



ANTI-CORRUPTION AND BRIBERY POLICY

1. POLICY STATEMENT

- 1.1 Centamin plc ("**Centamin**") is committed to conducting all of its business activities and those of its subsidiaries (collectively "**the Group**") in an honest and ethical manner. Centamin has a zero-tolerance approach to bribery and corruption and is committed to acting professionally, fairly and with integrity in all its business dealings and relationships wherever it operates and implementing and enforcing effective systems to counter bribery and corruption.
- 1.2 The Group will uphold all laws relevant to countering bribery and corruption in all the jurisdictions in which the Group operates (including, in particular, the Bribery Act 2010).
- 1.3 The purpose of this Policy is to:
- (a) set out the responsibilities of the Group and its management and employees in upholding Centamin's commitment to preventing any form of corruption and bribery; and
 - (b) provide information and guidance to management and employees on how to recognise and deal with any potential corruption and bribery issues.
- 1.4 Whilst maximum penalties vary between jurisdictions, bribery and corruption are generally punishable for individuals by significant terms of imprisonment and if the Group is found to have taken part in corruption, it could face a considerable fine (sometimes unlimited), be excluded from tendering for public contracts and face damage to its reputation. Centamin also acknowledges that the mining sector in which the Group operates and some of the jurisdictions in which it has a presence are perceived to be relatively high risk for corruption. The Group also has frequent dealings with governments and public officials. It therefore takes its legal responsibilities very seriously.

2. WHO MUST COMPLY WITH THIS POLICY?

- 2.1 This Policy applies to all individuals working at all levels and grades within, as well as for/on behalf of the Group (including all individuals working in all subsidiaries, group companies, operating divisions, and units of Centamin), including:
- (a) **Employees of the Group**, including directors, officers, employees (whether permanent, fixed term or temporary), contractors, trainees, seconded staff;
 - (b) **All other personnel** who work at or with the Group but who are not employees of the Group, including agency staff, consultants, freelancers, volunteers, interns, sponsors, and agents; and
 - (c) Any other person **associated with Centamin**, including any other person or entity (such as third parties, consultants, contractors, suppliers, service providers, agents or intermediaries) to the extent that they act for or on behalf of the Group in any way ("**Associated Persons**");
- together, referred to in this Policy as "**Centamin Personnel**".

- 2.2 Centamin's Board of Directors (the "Board") adopted this revised policy in March 2024

3. WHAT IS BRIBERY?

- 3.1 Bribery is generally defined as offering, promising, giving, seeking or accepting any financial or other advantage, to induce the recipient or any other person to perform their functions or activities improperly, to reward that person for acting improperly, or where the person offering the financial or other advantage knows or believes that the individual to whom the offer is made cannot accept the offer. This Policy applies to private or commercial bribery (i.e. where none of the persons involved are public officials), as well as bribery of public officials.
- 3.2 A "public official" is:
- (a) an employee, official, or any individual acting on behalf of: any government bureau, department, or agency of any level; a public international organisation; a political party; or any company owned or controlled in whole or in part by a government;
 - (b) an individual holding a legislative, administrative or judicial position of any kind;
 - (c) any person who performs public functions in any branch of national, local or municipal government;

- (d) an individual who exercise a public function for any public agency or public enterprise (for example professionals working for public health agencies and officers exercising public functions in state-owned enterprises); or
- (e) candidates for political offices.

3.3 Gifts, hospitality, offering jobs, internships, or work experience, political or charitable donations or any other form of funding for educational or other purposes may be bribes where they are given with the intention of gaining a commercial or other advantage for yourself, another person or the Group.

3.4 This Policy prohibits all forms of bribery, including so-called “facilitation” or “grease” payments, which are small unofficial payments to low-level public officials in order to expedite or facilitate the performance of duties which they are already obliged to carry out under law.

3.5 Bribery is a criminal offence in most countries, including the UK. Anyone who commits such an offence may face a lengthy prison term and financial penalty.

4. CORPORATE HOSPITALITY AND GIFTS

4.1 “Corporate hospitality” means any entertainment or travel, received from or given to another person, and

- (a) “entertainment” is an event to which you accompany a third party, such as (but not limited to) a meal, sports match, event or concert, and includes any travel, accommodation and refreshments; and
- (b) “travel” includes payment of accommodation and travel expenses of third parties, such as customers and public officials. This does not include your own accommodation and travel expenses while on business trips.

4.2 Centamin Personnel may provide corporate hospitality to third parties on behalf of the Group, as long as the corporate hospitality is provided in accordance with this Policy and Centamin’s Code of Conduct, it is reasonable and proportionate, and its purpose is to maintain the Group’s profile or establish or maintain cordial business relations. Corporate hospitality must not be provided where it is intended to influence a particular business decision by a third party, or otherwise to gain a commercial advantage for the Group. Please refer to the table in section 4.12 for the thresholds for authorisation and approvals.

4.3 Centamin Personnel may accept corporate hospitality provided by third parties, as long as the hospitality is reasonable and proportionate and its purpose is to maintain the third party’s profile or establish or maintain cordial relations. Any corporate hospitality accepted and received by Centamin Personnel must be in accordance with this Policy and with Centamin’s Code of Conduct. Please refer to the table in section 4.12 for the thresholds for authorisation and approvals.

4.4 Corporate hospitality should not be accepted where it is excessive, disproportionate or intended to influence a particular business decision by the Group, or otherwise to gain a commercial advantage for any other party. An example would be a potential supplier which offers to provide tickets to a major sporting event but with a clear inference that they intend the Group subsequently to contract with them. Centamin Personnel should politely decline excessive or potentially improper corporate hospitality explaining to the offeror that Centamin policy prohibits the receipt of such corporate hospitality.

4.5 For the purposes of this Policy, a “gift” is anything of value offered or given to an individual, a member of their family or business partner, and could include, for example: cash or cash equivalent (e.g. vouchers and prepaid cards), stocks or securities, tickets, corporate hospitality provided where the offeror does not attend, gift certificates, artwork, jewellery, electronics (e.g. laptops, cameras), alcohol, discounts, loans, favourable terms on a product, donations to charity, use of vehicles or use of vacation facilities or hotels.

4.6 Centamin Personnel should consider the following when offering or accepting gifts:

- (a) The gift is not given or accepted with the intention of influencing a decision to obtain or retain business or a business advantage, or to reward the provision or retention of business or a business advantage, or in explicit or implicit exchange for favours or benefits;
- (b) the proposed recipient is not prohibited from receiving the gifts;
- (c) they comply with all applicable laws;
- (d) the gift does not include cash or a cash equivalent;
- (e) taking into account the reason for the gift, they are of an appropriate type and value and given at an appropriate time;

- (f) they are given openly, not secretly, and do not give rise to a reasonable observer perceiving the gift as a bribe.
- 4.7** Promotional gifts of low value such as branded stationery to or from existing customers, suppliers or business partners will usually be acceptable and do not need to be registered in the Gifts and Hospitality Register. Gifts that cannot be accepted in accordance with this Policy must be politely refused or returned unless it would cause offence in certain cultures, in which case guidance should be sought from the Compliance Officer.
- 4.8** Nominal gifts offered or received need to be registered in the Gifts and Hospitality Register. Please refer to the table in section 4.12 for the thresholds for authorisation and approvals.
- 4.9** Corporate Hospitality and Gifts must not be offered to/or accepted from public officials without being registered in the Gifts and Hospitality Register, and without the prior written approval of the Company Secretary.
- 4.10** Corporate Hospitality and Gifts offered by a potential bidder during a tender or similar process being conducted by the Group must not be accepted and offered to others during a tender process in which the Group is participating, without being registered in the Gifts and Hospitality Register, and without the prior written approval of the Company Secretary.
- 4.11** Any corporate hospitality and gifts that are declined should be reported to the Compliance Officer and recorded in the Gifts and Hospitality Register. If Centamin Personnel are in doubt as to whether the corporate hospitality or gift is appropriate, they should raise their concerns with their line manager or the Compliance Officer prior to accepting it.
- 4.12** The registration and approval requirements for gifts and corporate hospitality are set out below. Where approval is required, please refer to the Gift and Hospitality Approval Request Form.

Particulars	No approval or registration required	Registration in the Gifts and Hospitality Register required	Pre-approval from Compliance Officer or Company Secretary required prior to registration on the Gifts and Hospitality Register
Corporate Hospitality provided	Approval and record keeping of all costs incurred or reclaimed are managed through existing payroll and finance procedures.	All corporate hospitality provided between GBP150 and GBP500 (or local equivalent) per person to be recorded in the Gifts and Hospitality Register (notification to the Compliance Officer)	Pre-approval is required by the Company Secretary: <ul style="list-style-type: none"> • for any corporate hospitality provided during a tender process • for any corporate hospitality provided to Public Officials • for all corporate hospitality provided that exceeds a value of GBP500 (or local equivalent) per person, or a total value of GBP2000 (or local equivalent) per person in corporate hospitality in that financial year.
Corporate Hospitality received	e.g., in the event of a third party extending an invitation for dinner at a local restaurant, provided the meal is under GBP150 or equivalent.	All corporate hospitality received between GBP150 and GBP500 (or local equivalent) per person to be recorded in the Gifts and Hospitality Register (notification to the Compliance Officer)	Pre-approval is required by the Company Secretary: <ul style="list-style-type: none"> • for any corporate hospitality received during a tender process • for any corporate hospitality received from Public Officials • for all corporate hospitality received that exceeds a value of GBP500 (or local equivalent) per person, or a total value of GBP2000 (or local equivalent) in corporate hospitality in any given event per financial year.

Particulars	No approval or registration required	Registration in the Gifts and Hospitality Register required	Pre-approval from Compliance Officer or Company Secretary required prior to registration on the Gifts and Hospitality Register
Gift provided	Promotional gifts of low value such as branded stationery	Nominal gifts provided or received not exceeding GBP150 (or local equivalent) per person to be recorded in the Gifts and Hospitality Register (notification to the Compliance Officer)	Pre-approval is required by the Compliance Officer:
Gift Received			<ul style="list-style-type: none"> • for all gifts provided or received that exceed a value of GBP150 per person (or local equivalent), but are less than GBP250
			Pre-approval is required by the Company Secretary: <ul style="list-style-type: none"> • for all gifts offered or received over a value of GBP250 per person (or local equivalent) in gifts in that financial year • for all gifts offered or received during a tender process. • for all gifts provided to/ or received from Public Officials.
<p><i>Note: any corporate hospitality or gift that is declined should be reported to a line manager and recorded in the Gifts and Hospitality Register.</i></p>			

5. CHARITABLE DONATIONS AND CORPORATE SPONSORSHIP

- 5.1 The Group does not make contributions to public officials or political organisations. We act to ensure that all sponsorship activities and charitable donations comply with this Policy and are not given (or perceived to be given) with the intention of improperly influencing the decision-making of any person.
- 5.2 The Group may make donations for charitable purposes to charities specified by the Board. Any such donations must be made in good faith, legal and ethical under applicable laws and practices. They should also be transparent and properly documented in the Gifts and Hospitality Register.
- 5.3 Centamin Personnel must ensure any charitable donations made in their personal capacity are not made in a way which creates the impression they are made on the Group’s behalf or for the Group’s benefit, without the prior written approval of the Company Secretary.
- 5.4 It is Centamin’s policy to maintain accurate and appropriate documentation of all donations, and to ensure that all donations are made in accordance with Centamin’s financial controls manual / policy.

6. IDENTIFYING RISKS OF BRIBERY AND CORRUPTION

- 6.1 We regularly monitor and evaluate the nature and extent of exposure to potential external and internal risks of bribery. Examples of possible red flag scenarios that may arise during the course of working for the Group and that may raise concerns under various anti-bribery and anti-corruption laws are listed in Appendix 1.

7. WHO IS RESPONSIBLE FOR IMPLEMENTING THIS POLICY?

- 7.1 The Board has overall responsibility for ensuring this Policy complies with Centamin’s legal and ethical obligations and that all Centamin Personnel comply with it.
- 7.2 The Board has appointed the Company Secretary or in their absence the General Counsel, reporting for this purpose to the Sustainability Committee as the person responsible with primary and day-to-day responsibility for implementing this Policy, as well as monitoring its use and effectiveness and dealing with any queries on its interpretation. The Company Secretary can be contacted on +44 01534 828700 or at governance@centaminplc.com.

7.3 However, it is the responsibility of all Centamin Personnel to ensure that they have read, understand and comply with this Policy. Compliance with this Policy will be reviewed in the annual appraisal process and may form part of the assessment of an individual's remuneration package.

7.4 Centamin Personnel who breach this Policy may face disciplinary action, which could result in dismissal for gross misconduct; or in the case of Associated Persons, may result in contract termination or other action.

8. CONFLICTS OF INTEREST

8.1 Centamin Personnel shall always act in the Group's best interest. You must avoid being, or giving the appearance of being, in a position which may result in an actual or perceived detriment to the Group's reputation and/or interests.

8.2 If Centamin Personnel are exposed to or become aware of a potential, actual or perceived conflict of interest they must notify their line manager or the HR manager immediately and follow the guidance set out in the Company Conflicts of Interest Procedure

8.3 Persons in defined roles are required to complete a Declaration of Conflicts of Interest Form through the onboarding process and notify their HR Manager or the Company Secretary at any point throughout the period of employment when a potential, actual or perceived conflict has arisen.

9. RECORD KEEPING

9.1 Centamin maintains financial records and appropriate internal controls which ensure there is evidence of the business reason for making payments to third parties.

9.2 A written record of corporate hospitality and gifts shall be maintained centrally by Compliance as necessary, in line with this Policy.

9.3 Centamin Personnel must ensure all expenses claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with our expenses guidance and specifically record the reason for the expenditure.

9.4 All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as clients, suppliers and business contacts, should be prepared and maintained with strict accuracy and completeness. No accounts must be kept "off-book" to facilitate or conceal improper payments.

10. AGENTS, BUSINESS PARTNERS AND THIRD PARTIES

10.1 The actions of Associated Persons may give rise to criminal or other liability for the Group or otherwise damage our reputation.

10.2 This Policy must be provided to all Associated Persons at the outset of the relationship.

10.3 It is the Group's policy to ask Associated Persons for details of their anti-bribery and corruption policies and to provide appropriate warranties in relation to their compliance with applicable anti-bribery laws and this policy. Evidence of any breach of laws or this Policy will entitle the Group to terminate the relevant contract.

10.4 Centamin conducts appropriate and risk-based due diligence on Associated Persons at the start of the relationship and on an ongoing basis and puts in place controls which are proportionate to the identified risks.

11. POLITICALLY EXPOSED PERSONS

11.1 A "politically exposed person" is:

- (a) a public official, whether immediate or by marriage/partnership (and as defined above);
- (b) a present business associate of any public official; or
- (c) a candidate proposed by any public official for employment with or recruitment by the Group, whether on a permanent or temporary basis.

11.2 The Group does not hire or offer internships or work experience to any politically exposed person in order to benefit the Group's business, nor does it treat such persons differently to other employees. Where any Centamin Personnel is a politically exposed person:

- (a) they must not be placed in a position where that person's professional duties and personal relationships or position may conflict or may give the perception of being in conflict; and

- (b) that person's status as a politically exposed person must be recorded in that person's human resources file and be made known to their line manager and the Compliance Officer.

12. POLITICAL ACTIVITY

- 12.1** The Group conducts its business with integrity and honesty when engaging with public officials, and it does not exercise undue influence on political affairs and policy-making. Any public affairs related activities are carried out in compliance with all applicable legal requirements, and this policy.
- 12.2** Centamin Personnel who are involved in political activities outside of work, in their own personal time, must ensure that such activities are not carried out in such a way as to create the impression that they are being carried out on the Group's behalf or represent the Group's view, or to bring the Group into disrepute.

13. TRAINING AND EDUCATION

- 13.1** Centamin will provide all Centamin Personnel with appropriate training, as determined by the Compliance Officer to be necessary in the light of the relevant individual's role within the Group.
- 13.2** The Compliance Officer will, as and when determined appropriate by the Sustainability Committee, designate those Centamin Personnel required to attend training.
- 13.3** The Board of Directors of Centamin and the Compliance Officer will, as and when determined appropriate by the Sustainability Committee, disseminate to all Centamin Personnel alerts regular information on anti-bribery and corruption, and provide updates on new rules, regulations or compliance notices issued by relevant government or professional entities, together with updates on recent enforcement actions against both individuals and companies.
- 13.4** The Compliance Officer will, as and when determined appropriate by the Sustainability Committee, ensure that appropriate training and education is provided to Centamin Personnel (including for the avoidance of doubt Associated Persons).

14. HOW TO RAISE CONCERNS

- 14.1** Centamin Personnel are encouraged to raise concerns about any issue or suspicion of a breach of this Policy or suspect misconduct at the earliest possible stage.
- 14.2** Centamin Personnel can raise a concern in confidence with their line manager, supervisor or other appropriate Centamin officer or directly with the Compliance Officer. Concerns may be raised via the Allegations / Suspicions of Potential Bribery Notification Form where appropriate, or anonymously through the Whistleblowing Hotline. For more detail, please refer to the Whistleblower Policy.
- 14.3** It is Group policy that any individual who reports a compliance concern in good faith will not be subject to retaliation or harassment of any kind as a result of doing so.
- 14.4** Once a potential concern has been raised, a record of the escalation process, response and outcome must be recorded by the Country Manager in the country of operation and sent to the Compliance Officer / or the Company Secretary and in their absence the General Counsel, in the Recording Reports Form.

15. RESPONSIBILITY, MONITORING AND REVIEW

- 15.1** The Board of Directors of Centamin has ultimate responsibility for ensuring this Policy complies with our legal and ethical obligations, and that all those under our control comply with it.
- 15.2** The Compliance Officer is the person responsible for managing the gift register in the country of operation or the Company Secretary and in their absence the General Counsel.
- 15.3** The Compliance Officer will monitor the content, effectiveness and implementation of this Policy and the procedures implementing this policy on a regular basis. Any updates or improvements identified will be made as soon as possible.
- 15.4** This Policy is reviewed biennially by the Board.
- 15.5** Centamin Personnel are invited to comment on this Policy and suggest ways in which it might be improved. Comments, suggestions and queries should be addressed to the Compliance Officer

APPENDIX 1: POTENTIAL RISK SCENARIOS: "RED FLAGS"

The following is a list of possible red flags that may arise during the course of working for the Group and which may raise concerns under various anti-bribery and anti-corruption laws. The list is not intended to be exhaustive and is for illustrative purposes only.

Centamin Personnel should take particular care during tender processes and when dealing with public officials as set out further above.

If Centamin Personnel encounter any of these red flags, they must report them promptly to their line manager, Compliance Officer, or on the Whistleblowing Hotline:

- (a) becoming aware that a third party engages in, or has been accused of engaging in, improper business practices;
- (b) learning that a third party has a reputation for paying bribes, or requiring that bribes are paid to them, or has a reputation for having a "special relationship" with foreign government officials or counterparties;
- (c) a third party insisting on receiving a commission or fee payment before committing to sign up to a contract with the Group, or carrying out a government function or process for the Group;
- (d) a third party requesting payment in cash and/or refusing to sign a formal commission or fee agreement, or refusing to provide an invoice or receipt for a payment made;
- (e) a third party requesting that payment is made to a country or geographic location different from where the third party resides or conducts business;
- (f) a third party requesting an unexpected additional fee or commission to "facilitate" a service;
- (g) a third party demanding lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services;
- (h) a third party requesting that a payment is made to "overlook" potential legal violations;
- (i) a third party requesting that Centamin Personnel provide employment or some other advantage to a friend or relative;
- (j) receiving an invoice from a third party that appears to be non-standard or customised;
- (k) a third party insisting on the use of side letters or refusing to put terms agreed in writing;
- (l) Centamin Personnel noticing that the Group has been invoiced for a commission or fee payment that appears large given the service stated to have been provided;
- (m) a third party requesting or requiring the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to the Group; and
- (n) Centamin Personnel being offered an unusually generous gift or offered lavish hospitality by a third party.