



COMPLIANCE / CORPORATE GOVERNANCE COMMITTEE CHARTER



CENTAMIN

COMPLIANCE / CORPORATE GOVERNANCE COMMITTEE CHARTER

1 PURPOSE OF THE CHARTER

1.1 The Compliance / Corporate Governance Committee (the Committee) is a committee of the Centamin plc (the Company) Board (the Board) and operates within the governance structure of the Company and its subsidiaries (the Group). The Committee's primary functions as set out in this charter (the Charter) are to make recommendations to the Board on:

- (a) the formulation or re-formulation of, and implementation, maintenance and monitoring of the Group's Corporate Compliance Program and Code of Conduct as may be modified, supplemented or replaced from time to time, designed to ensure compliance with Corporate policies and legal rules and regulations; and
- (b) the Group's activities in the area of corporate compliance that may impact the Group's business operations or public image, in light of applicable government and industry standards, legal and business trends and public policy issues.

Fundamental to the Group's corporate governance policy and practice is that all directors and employees reflect the Company's key values of accountability, fairness, integrity and openness.

1.2 The Charter has been updated to take account of the UK Corporate Governance Code (the Code) published in April 2016 and best practice guidance issued by the Financial Reporting Council.

2 MEMBERSHIP, TERM AND VOTING

2.1 The members of the Committee shall be appointed by the Board from amongst the Non-Executive Directors of the Company and shall consist of not fewer than three members, a majority of whom must be independent Directors as per the definition of independence contained within the Company's Directors' Test of Independence Policy. A quorum shall be two members.

2.2 Where possible, the Chairman of the Committee shall be an Independent Non-Executive Director appointed by the Board.

2.3 Members of the Committee shall be appointed by the Board, on the recommendation of the Nomination Committee in consultation with the Chairman of the Committee.

2.4 The duties and responsibilities of a member of the Committee shall be in addition to those duties set out for a Director of the Board.

2.5 The term of each member will coincide with the member's term as Director.

2.6 Matters arising for determination at Committee meetings shall be decided by a majority of votes of directors present and voting, and any such decision shall for all purposes be deemed a decision of the Committee.



CENTAMIN

- 2.7 In the case of equality votes, the Chairman of the Meeting, in addition to his deliberative vote, has a casting vote.

3 SECRETARY AND MINUTES

- 3.1 The Company Secretary shall be the Secretary of the Committee and the minutes of meetings of the Committee shall be made available to all members of the Board, unless in the opinion of the Committee Chairman it would be inappropriate to do so. The Company Secretary shall ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.
- 3.2 For the avoidance of doubt, the Company Secretary shall not be entitled to vote or be counted in the quorum in respect of any resolution of the Committee.

4 ATTENDANCE AND FREQUENCY OF MEETINGS

- 4.1 Meetings of the Committee shall be called by the Company Secretary, at the request of the Committee Chairman. The Secretary shall prepare an agenda for each meeting, to be agreed by the Chairman of the Committee and ensure the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues.
- 4.2 Unless otherwise agreed, notice of the meeting will be sent to all members of the Committee no later than five working days before the date of the meeting.
- 4.3 Meetings shall be held when required, but in any event shall be held not less than twice per calendar year. The Chairman of the Company may request a meeting if he reasonably considers that one is necessary.
- 4.4 The Committee shall maintain written minutes or other records of its meetings and activities. Minutes of each meeting of the Committee shall be distributed to each member of the Committee. The Secretary of the Company shall retain the original signed minutes for filing with the corporate records of the Company.
- 4.5 The Chairman of the Committee shall report to the Board following meetings of the Committee, and as otherwise requested by the Chairman of the Board.
- 4.6 Only members of the Committee have the right to attend the Committee meetings. Other Company directors, senior management and/or employees of the Company may be invited to attend any meeting (or part thereof) at the Committee Chairman's discretion.

5 AUTHORITY AND RESOURCES

- 5.1 The Committee is authorised by the Board to investigate any matter within its terms of reference and to make recommendations to the Board on any such matter. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any reasonable requests made by the Committee.



CENTAMIN

- 5.2 The Committee is authorised by the Board to obtain, at the Company's expense, outside professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary. It is envisaged that in obtaining outside advice the Committee will act in conjunction with the Chairman and/or CEO of the Company.
- 5.3 The Committee shall have access to sufficient resources in order to carry out its duties, including legal or other professional advice on any matters within its terms of reference, including the assistance of the Company Secretary to fulfil its duties.
- 5.4 The Committee shall be provided with appropriate and timely training, both in the form of an induction programme for new members and on an on-going basis for all members.

6 DUTIES

- 6.1 The Committee shall oversee the Company's activities in the area of corporate compliance that may impact the Company's business operations or public image, in light of applicable government and industry standards, as well as legal and business trends and public policy issues.
- 6.2 The Committee shall monitor the Company's activities to ensure the Company is compliant with the corporate governance guidelines in respect to the Company's listing on the London Stock Exchange and Toronto Stock Exchange;
- 6.3 The Committee shall monitor the Company's activities to ensure that the Company is compliant with the Listing, Prospectus, Disclosure and Transparency Rules set out by the Financial Conduct Authority in respect to the Company's listing on the London Stock Exchange and the listing requirements of the Toronto Stock Exchange.
- 6.4 The Committee shall assess:
- (a) the Company's Code of Conduct and all other written compliance policies and procedures that guide the Company and the conduct of its staff in day-to-day operations, and relevant education and training for the Board and all affected staff;
 - (b) the mechanism for staff to seek guidance and report concerns;
 - (c) the Company's systems and processes which are designed to:
 - (i) periodically assess the Company's compliance obligations and associated risks;
 - (ii) monitor and audit the Company's systems, processes and transactions;
 - (iii) investigate alleged misconduct; and
 - (iv) promote and enforce standards through incentive and disciplinary actions.
 - (d) necessary modifications to the Corporate Governance program; and

(e) the efforts made to promote an ethical culture.

6.5 The Committee shall oversee the Company's activities that may impact on the Company's business operations or public image, in light of political and social trends or public policy issues.

6.6 The Committee shall perform such other functions and have such other powers as may be necessary or convenient for efficient discharge of its duties.

7 DISCLOSURE COMMITTEE

7.1 Pursuant to a resolution of the Board of Directors dated 3 September 2013, the Company placed its ad-hoc Disclosure Committee on a formal footing in accordance with the procedures listed below. As set out in the Company's Continuous Disclosure Policy, the Disclosure Committee shall:

(a) Comprise any one member of the Compliance and Corporate Governance Committee together with the CEO (or Chairman or member of the senior management team); and

(b) assist in reaching a consensus on the Company's approach to an issue which may constitute inside or material information, unpublished material of a price sensitive nature or is an issue that has a reasonable prospect of developing into inside or material information in accordance with the TSX or LSE MAR rules.

7.2 The Company Secretary or General Counsel shall keep a record of the decisions and correspondence of the Disclosure Committee, a copy of which shall be presented to the next Corporate Governance Committee meeting or Board meeting, as appropriate.

8 REPORTING

8.1 The Committee Chairman shall report to the Board on its proceedings following each meeting, making whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

9 EVALUATION

9.1 The Committee will arrange for periodic reviews of its own performance and, at least annually, review its constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the board for approval.

10 PUBLICATION OF CHARTER

10.1 A copy of this Charter shall be made available on the Company's website www.centamin.com in the Corporate Governance section.