

WHISTLEBLOWERS POLICY

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1 POLICY STATEMENT

- 1.1 Centamin plc (“**Centamin**”) is committed to maintaining the highest standards of integrity and accountability in its business affairs and those of its subsidiaries (collectively “**the Group**”).
- 1.2 Centamin’s standards are captured in its Business Conduct and Ethics Policy (the “**Code of Conduct**”). This encompasses a commitment to full compliance with all applicable government laws, rules and regulations, including those related to anti-bribery and anti-corruption, health and safety and environmental issues, corporate reporting and disclosure, accounting practices and controls, auditing practices, Company policies and procedures, and other matters relating to fraud against shareholders.

2 PURPOSE, SCOPE AND APPLICATION OF POLICY

- 2.1 The purpose of this policy is to help all employees, contractors and community members understand the following:
- (a) What whistleblowing is and the steps to take if or when incidents relating to work place fraud or mismanagement are identified
 - (b) What constitutes incidents of work place fraud or mismanagement
 - (c) How to raise concerns internally (and externally where appropriate) using the correct channels
- 2.2 This policy applies to all individuals working at all levels in Centamin including directors, officers, senior managers, employees, consultants, contractors, part-time and fixed-term workers, casual and agency staff. For the avoidance of doubt, this policy does not form part of any employee’s contract of employment and, as such, may be amended at any time. With reference to contractors and sub-contractors, coverage may be limited and therefore, any identifications made should be referred to the supplier or agent’s own policy.

3 WHAT IS WHISTLEBLOWING?

- 3.1 For the purposes of this policy, whistleblowing is the reporting of suspected malpractice in relation to Centamin. This includes but not limited to:
- (a) commission of a criminal offence;
 - (b) failure to comply with a legal or professional obligation or regulatory requirement;
 - (c) occurrence of a miscarriage of justice;
 - (d) endangerment of the health and safety of any individual;
 - (e) damage to the environment;

- (f) bribery or other breach of any anti-corruption and bribery policy;
- (g) the deliberate concealment of any information indicating any of the matters set out above.

3.2 There are a number of pieces of legislation which provide whistleblowers with protection under the law in certain circumstances. They are as follows:

- (a) UK – Public Interest Disclosure Act 1998
- (b) Australia – Corporate Act, Part 9.4AAA
- (c) USA – Whistleblower Protection Act 1989, and Sarbanes – Oxley Act 2002

3.3 Employees are often the first to realise that something is wrong in the work place. However fear of appearing disloyal to Centamin or colleagues, or of victimisation may prevent them from reporting their concerns. Centamin encourages all employees, contractors and community members to raise their concerns about any incidents of wrongdoing in the work place as soon as suspicion arises. This policy sets out the procedure to be followed for reporting concerns, and sets out the steps Centamin will take in reviewing and investigating all concerns.

4 COMMUNICATION

4.1 All officers, employees, consultants and contractors, and directors of Centamin are aware of this policy and to whom it applies. It is available as a hard and soft copy and all individuals must be made aware of it and how it can be accessed.

4.2 Any new employees will receive information on the Policy as part of their induction. A copy of the Policy will be available at the operational sites operated by Centamin in languages relevant to that effect. Should any significant changes occur, these will be communicated to all employees.

5 PROCEDURE

5.1 Centamin's primary aim is to prevent workplace malpractice from occurring in the first place. If it happens, it is our objective to prevent it recurring. If appropriate, every effort will be made to resolve the situation on an informal basis in the first instance. If this is not possible, Centamin will take formal action to investigate and take whatever steps are necessary.

6 REPORTING PROCESS – INFORMAL PROCEDURE

6.1 In the first instance and wherever possible any concerns regarding potential workplace malpractice should be discussed with your department manager.

- 6.2 Should you not feel comfortable discussing your concern with your departmental manager, you are welcome to speak with anyone in management with whom you are comfortable approaching.

7 REPORTING PROCESS – FORMAL PROCEDURE

- 7.1 If you are dissatisfied with the action taken in respect of your concerns, you can raise your concerns in writing with the Senior Independent Non-Executive Director.

- 7.2 A concern raised and submitted in writing should include a detailed description of the activity (ies) regarding the said complaint or concern and, if known, should specify the date(s) and location(s) of such activity

- 7.3 Alternately you can raise concerns through our independent third party compliance reporting hotline and web reporting portal.

- Web portal: [Whistleblowing Hotline](#)
- Egypt Toll Free: **0800 000 0824**
- Burkina Faso:
 - From an outside line contact your local operator.
 - Request a reverse charge or collect call to be placed to the United States, to the number below.
 - All reverse charge or collect calls will be accepted by the Contact Center using an automated English message
Telephone number: 503-495-9874
- Cote d'Ivoire:
 - From an outside line contact your local operator
 - Request a reverse charge or collect call to be placed to the United States, to the number below
 - All reverse charge or collect call will be accepted by the Contact Center using an automated English message
Telephone number: 503-495-9874
- United Kingdom and Channel Islands: **0800 048 8446**

8 INVESTIGATION PROCESS

All reports or concerns raised through the available channels, whether informal or formal, will be reviewed as soon as practically possible depending on the nature (simple or complex) of the concern. All reported concerns will be categorised to allow them to be escalated to the right person should it be necessary to escalate. Overall, the Chairman and various Committees are responsible for establishing the right course of action for potential reported malpractice.

8.1 INVESTIGATION – INFORMAL REPORT

Once your concern has been communicated to your department manager, the following procedure will be followed:

- 1) Depending on the nature of your concern, your department manager will discuss with you on whether your concern can be resolved quickly or would need more time to find a resolution.
- 2) If there is a need to escalate the report or concern raised to the General Manager or equivalent senior manager, your department manager will inform you in writing with respect to the progress of your raised concern.
- 3) Should you have opted to email compliance with your query, you will also receive an email confirming receipt of your submitted concern. Further communication will be made depending on the complexity of the issue.

8.2 INVESTIGATION – FORMAL REPORT

Once your concern has been communicated to management or the Senior Independent Director the following procedure will be followed:

- 1) Confirmation of receipt of your report within five business days wherever practicable.
- 2) All reports will be registered in a log and a confidential file opened.
- 3) If the report is determined to be covered by this policy, an investigation will be conducted to determine if further information is required.
- 4) The person responsible for hearing your concerns will arrange a meeting with you.
- 5) You may be required to set out your concerns in writing in advance of the meeting. Your concerns will then be discussed in full at the meeting and the person hearing the complaint will decide if any further action needs to be taken and, if so, what the appropriate action will be.
- 6) This may include requiring you to attend a further meeting with a higher level of management or asking you to provide any further evidence which is considered necessary. The purpose of this process will be to obtain the nature of your concerns and the detailed basis of them, as well as considering the nature and scope of evidence that you are aware of. You will normally be told what action Centamin has decided to take and you must treat any such information with the strictest confidence.

9 CONFIDENTIALITY

You should be aware that concerns will, as far as possible, be dealt with in confidence. There may be circumstances, however, where it will not be practicable for Centamin to pursue a complaint or to deal with an alleged wrong doer without the identity of the complainant becoming known.

10 FURTHER ACTION

If the concern raised is found to be valid then Centamin may decide that one or more of the following steps (which is a non-exhaustive list) is appropriate:

- (a) referral of the matter to Centamin's board of Directors with a view to an internal investigation being carried out;
- (b) referral of the matter to the appropriate external regulatory body for further investigation;
- (c) referral of the matter to the police;
- (d) Referral of you to the grievance procedure.

As stated above, you will normally be informed of any decision taken and you are required to keep this decision strictly confidential.

11 EXTERNAL DISCLOSURE

11.1 If, after having followed the procedural steps set out above, you remain genuinely and reasonably dissatisfied with the outcome, the law recognises that in some circumstances it may be appropriate for you to report your concerns to an external body such as a regulator. Given the gravity of making such an external disclosure, you should do so only after having exhausted all available internal processes and after having taken your own independent advice. Contact with the media in such circumstances would normally be considered a breach of your obligations to Centamin (including for the avoidance of doubt a contract of employment).

11.2 The following bodies exist to receive whistleblowing complaints outside of law enforcement (the list is not exhaustive):

- (a) UK – Protect
- (b) Jersey – Financial Services Commission

12 PROTECTION AND SUPPORT

12.1 Centamin will not charge, discipline, demote, suspend, threaten or in any manner discriminate against any person who reports in good faith or provides assistance to the relevant investigating Committee, management or any other person or group including any investigation by a governmental, regulatory or law enforcement body.

12.2 Provided you raise any concerns in good faith and not out of malice or with a view to personal gain on your part and you have reasonable grounds for believing your concerns to be true and you have complied in full with the spirit of the policy and procedural steps set out above, the following will apply:

- (a) so far as possible your identity will not be disclosed at any time by Centamin unless necessary for the purposes of its investigations or to comply with a legal obligation;
- (b) you will not be subjected to any harassment, victimisation or disciplinary action by Centamin as a result of raising the concern;
- (c) so far as possible any supporting evidence relating to your concerns will be kept secure at all times.

13 RECORD RETENTION

13.1 Records relating to any reported concerns of a retaliatory act and to the investigation of any such report will be retained for a period judged to be appropriate based upon the merits of the submission and applicable regulatory statutes or legal parameters. The records retained shall also include the steps taken in connection with the investigation and the results thereof.

14 ACTING IN GOOD FAITH

14.1 Anyone reporting under this policy must be acting in good faith and have an honest belief that the report is well founded. Any reports based on allegations without basis or that are proven to be intentionally misleading, malicious or for personal will be regarded as a serious offense. In addition, you may be subject to Centamin's disciplinary procedure, including dismissal.

15 PERIODIC REVIEW OF THIS POLICY

15.1 Centamin will monitor compliance with this policy on an annual basis and consider suggestions for improvement made to Centamin's Chairman, CEO or the Company Secretary.

16 PUBLICATION

16.1 This Policy will be translated into Arabic for our operations in Egypt, and French for our West African sites. It is also published on Centamin's website at:

<https://www.centamin.com/about/governance/>