategy will be approved by the Group's Board of Directors.

The tax policy is mandatory and applies to all Wogen Group entities. This tax strategy applies to the Wogen Group for the financial year ended 30 September 2020 and will continue to apply until superseded.

The Wogen Group regards the publication of the group tax strategy above as complying with the duty under paragraph 16(2) of Schedule 19 of the Finance Act 2016 to publish the group tax strategy in the current financial year.

Quality Policy

Our quality management system is certified to ISO9001:

[ISO 9001:2015 Certificate](#)

Promotion of Access to Information Manual (South Africa)

Wogen Resources South Africa (Pty) Ltd

Manual in terms of section 51 of the Promotion of Access to Information Act, 2 of 2000:

Registration Number: 2008/021476/07

Employee Code of Business Conduct

1. **Integrity**
The Group and its employees will always be honest and open in all business dealings both inside and outside the organisation.
2. **Compliance with the Law, Regulations and Sanctions**
It is the Group's policy to be in compliance with all laws and regulations including sanctions applying to its business operations, wherever they may be situated.
3. **Ethics**
We will seek to ensure that all employees conduct themselves in an ethical manner in all dealings on the Group's behalf. We expect honesty, fairness and courtesy both in dealing with each other and with our external contacts, as well as encouraging the contribution from others and respecting different viewpoints.
4. **Confidentiality**
All employees are expressly forbidden from revealing or communicating to any third party, confidential information that is entrusted or becomes known to them whilst carrying out their duties for the Group.
5. **Conflicts of Interest**
All employees must avoid involvement in outside activities that could (or potentially) conflict with the employee's loyalty; or might adversely affect the employee's judgement and objectivity or time spent on Group business; or might reasonably be construed by others as such. Any employee or other member of staff who is aware of any business dealings conferring, or potentially conferring, personal gain, or involving relatives or associates of members of staff, must supply details of such transactions in writing to the Group Chief Executive Officer.
6. **Business Gifts and Corporate Hospitality**
As a general guideline, business gifts and excessive hospitality should not be accepted by any employee or other member of staff. The intention of the policy is to ensure that the Company can demonstrate that no undue influence has been applied or could be said to have been applied by any supplier or anyone else dealing with the Company. Accordingly, staff must not accept business gifts or excessive hospitality which might be deemed by others to have influenced a decision. If there are any doubts as to whether acceptance of a gift or hospitality is appropriate, the Group Chief Executive Officer should be consulted.
7. **Expenses**
Expenses are only recoverable if the expenditure is reasonably and necessarily incurred on behalf of the Group and complies with the Group's expenses policy from time to time. Receipts should accompany claim forms, and expenses must normally be claimed within three months of being incurred.
8. **Price Fixing**
Employees must not collude with a third party to fix illicit minimum, maximum or range bound prices of any of the metals, minerals or materials in which the Group trades.
9. **Bullying**
Employees must not bully any person. For the purpose of this code of conduct bullying is considered to be intimidating, malicious, insulting or humiliating behaviour which attempts to undermine, hurt or humiliate an individual or group.

10. Discrimination

Employees shall at all times act fairly, reasonably and without discrimination. An employee must not discriminate directly or indirectly against any other person on grounds of race, colour, ethnic or national origin, sex, marital status, sexual orientation, disability, age, political persuasion or religion.

11. Sexual Harassment

Employees must not engage in sexual harassment of any kind including unwanted conduct of a sexual nature, the display of offensive materials, asking for sexual favours, making decisions on the basis of sexual advances being accepted or rejected.

WHISTLEBLOWING PROCEDURE

All organisations face the risk of things going wrong or of unknowingly harbouring malpractice. The Group believes it has a duty to identify such situations and take the appropriate measures to remedy the situation. By encouraging a culture of openness within our organisation the Group believes it can help prevent malpractice – prevention is better than cure. That is the aim of this policy.

By encouraging a culture of openness, the Group wants to encourage you to raise issues which concern you. You may be worried that by reporting such issues you will be opening yourself up to victimisation, detriment or risking your job security; that is quite understandable. The Group will do everything in its power to protect you and ensure that you are not prejudiced in your position and the workplace. Provided you are acting in good faith, it does not matter if you are mistaken. There is no question of you having to prove anything. If there is anything which you think the Group should be aware of please use the procedure outlined in this document. In short, please, do not hesitate to “blow the whistle” on malpractice.

Malpractice occurs when an area of the Group, team of people, or an individual is undertaking activity which fits any of the following categories:

- Against the law or operating regulations
- Fails, or has failed, to meet legal obligations
- Where a miscarriage of justice is occurring or has occurred
- Where the health and safety of an individual has been or is likely to be endangered
- Against Group policy (e.g. acceptance of bribes)
- Information evidencing the above is being, or has been, concealed

This is not an exhaustive list, therefore if there is anything else that you think the Group should be aware of please use the procedure outlined in this policy. By knowing about malpractice at an early stage we can take the necessary steps to safeguard the interests of everyone. This procedure is not a substitute for the normal Grievance Procedure or other relevant policies and is not a channel for raising matters in relation to your terms and conditions of employment.

Our Commitment

The Company is committed to this policy. If you use this policy to raise a concern the Group gives you its assurance that you will not suffer any form of retribution or victimisation.

We will treat your concern seriously and act according to this policy. You will not be asked to prove anything. If you ask for a matter to be treated in confidence the Group, will respect your request and only make disclosures with your consent. You will be given feedback on any investigation and the Group will be sensitive to any concerns you may have as a result of any steps taken under this procedure.

How to raise your concern

Anyone who is concerned about any form of malpractice should raise the issue with the Chief Executive

Officer or if they feel unable to tell the CEO should raise the issue with a Non-Executive Director of Wogen Limited, the holding Company for the Group.

How the Group will respond

After you have raised your concern the Group will decide how to respond in a responsible and appropriate manner under this policy. Usually this will involve making internal enquiries first, but it may be necessary to carry out an investigation at a later stage which may be formal or informal depending on the nature of the concern raised and may involve the Group's auditors or professional advisers.

As far as possible, the Group will keep you informed of the decisions taken and the outcome of any enquiries and investigations carried out. However, the Group will not be able to inform you of any matters which would infringe the duty of confidentiality owed to others.