

Newcrest's Code of Conduct is designed to clearly state the way we conduct ourselves in business with our internal and external stakeholders.



**Integrity
and honesty**

Message from the CEO

At Newcrest, our vision is to be the 'Miner of Choice™' for our investors, our employees and for the communities in which we operate.

Central to this vision is a commitment to live by our values, which include acting with integrity and honesty. We understand that we will enjoy the confidence and trust of our stakeholders when we deliver on our commitments, and act responsibly and ethically.

This Code of Conduct is Newcrest's blueprint for the way we do business. It covers a wide variety of topics that fall into four main areas: *How We Engage With Each Other At Work*, *How We Engage With Our Communities*, *How We Do Business* and *How We Use Newcrest Resources*.

It details what we stand for, how we interact with our stakeholders and what they can expect from us. It also provides guidance for employees about Newcrest's expectations of them in their day to day work.

Please take the time to review the Code and understand your responsibilities and rights as a Newcrest employee.

Yours sincerely

Sandeep Biswas

Managing Director and Chief Executive Officer
Newcrest Mining Limited

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The Chief Legal, Risk and Compliance Officer is responsible for the maintenance of this Code of Conduct and assisting managers in its application and interpretation.

How we use the Code of Conduct

Why we have a Code of Conduct

Newcrest's Code of Conduct is designed to clearly state the way we conduct ourselves in business with our internal and external stakeholders.

This Code of Conduct acts as guidance for all employees. It encapsulates our policies and values and is a map to assist us along the path to being the 'Miner of Choice™'. The Code is supported by more detailed policies, standards, procedures and guidelines which are available on Newcrest's website and intranet.

Employees' questions regarding the Code of Conduct should be directed to their managers in the first instance.

Who the Code of Conduct applies to

- This Code of Conduct is for everyone who works for Newcrest Mining ('Newcrest' or 'the Company'). It applies to all directors, officers, employees, contractors, consultants and third parties who work for, or with, the Company.
- Where Newcrest has relationships with suppliers and joint ventures, we encourage them to observe the practices, guidelines and protocols of the Code of Conduct.

Observance of the Code of Conduct

Newcrest endeavours to make the Code of Conduct accessible to all employees, contractors, consultants and stakeholders. It is therefore available in printed and electronic formats and has been translated into Spanish. It is also on Newcrest's website and intranet.

Newcrest's management will strive to ensure that the Code of Conduct is observed in both word and spirit by all who represent the Company.

Protection of Newcrest's interests

Newcrest's employees must conduct themselves with honesty and integrity beyond the test of legal legitimacy. They must avoid actions that compromise Newcrest's legitimate interests or objectives.

Breaches of conduct

It is everyone's responsibility to report any breach of the Code of Conduct, breach of law or any matter of serious concern. Individuals who report incidents of misconduct will be granted the full protection of the Board of Newcrest.

It is mandatory that any breach of the Code involving collusion, dishonesty or misuse of Company funds, assets or information (including the suppression of information) be reported immediately. If an employee feels unable to discuss a breach with their immediate manager, or is unhappy with their manager's response, then it can be reported through Newcrest's externally managed [Speak Out Service](#), anonymously if you wish. All other matters or enquiries relating to the Code, its meaning and operation, should be directed initially to your line manager.

Individuals outside of Newcrest who have any concerns about our business may raise their concern using the Speak Out Service or in accordance with the Speak Out Policy (available on our website).

Speak Out Service

At Newcrest, we understand that on becoming aware of misconduct, not all employees may feel comfortable discussing that misconduct publicly because of concerns about potential repercussions. We ensure that our employees are provided with various mechanisms to resolve any concerns arising from their employment.

To this end, the Speak Out Service is a confidential and anonymous way for all Newcrest employees, contractors, consultants and suppliers to report or raise concerns about misconduct at work or breaches of the Code through an independent externally operated body. The Service is available 24 hours a day, 7 days a week and employees, contractors, consultants and suppliers can contact the Service via freecall or by completing an online form. Reports to the Service can be made on an anonymous basis.

By offering this Service, Newcrest is fostering an environment that affords appropriate protection from fear of retribution for those who wish to make a disclosure or air a concern.

How we engage with each other at work

Safety

The safety of our employees, contractors and visitors is paramount. Our target is to achieve zero injuries in the workplace by continuing to develop a culture of safe behaviour inside and outside of the workplace. Our goal is for all employees, contractors and visitors to return home safe and sound.

We operate in accordance with our safety management system and provide effective training and the right equipment to enable people to work safely. We comply with all relevant legislation.

Health

The health and wellbeing of our employees is of paramount importance. We are committed to ensuring that there are no occupational health issues in the workplace. We have implemented a variety of health management systems and promote a healthy work-life balance. We comply with all relevant legislation.

Security

The safety and security of our people is a high priority. We are committed to providing our people with a safe and secure work environment and protecting our operations, product and reputation.

Drug and alcohol use

We do not condone the use of substances that may impair the ability to function effectively in our work environment or which could put at risk the health and safety of ourselves or those around us.

Employee relations

Our relationship with employees is built on mutual trust, and respect for the dignity and worth of each individual and we strive to maintain a direct, honest and open relationship with all our employees.

Newcrest supports a culture where all employees are confident to raise any concerns regarding any matter related to their employment directly with their immediate manager.

Newcrest recognises that employees have the right to belong, or not to belong, to an employee organisation. We comply with all applicable laws aimed at protecting freedom of association at the workplace.

Professional behaviour

We strive to have a workplace where employees treat each other with dignity, respect and consideration at all times. We do not condone unprofessional behaviour. We do not tolerate behaviour that can be perceived as bullying or a form of intimidation, nor do we tolerate sexual or workplace harassment.

Diversity

We encourage the development of an inclusive and diverse workforce. We benefit from bringing together talented people of different gender, age, ethnicity and cultural backgrounds who possess a diverse range of experiences and perspectives. This helps create an environment that supports Newcrest to achieve its potential in a global market.

How we engage with our communities

Communities and indigenous peoples

Our goal is to be the 'Miner of Choice™' for the communities where we explore and operate. We respect the cultural values, traditions and beliefs of those communities. Our aim is to have an open and honest long-term partnership with those communities in which we operate that will be mutually beneficial during Newcrest's presence and beyond.

We will adhere to the laws and regulations of the country in which we operate and apply sound internationally recognised principles and practices in all related fields of work with those communities.

Land access and compensation

A key element in our ability to operate in all jurisdictions is access to land. We observe appropriate local and national protocols and policies for land access and land use while working with local communities to ensure their engagement in the process.

In our negotiations with communities we will ensure that there is fair compensation for impacts to land.

Human rights

We are committed to respecting the human rights of all stakeholders. We seek to prevent or mitigate any negative impacts of our activities, and maximise our positive impacts, including in relation to human rights, and to ensure that our operations do not contribute to unlawful armed conflict or modern slavery practices.

Sustainability

We aspire to be an industry leader in sustainable mining. Our vision focuses on four key areas – getting everybody home safe everyday, caring for the environment, developing and maintaining strong relationships with communities and government, and acting ethically and transparently.

By delivering on our commitments in these areas, we will maintain and enhance our licence to operate, and position ourselves as an industry leader in sustainable mining.

Environment

We are committed to achieving excellence in the standard of environmental performance in all our business activities and we continuously strive to improve our overall environmental performance. This includes identifying opportunities for the efficient use of energy and water, minimising waste, contributing to the conservation of biodiversity and applying sound practice to land use planning and rehabilitation.

We will work with government, traditional owners and local residents to identify and address relevant environmental issues associated with our activities. As a minimum standard, we will comply with all relevant environmental laws and regulations in the country where the operation is located.

We will maintain transparency of our environmental performance through the preparation of an annual Sustainability Report.

Government

Maintaining a sound professional relationship with all levels of government is an essential part of our ability to do business. We are committed to working with all levels of government and their agencies and employees in an honest, transparent and ethical manner. This does not mean that we necessarily agree with the policies or condone all aspects of conduct of government of the countries in which we operate.

Where our employees are engaged in dialogue with government, those individuals must comply with all relevant laws and regulations relating to such relationships.

Caution must be observed when engaging government officials or employees to perform

services for Newcrest. Terms and Conditions of the arrangement must be accurately documented and careful consideration must be given to the appropriateness of entering into such arrangements and the alternatives available.

Political contributions and activities

We do not make cash or in-kind contributions to political parties or contribute to political fundraising activities. This applies equally in all jurisdictions in which Newcrest operates or is contemplating a future presence.

We do recognise our employees' rights to participate as individuals in the political process and in their own right.

Donations and sponsorships

Newcrest is committed to conducting itself as a good corporate and community citizen. This includes making donations and participating in sponsorship programs which make a positive social impact.

The donations program has been established to provide support for the activities of selected not-for-profit organisations that work in the areas of improving health, wellbeing, training and education outcomes within the communities in which we operate.

Our sponsorship program is designed to align with our values and to mutually benefit both parties. The sponsorship program is based on a clear mutual understanding of the purpose and ultimate objectives of both parties. We ensure that the involvement is transparent by implementing appropriate administrative frameworks and annual budgets.

How we do business

Employees' questions regarding any of the following aspects of how we do business should, in the first instance, be directed to their manager. The office of the Chief Legal, Risk and Compliance Officer is available to assist managers in the interpretation and application of the Code.

Conflicts of interest

As Newcrest employees, we owe our first loyalty to Newcrest. Employees wishing to serve as directors or trustees of another organisation must advise and seek approval from their immediate manager. Employees who are members of professional

organisations must be conscious of their obligations to their employer Newcrest as well as their obligations as members of those professional organisations.

Employees are expected to disclose all actual, perceived or potential conflicts of interest through Newcrest's online Conflicts of Interest Register so that these conflicts can be effectively managed.

Bribery and corruption

Activities involving bribery, corruption, facilitation payments, secret commissions, and money laundering are strictly prohibited at Newcrest. This policy applies in all the jurisdictions in which we operate and applies to both public officials and private organisations and individuals.

Bribery involves improperly giving, offering or promising a benefit (direct or indirect, monetary or otherwise) to a person, to obtain or retain a business advantage that is not legitimately due or to induce or reward the improper exercise of the duties or functions of a public official or a person within the public or private sector.

Facilitation payments are minor unofficial payments made to public officials either directly or indirectly to expedite or secure the performance of routine government action (for example, to facilitate the expedition of applications for visas, licences etc).

Secret commissions are payments by Newcrest of undisclosed commissions to third party agents to influence them in their dealings with the parties they represent or for which they act.

Money laundering is the process by which a person or entity conceals the existence of an illegal source of income and then disguises that income to make it appear legitimate.

Newcrest also prohibits any conduct that is in breach of laws relating to the implementation of sanctions against any country, individual or entity.

Newcrest prohibits the giving or receiving of gifts, hospitality or sponsored travel in circumstances which could give rise to undue influence. The practice of giving corporate gifts and arranging corporate hospitality varies between countries, regions and industries, and what may be common in one place may not be in another. Newcrest personnel must approach this issue carefully and conservatively in

accordance with Newcrest standards and with appropriate approvals.

In the event an employee becomes aware of an actual or suspected situation which may lead to bribery or corruption, it should be promptly reported to that employee's manager and to the Chief Legal, Risk and Compliance Officer.

Gifts and hospitality

Employees must not seek, offer or accept any payments, gifts, benefits or entertainment beyond that which is considered as normal and legitimate business practice. Any payment, gift, benefit or entertainment which could be perceived as a reward or encouragement for preferential treatment will be considered improper.

The giving or receiving of gifts or entertainment over the jurisdictions value limit must be registered on Newcrest's online Gift and Entertainment Register. Approval in accordance with Newcrest standards is required for the giving or receiving of gifts with a value over the applicable value limit.

Insider trading of shares or other securities

Insider trading is illegal, can lead to criminal prosecution and can also lead to civil penalties and compensation orders. Where employees have confidential information about Newcrest or other companies related to Newcrest, they must keep such information confidential and must not use this information for an individual's financial or other personal benefit before it is made public.

Employees should make themselves aware of relevant Newcrest policies and periods when trading or otherwise dealing in Newcrest's shares by themselves or any connected third parties is not permitted. Any questions should be directed in the first instance to the Chief Legal, Risk and Compliance Officer.

Dealing with third parties/suppliers

We are committed to achieving excellence in all our business activities which includes our dealings with third parties and suppliers. Third parties often play a role in representing the Company and can impact on our corporate reputation. Care must therefore be taken in determining the appropriate individuals or organisations when engaging third parties to work with and for the Company. Third parties must also be made aware of, and required to comply with

Newcrest's Code of Conduct when engaged on Newcrest work.

Employees and suppliers must maintain the highest level of ethical behaviour and standards in all supply chain activities. In dealing with suppliers, we will establish business dealings and agreements that are open, fair and satisfactory to both Newcrest and the supplier. Confidentiality will be maintained over pricing and any other proprietary information relevant to the Company and its suppliers.

How we use Newcrest resources

Accuracy in company records and reports

The accuracy, use and handling of information is critical to Newcrest's integrity and reputation. Employees must ensure that information is recorded by them honestly and accurately, and that all Company records are accurate and do not give a false view of the state of our business. All information must comply with Newcrest's own internal processes as well as all relevant financial, legal and regulatory requirements. This information must be made known to relevant managers so the Company can meet its obligation to keep the market fully informed about its activities.

Electronic information

Internet and email access is provided for business purposes to all employees, acknowledging that a reasonable amount of personal use is permitted. Strict guidelines are in place as to what is designated as inappropriate use of these resources including accessing or downloading pornographic, defamatory, obscene or offensive material, online gambling and violating or attempting to violate any law.

Property

All Newcrest financial assets and physical property should only be used for the benefit of the Company. Employees of Newcrest have a responsibility to protect these resources at all times and not use those resources for personal gain or alter, destroy, dispose of or remove those resources without prior approval and authorisation.

External communications

Newcrest must comply with all rules and regulations regarding the continuous disclosure of relevant

information in the marketplace in a timely, accurate, consistent and complete manner.

All information that is sent out externally to the media, investor relations stakeholders, shareholders and regulatory bodies must be approved by the appropriate senior manager. Public statements must only be made by those within the Company who are authorised spokespersons. If an individual is approached by the media, they must direct the enquiry to Investor Relations and Media. Employees must not present personal views as those of Newcrest in any media, including social media.

Intellectual property

Intellectual property can take several forms including: patents, copyrights, trademarks, industrial designs, specialist know-how and trade secrets. Newcrest's intellectual property is an important and valuable asset for the Company. Protocols and processes are in place for the use and protection of this information and these must be followed. It is essential that Newcrest's intellectual property is protected and not released to those who are not legitimately entitled to that information. Individuals who are not employed by Newcrest, but will have access to this information, are required to sign a confidentiality agreement. External parties are not permitted to use Newcrest's brand without approval.

We must also consider the intellectual property of other companies, organisations, suppliers and customers and must consider the implications of copying or distributing their written or electronic resources.

Confidential information

We value the importance of protecting both the Company's and other individuals' or companies' confidential information. When working with confidential information, employees must ensure that any papers or files are stored properly and not readily visible to, or accessible by unauthorised persons. Employees should exercise due care in their conversations outside Newcrest, and never use the Company's confidential information or resources for private purposes.

Privacy

At Newcrest, we collect a variety of personal information about employees, contractors, directors, suppliers, customers, and current and former shareholders for business purposes. We are

committed to ensuring all information we collect or hold is handled respectfully and in accordance with applicable privacy laws.

Our [Privacy Policy](#) provides further detail about the types of information we collect, why and how we collect it, how we secure it, who we disclose information to, and how access to personal information we hold may be requested.

Approved by the Board

September 2019