

Nutrien Supplier Code of Ethics

January 1, 2018

I. Introduction

To current and future Nutrien Suppliers:

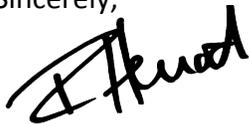
We are pleased to provide you with the Nutrien Supplier Code of Ethics (“Code”).

The Code defines the expectations we have of our Suppliers, outlines guiding principles for working with and on behalf of Nutrien, and describes the qualities we look for in any company with which we do business. The Code forms an important part of the terms and conditions of any agreement or contract made with Nutrien, and compliance with the Code is mandatory.

We recognize that our ability to provide sustainable solutions that support global food security is directly linked to building strong, mutually beneficial partnerships with quality Suppliers whose values and ways of doing business align with our own. We believe that by working together to maintain the standards detailed in this Code, we can unlock value for our company, our stakeholders and your business.

If you have any questions about the Code, or about doing business with Nutrien, please contact the Nutrien Procurement team at procurement@nutrien.com.

Sincerely,



Tim Herrod
VP, Procurement

II. Overview

About the *Nutrien Supplier Code of Ethics*

This Supplier Code of Ethics (the “Code”) defines the key principles under which Nutrien Suppliers are required to operate, and reflects the fundamental expectations we have of any company with which we do business.

In selecting Suppliers, Nutrien seeks reputable business partners that are committed to ethical standards and business practices that align with our own. We strongly encourage Suppliers to exceed the minimum requirements of this Code and to promote best practices and continuous improvement throughout their operations.

Nutrien expects each of its Suppliers to act responsibly and ethically in all business dealings and to ensure that no abusive, exploitative or illegal conditions exist within its company or supply networks.

For additional guidance, see Section III of this document: *Nutrien Supplier Code of Ethics Principles and Expectations*.

To whom does the Code apply?

This Supplier Code of Ethics applies to all directors, officers, employees and representatives of any business that provides goods or services to Nutrien (“Suppliers”) and to any and all sub-contractors and other entities acting on their behalf.

Why do we need a Supplier Code of Ethics?

The *Supplier Code of Ethics* is designed:

- To clarify what we expect from our relationship with Suppliers so we may build strong, trusting, and sustainable partnerships; and
- To ensure that the highest standards of behavior are maintained throughout Nutrien’s supply network.

By following the standards set forth in this Code, Suppliers help maximize value for our stakeholders and protect Nutrien from risks associated with illegal and unethical business behaviors in our supply network.

Practical application of the Code

Suppliers are expected to use their best judgment when seeking to comply with the words and spirit of this Code. If the Code does not provide specific guidance for a situation, these questions can help determine if a behavior is compliant:

- Is the behavior legal?
- Is the behavior fair?
- Am I certain that Nutrien's reputation would not be harmed if information about this behavior became public knowledge?
- Would I approve of this behavior if I was a fellow employee, a Supplier, a customer, a shareholder or a member of the community affected by this action?

If the answer to any of these questions is "no," presume the behavior is noncompliant.

Monitoring Code compliance

To facilitate the monitoring of Supplier compliance with the *Supplier Code of Ethics*, Nutrien Suppliers are required to:

- Develop and maintain accurate and complete documentation to support compliance with Code principles and standards;
- Provide Nutrien representatives with access to relevant records upon request;
- Allow Nutrien representatives to conduct interviews with Supplier employees and management, and schedule site visits if necessary, to determine if compliance has been achieved; and
- Respond promptly to reasonable inquiries from Nutrien representatives regarding compliance with the Code.

Additional Supplier resources are detailed in Nutrien's Supplier Resource Kit Documents <https://www.nutrien.com/suppliers>.

Code non-compliance

If a Supplier refuses to follow the principles of this Code or shows signs that they are not committed to improving their practices to ensure Code compliance, Nutrien will review its relationship with the Supplier. If contractual commitments and laws permit, this review may result in the termination of our relationship with the Supplier due to Code noncompliance.

Alignment with other Nutrien policies, procedures, and principles

The *Supplier Code of Ethics* aligns with broader policies that govern the way Nutrien operates and engages in companywide business activities.

These policies and procedures include but are not limited to:

- Nutrien Procurement Policy
- Nutrien Procurement Diversity and Inclusion Procedure
- Nutrien Code of Ethics

All current and prospective Nutrien Suppliers are expected to be familiar with the principles detailed in these policies, and to meet all requirements detailed in the company's *Supplier Qualification* process in the *Nutrien Procurement Policy*, before applying to be a Nutrien Supplier. For further information, visit the Nutrien website at www.nutrien.com.

III. Nutrien Supplier Code of Ethics Principles and Expectations

This Code is organized in two sections:

- Supplier behaviors that Nutrien **requires**
- Supplier behaviors that Nutrien **encourages**

Nutrien Supplier Requirements

All Nutrien Suppliers must:

- Comply with all applicable laws, regulations, and contractual agreements that relate to the goods or services supplied to Nutrien, and promptly report any violations;
- Not tolerate retaliation of any kind against a person making a report or complaint of a violation of this Code, or other illegal or unethical conduct, or against a person cooperating in an investigation related to a report or complaint;
- Not tolerate unlawful workplace conduct, including abuse, harassment, discrimination, intimidation, unsafe working conditions or coercion;
- Provide a work environment that promotes the highest standards of Safety, Health and Environment behavior;
- Manage and communicate the health and safety risks associated with provided goods or services by including such information as Material Safety Data Sheets, operating instructions, personal protective measures and safeguards, etc. as necessary (please refer to Nutrien's SHE Policy for further information);

- Not tolerate Child, Exploitative, Forced or Compulsory Labor or Corporal Punishment;
- Not directly or indirectly participate in any form of Human Trafficking;
- Ensure that all applicable labor and employment laws are followed, and ensure that all working conditions, including but not limited to wages and hours of work are respected and adhered to at all times;
- In accordance with all applicable laws, uphold employees' human rights, including but not limited to the rights to freedom of thought, conscience and religion, opinion, and expression;
- Abide by all applicable anti-Corruption and anti-Bribery laws, and never directly or indirectly practice or tolerate any form of Corruption, Bribery, Kickbacks, Extortion, Embezzlement, or Insider Trading (this includes commercial Bribery of one of our employees and any Bribery of a government official in violation of the Canadian Corruption of Foreign Officials Act or the United States Foreign Corrupt Practices Act);
- Uphold employees' right to freedom of association, and the rights to collective bargaining and to form and join trade unions, in accordance with local laws;
- Provide employees with equal pay for equal work, timely pay, and periodic holidays with pay;
- Not engage in any activities that would constitute an unreasonable restraint of trade, unfair trade practice, or other anti-competitive course of conduct in violation of any applicable competition laws;
- Disclose relationships that might represent a conflict of interest with Nutrien;
- Protect Nutrien's assets and confidential information and ensure their efficient use only for legitimate business purposes (Nutrien maintains the confidentiality of information entrusted to us, except where disclosure is authorized or required by law; we hold our Suppliers to the same standard);
- Ensure components utilized in supplied goods and materials are acquired legally and meet regulated use requirements; and
- Ensure the regulatory classification of supplied materials is communicated accurately.

Nutrien Supplier Encouragements

Nutrien Suppliers are encouraged to:

- Allocate appropriate resources to achieve compliance with this Code;
- Offer employee training to promote and ensure compliance with the Code;
- Develop management systems, procedures and assessments to ensure compliance with the Code;
- Communicate the requirements of this Code, or their own Code of Ethics if substantially similar to this Code, throughout their supply chain;

- Adhere to the United Nations' (UN) Universal Declaration of Human Rights, the International Labor Organization's Declaration on Fundamental Principles and Rights at Work, the UN's Declaration on the Rights of Indigenous Peoples, the Voluntary Principles on Security and Human Rights, and the UN Global Compact; Maximize environmental protection through efficient use of energy and natural resources;
- Reflect the diversity of the communities in which their business operates to grow opportunities for Aboriginal, minority and women-owned businesses; and
- Consider externally reporting* their commitments, activities and performance related to sustainability, including, but not limited to: human rights; non-discrimination, diversity and equal opportunity; business ethics; stakeholder engagement; community relations; occupational health and safety; environment; and employee relations.

IV. Definitions

Nutrien – all employees, directors, and officers of Nutrien and its affiliated entities (entities in which Nutrien controls or owns, directly or indirectly, more than 50 percent of the outstanding shares).

Bribery – A bribe is the giving (or authorizing or offering) of something of value to an individual with the intent of obtaining an improper benefit. A bribe can take many forms, including cash and cash equivalents, gifts, entertainment, meals, travel, below-market loans, preferential hiring, favors and political and charitable donations.

Child Labor – See ILO Convention No. 138.

Corporal Punishment – The deliberate infliction of pain as retribution for an offense, or for the purpose of disciplining or reforming a wrongdoer, or to deter attitudes or behavior.

Corruption – The abuse of entrusted power for private gain.

Embezzlement – Withholding assets for the purpose of theft of such assets by one or more individuals, to whom such assets have been entrusted, to be held and/or used for other purposes.

Exploitative Labor – Work obtained from a person under threat (real or perceived) and which the person has not offered themselves voluntarily.

Extortion – Unlawfully obtaining money, property, or services from a person, entity, or institution by threatening the personal integrity or the life of the private actors involved.

Forced or Compulsory Labor – See ILO Convention No. 29. 3

Insider Trading – Selling or buying of a company’s stock or other securities by individuals with access to non-public information about the company.

Kickback – offering, promising, giving or receiving anything of value that is part of a business transaction to directly or indirectly influence the behavior of someone so as to obtain or retain business, or to secure an improper advantage.

Confidential Contact

Nutrien has established a secure communication channel to enable the Suppliers to confidentially raise concerns and compliance matters related to the Code.

If you have questions about the *Supplier Code of Ethics* or wish to report a questionable behavior or possible violation of the Code, you are encouraged to contact the Nutrien Procurement team at procurement@nutrien.com, or our confidential Compliance line at 1-800-383-4520 or visit our website at www.nutrien.ethicspoint.com.