

## **SECURITIES TRADING POLICY**

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## Securities Trading Policy

### 1 Executive Summary

#### Dealing prohibition for all directors, employees and contractors

- 1.1 Directors, employees and contractors must not deal in securities of Centamin plc (the “Company”) if they have relevant inside information (as defined below). The consequences for breach of the insider trading prohibitions are severe and both the individual and the Company could be exposed to criminal and civil liability. Breach will be regarded by the Company as serious misconduct which is likely to lead to disciplinary action and/or dismissal.
- 1.2 If a director, employee or contractor has inside information, he must not:
- (a) deal in securities;
  - (b) advise, procure or encourage another person to buy or sell securities; or
  - (c) pass on information to any other person, if he knows or ought reasonably to know that the person may use the information to buy or sell (or procure another person to buy or sell) securities.

#### Dealing restrictions for participants in employee share schemes (other than PDMRs)

- 1.3 Participants in the Deferred Bonus Share Plan (DBSP) and/or the Restricted Share Plan (RSP) have additional dealing restrictions and must not deal in the Company’s securities unless they obtain clearance. To obtain clearance, the participant should:
- (a) Complete the Request for Clearance to Deal Form (Form A attached) and forward to the Company Secretary or General Counsel for authorisation;
  - (b) If given clearance to deal, deal no later than two business days from clearance being received;
  - (c) Complete the Notification of Transaction Form (Form C attached) within two business days of dealing and submit it to the Company Secretary or General Counsel.
- 1.4 Clearance will not be given where a participant is in possession of any inside information and may not be given during any closed period (as defined further below).

#### Dealing restrictions for persons discharging managerial responsibilities

- 1.5 Persons discharging managerial responsibilities (PDMRs) must not deal in the Company’s securities unless clearance is given. To obtain clearance, the PDMR should:

- (a) Complete the Request for Clearance to Deal form (Form A attached) and forward to the Company Secretary or General Counsel for authorisation;
  - (b) If given clearance to deal, deal no later than two business days from clearance being received;
  - (c) Complete the Notification of Transaction form (Form B) within two business days of dealing and submit to the Company Secretary or General Counsel. The relevant rules also require the PDMR to submit the Form B to the Financial Conduct Authority (FCA) but the Company Secretary or General Counsel will assist with this filing.
- 1.6 Clearance will not be given during any closed period (as defined further below) nor where the PDMR is in possession of any inside information nor where the dealing is on considerations of a short term nature. Clearance may not be given where the Company is in possession of inside information.
- 1.7 Any transactions by a PDMR or persons closely associated with them (PCAs) must be reported via an RNS. For the definition of "PCAs", please see Appendix 1.
- 1.8 PDMRs must also take reasonable steps to prevent dealings by or on behalf of their PCAs or investment managers and must also advise their PCAs and any investment managers acting for them of the name of the issuer for whom they are a PDMR and the relevant closed periods. PDMRs must seek clearance, as set out above, for any dealings by their PCAs or investment managers. PDMRs must also provide the Company with a list of their PCAs.

## **2 Commentary**

### Purpose of this policy

- 2.1 The ordinary shares of the Company are listed and admitted to trading on the main market of the London Stock Exchange (the "LSE") and the Toronto Stock Exchange (the "TSX"). This Securities Trading Policy sets out the Company's policy regarding trading in Company securities, which includes shares, options and any other security in issue from time to time. This policy is separate from and additional to the legal constraints imposed by the Companies (Jersey) Law 1991 ("Jersey Companies Law"), Canadian securities legislation applicable to the Company, the listing rules of the LSE and TSX, and by the common law and company law applicable to the Company and its subsidiaries (together forming the "Group") and to directors, employees, contractors, consultants, advisers and auditors of the Group ("Group personnel").
- 2.2 The EU Market Abuse Regulation 596/2014 ("MAR") (which applies to the Company by virtue of its LSE listing) prohibits directors and other PDMRs from dealing in the Company's securities in closed periods. MAR also provides that PDMRs and their PCAs must notify an RNS of every transaction conducted on their own account in the Company's securities.

The Company has, in addition in the interests of good corporate governance, voluntarily adopted further clearance procedures for PDMRs as set out below.

- 2.3 Further, it is illegal to trade in the Company's securities while in possession of inside information concerning the Company. "Inside information" is information of a precise nature which:
- (a) is not generally available;
  - (b) concerns the Company or the Group; and
  - (c) if generally available, a reasonable person would expect, or would be likely, to have a significant or material effect on the price or value of the Company's securities or on the price of related investments.

For examples of what may constitute, inside information, please see Appendix 1.

This policy contains restrictions which apply to all Group personnel if they are in possession of inside information, details of which are set out in paragraph 5 below.

- 2.4 Whilst there is no requirement in MAR to prohibit dealings on the part of participants in employee share schemes who are not PDMRs, such participants are subject to the rules on insider trading set out in paragraph 1.2 above and, in the interests of good corporate governance, the Company also requires that such participants comply with certain other requirements as set out further below.
- 2.5 This policy shall be provided to all directors and PDMRs upon their appointment and to participants in the DBSP and/or RSP upon their joining the plan and shall be accessible by them and other Group personnel on the Company's website.
- 2.6 Group personnel are urged to read this policy carefully and to follow it conscientiously. Compliance with this policy is mandatory and a breach of it or a breach of the legal prohibitions on insider trading may result in disciplinary action including, where appropriate, dismissal.

### **3 Implications of LSE Premium Listing**

- 3.1 As the Company has a premium listing on the LSE, the Company and its PDMRs are required to comply with MAR.
- 3.2 In summary, MAR prohibits a PDMR from dealing in the Company's securities during a closed period as discussed further below and also requires PDMRs and their PCAs to notify an RNS of any transactions conducted on their own account in the Company's securities.

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#### **4 Scope of the prohibition on dealings**

- 4.1 This paragraph 4 applies principally to the following Group personnel, who are defined in MAR as PDMRs:
- (a) directors of the Company; and
  - (b) senior executives of the Company who (i) have regular access to inside information relating, directly or indirectly, to the Company and (ii) have power to make managerial decisions affecting the future development and business prospects of the Company.
- 4.2 In addition certain of the prohibitions on dealing have been extended by the Company to participants in the DBSP and/or the RSP as set out further below.
- 4.3 PDMRs and their PCAs and participants in the DBSP and/or RSP must not deal in the Company's securities without obtaining clearance in advance in accordance with the procedure set out in Appendix 2. PDMRs will not be given clearance to deal during a "closed period" or a "prohibited period" as defined below. Participants in the DBSP and/or RSP will not be given clearance to deal when they are in possession of inside information and may not be given clearance to deal during a "closed" period.
- (a) "closed period" means the 30 day period before the announcement of quarterly, half yearly or year-end financial reports which the Company is obliged to make public.
  - (b) "prohibited period" means any closed period or any period where there exists any matter which constitutes "inside information" in relation to the Company. For the definition of, and examples of what may constitute, inside information, please see Appendix 1. It should be noted that the existence of any matter constituting inside information is the overriding restriction which will apply at all times, even in a non-closed period.
- 4.4 Notifiable transactions are widely defined in MAR. In addition, transactions are widely defined to include not only sales and purchases of securities but also gifts of securities, the creation of charges, or other encumbrances over securities, transactions in rights to securities (including the grant or exercise of options) and the entering into of any contract (including a contract for difference) whose purpose is to secure a profit or avoid a loss by reference to fluctuations in the price of any securities. A more detailed list of notifiable transactions is set out in Appendix I.
- 4.5 These restrictions on transacting during a prohibited period are in addition to the statutory prohibitions on insider dealing or trading and market abuse as applicable to the Group and Group personnel and as further described in paragraph 5 below.
- 4.6 In exceptional circumstances, such as financial hardship, clearance may be given to PDMRs pursuant to MAR for the person to sell, but not to purchase, securities when they would otherwise be prohibited from doing so, but never where the person is in possession

of inside information in relation to the Company. Clearance must be sought from the appropriate director or other officer of the Company in accordance with this policy. Each case will be dealt with on a case by case basis and whether to grant clearance shall be determined by the appropriate director or other officer in his discretion.

- 4.7 The requirement to obtain clearance applies to both PDMRs and to participants in the DBSP and/or RSP - however, in respect of non-PDMRS who are participants in the DBSP and/or RSP, clearance to deal may be granted in a closed period, subject to the clearance procedures set out above with the additional consent of the Chairman.
- 4.8 MAR provides only very limited other exceptions to the prohibition on dealing in a closed period - these are certain transactions in connection with employee share schemes and transactions where the beneficial interest in the security does not change.
- 4.9 The Company Secretary will maintain a schedule of closed periods from time to time.

## **5 Laws on insider trading**

- 5.1 It is the responsibility of all Group personnel to ensure that they do not contravene any applicable insider trading laws and to inform the Chairman and Chief Executive Officer (CEO) immediately if they suspect that any contravention has occurred or is likely to occur. This section of the Securities Trading Policy briefly summarises the key insider trading laws applicable, as a result of the Company's shares being listed on the LSE and the TSX, including under the Canadian securities laws and the Financial Services (Jersey) Law 1998 (FSL).
- 5.2 United Kingdom: Laws on Insider Dealing and Market Abuse.
- 5.3 Certain conduct may be subject to criminal prohibitions under Part V of the UK Criminal Justice Act 1993 and/or civil sanctions for market abuse under MAR. Under Part V of the Criminal Justice Act 1993, subject only to limited defences, persons (including officers or employees of a company) having non-public, price sensitive information are insiders in relation to the company and:
  - (a) may not deal in relevant securities on-market or with or through professional intermediaries;
  - (b) may not encourage others to deal in this way;
  - (c) may not disclose inside information otherwise than in the proper performance of their work.
- 5.4 MAR provides that it is an offence to: (i) engage or attempt to engage in insider dealing; (ii) recommend that another person engage in insider dealing or induce another person to engage in insider dealing or induce another person to engage in insider dealing; (iii) unlawfully disclose inside information; or (iv) engage in or attempt to engage in market manipulation. An example would be where a person is an insider in relation to the company and deals in its securities on the basis of inside information (or requires or encourages

another to do so) or discloses inside information to another except in the proper course of his employment.

#### Jersey: Laws on Insider Trading

- 5.5 The FSL is the relevant Jersey legislation with regard to insider trading. Under the FSL, various offences are detailed relating to insider dealing, market manipulation and providing misleading information.
- 5.6 Generally, a person is guilty of an offence for insider dealing if a person who has information as an insider deals in securities that are price-affected securities in relation to the information. A person can only be guilty of an offence for insider dealing under the FSL if the alleged act was committed whilst either they or the relevant professional intermediary, were in Jersey.
- 5.7 The FSL also sets out details of when a person is guilty of offences relating to market manipulation and providing misleading information.

#### Canada: Laws on Insider Trading

- 5.8 For purposes of this paragraph 5.8, “Inside Information” means:
- (a) a change in the business or capital of the Company that would reasonably be expected to have a significant effect on the market price or value of the securities of the Company (which includes any decision to implement such a change by the Company’s Board of Directors or by senior management who believe that confirmation of the decision by the Company’s Board of Directors is probable);
  - (b) a fact that significantly affects, or would reasonably be expected to have a significant effect on, the market price or value of the securities of the Company; or
  - (c) any information which is not generally available to the public that a reasonable investor would be likely to consider important in deciding whether to buy, hold or sell securities of the Company,

in each case, which has not been generally disclosed.

- 5.9 All directors, officer and employees of the Company or its subsidiaries and partnerships, trusts, corporations and similar entities over which any of the above mentioned individuals exercise control or direction must not purchase, sell or otherwise trade securities of the Company with the knowledge of Inside Information until:
- (a) 24 hours after the disclosure to the public of the Inside Information, whether by way of press release or a filing made with securities regulatory authorities; or
  - (b) the Inside Information ceases to be material (e.g. a potential transaction that was the subject of the information is abandoned, and either the individual has been so

advised by the Company Secretary or such abandonment has been generally disclosed).

## Reporting Requirements under Canadian Law

- 5.10 The directors, certain officers and certain other employees of the Company and its subsidiaries are “Reporting Insiders” under applicable Canadian securities laws. Reporting Insiders are required to file reports with Canadian securities regulators, pursuant to the electronic filing system known as SEDI, of any direct or indirect beneficial ownership of, or control or direction over, securities of the Company and of any change in such ownership, control or direction. In addition, Reporting Insiders must also include in their reports any monetization, non-recourse loan or similar arrangement, trade or transaction that changes the Reporting Insider’s economic exposure to or interest in securities of the Company and which may not necessarily involve a sale, whether or not required under applicable law.
- 5.11 It is the responsibility of each Reporting Insider (and not the Company) to comply with these reporting requirements. Reporting Insiders are required to provide the Company Secretary with a copy of any insider report completed by the Reporting Insider concurrent with or in advance of its filing.
- 5.12 Some officers of the Company or its subsidiaries may be eligible to be exempted by applicable securities law from the requirements to file insider reports.
- 5.13 A person that is uncertain as to whether he or she is a Reporting Insider or whether he or she may be eligible to be exempted from these requirements should contact the Company Secretary. Reporting Insiders who are exempted from these requirements remain subject to all of the other provisions of applicable Canadian securities law and this Securities Trading Policy.
- 5.14 The effect of these legislative prohibitions is that a person with inside information in relation to the Company:
- (a) must not, and must not procure another person to, deal, or enter into an agreement to deal, in the securities of the Company; and
  - (b) must not advise others to trade in the Company's securities or communicate the information to another person knowing that the person may use the information to trade in, or procure someone else to trade in, the Company's securities.
- 5.15 These restrictions, and this Securities Trading Policy, also apply to securities of other companies of which any Group personnel have inside information because of their position with the Group.
- 5.16 Group personnel with access to inside information are prohibited from trading in the Company's securities until the information has been fully disclosed to LSE and TSX and a period of 24 hours has passed for the information to be disseminated. This prohibition applies not only to trading in Company securities, but also to trading in other securities whose value might be affected by changes in the price of the Company's securities.

- 5.17 It is important to note that clearance to trade is unlikely to be able to be given if the relevant PDMR or participant in relevant share plan holds inside information. Even if such clearance is given, it remains the responsibility of the relevant person to ensure that he does not possess or use inside information in breach of applicable insider trading laws.

## **6 Responsibilities**

- 6.1 PDMRs and their PCAs as well as participants in the DBSP and/or RSP must not deal in the Company's securities without obtaining clearance in advance in accordance with the procedure set out in this policy and its appendices.

- 6.2 Appendix 1 contains practical guidance on the following:

- (a) What dealings are subject to this policy.
- (b) How to know when a closed period applies during which dealings may be prohibited.
- (c) What amounts to "inside information" in relation to the Company.
- (d) How to seek clearance under this policy.
- (e) The definition of "PCAs" for the purposes of MAR.

- 6.3 PDMRs and their PCAs and participants in the DBSP and/or RSP must notify the Company Secretary in writing of any transaction in the Company's securities within 48 hours of such transaction occurring. The notification should be made using Form B (PDMRs) and Form C (non PDMRs) in Appendix 2. PDMRs must also submit a copy of the Form B to the FCA although the Company will make the relevant notification on the PDMR's behalf.

- 6.4 The Company is obliged to notify a Regulatory Information Service of any information notified to it in accordance with the provisions of MAR within three business days after the transaction and within five calendar days under Canadian rules.

- 6.5 The Company Secretary will maintain a record of all dealings and current holdings in Company securities by PDMRs and participants in the DBSP and/or RSP.

## **7 Consequences of breach**

- 7.1 Breach of the insider trading prohibition could expose Group personnel to criminal and civil liabilities.

- 7.2 Breach of the insider trading prohibition or this policy will also be regarded by the Company as serious misconduct, which may lead to disciplinary action and/or dismissal.

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**APPENDIX 1****PRACTICAL GUIDANCE****Introduction**

This Appendix offers guidance on the operation of MAR. In the case of any conflict between such guidance and MAR itself, MAR prevails. If you have any further questions, please refer to the General Counsel or Company Secretary.

**Whose dealings are subject to MAR?**

The primary restrictions on dealings contained in the Code apply to "PDMRs". These comprise persons discharging managerial responsibilities (directors and, in addition, senior executives who have regular access to inside information and the power to make managerial decisions affecting the future development and business prospects of the Company).

Ancillary obligations and restrictions apply to PDMRs with respect to dealings by their "persons closely associated" with them.

MAR does not apply to participants in company share schemes who are not PDMRs. However, as a matter of best practice, the Company has extended some of the provisions of MAR to participants in the DBSP and/or RSP as set out above.

**What dealings are subject to MAR?**

MAR applies to dealings in publicly traded or quoted securities of the Company or any member of the Group or any securities that are convertible into such securities.

Notifiable transactions are widely defined in MAR. The following are included:

- Acquisition, disposal, short sale, subscription or exchange
- Acceptance or exercise of a stock option, including of a stock option granted to managers or employees as part of their remuneration package, and the disposal of shares stemming from the exercise of a stock option
- Entering into or exercise of equity swaps
- Transactions in or related to derivatives, including cash-settled transactions
- Entering into a contract for difference on a financial instrument of the concerned issuer or on emission allowances or auction products based thereon
- Acquisition, disposal or exercise of rights, including put and call options, and warrants
- Subscription to a capital increase or debt instrument issuance

- Transactions in derivatives and financial instruments linked to a debt instrument of the concerned issuer, including credit default swaps
- Conditional transactions upon the occurrence of the conditions and actual execution of the transactions
- Automatic or non-automatic conversion of a financial instrument into another financial instrument, including the exchange of convertible bonds to shares
- Gifts and donations made or received, and inheritance received
- Transactions executed in index-related products, baskets and derivatives insofar as required by MAR 19 (see below)
- Transactions executed in shares or units of investment funds, including alternative investment funds (AIFs) insofar as required by MAR 19 (see below)
- Transactions executed by manager of an AIF in which the PDMR or PCA has invested, insofar as required by MAR 19 (see below)
- Transactions executed by a third party under an individual portfolio or asset management mandate on behalf of or for the benefit of a PDMR or PCA
- Borrowing or lending of shares or debt instruments of the issuer or derivatives or other financial instruments linked thereto
- Transactions made under a life insurance policy where (i) the policyholder is a PDMR or PCA (ii) the investment risk is borne by the policyholder and (iii) the policyholder has the power or discretion to make investment decisions regarding specific instruments in that life insurance policy or to execute transactions regarding specific instruments for that life insurance policy
- Transactions undertaken by persons professionally arranging or executing transactions or by another person on behalf of a PDMR or PCA, including where discretion is exercised

For the purposes of the previous bullet point, transactions by managers of a collective investment undertaking in which the PDMR/PCA has invested do not need to be notified where the manager of the collective investment undertaking operates with full discretion, which excludes the manager receiving any instructions or suggestions on portfolio composition directly or indirectly from investors in that collective investment undertaking.

## **MAR 19(1a)**

Notification of transactions in units/shares in collective investment undertakings or financial instruments that provide exposure to a portfolio of assets is not required unless issuer's shares/debt instruments exceed 20% of the assets in the portfolio/held by the collective investment undertaking (as applicable).

As described in paragraphs 4.6 and 4.7 of this policy, the policy may be relaxed where the relevant PDMR is in severe financial difficulty or there are other exceptional circumstances. Dealings outside the policy may still be subject to criminal prohibitions on insider dealing and/or civil sanctions for market abuse.

## **How will I know about closed periods during which dealings are prohibited under MAR?**

The Company Secretary will prepare a schedule of closed periods from time to time. PDMRs must notify such closed periods to their PCAs and investment managers.

## **What amounts to "inside information" in relation to the Company which prevents me from dealing?**

For the purposes of MAR, "inside information" is information of a precise nature which:

- (i) is not generally available;
- (ii) relates, directly or indirectly, to the Company or its securities; and
- (iii) would, if generally available, be likely to have a significant effect on the price of the Company's securities.

It is not possible to provide an exhaustive list of the sort of information which falls within the definition of "inside information" for the purposes of MAR. Industry information, as well as information specific to the Company or other members of the Group, may well be likely to have a significant effect on the price of the Company's securities.

However, before an announcement to a LSE Regulatory Information Service or TSX has been made, the items listed below should generally be regarded as likely to have such an effect:

- (i) any decision by the Company to declare or pay any dividend or make any distribution or not to pay any dividend or interest payment;
- (ii) any announcement of profits or losses of the Company or the Group for any period, whether annual or otherwise;

- (iii) any decision to change the capital structure of the Company, including any redemption or purchase of quoted securities or sale of shares from treasury;
- (iv) any material acquisition or divestment of Group assets;
- (v) transactions with directors, substantial shareholders and other related parties which fall to be disclosed to shareholders of the Company in accordance with the requirements of the Listing Rules and/or the London Stock Exchange;
- (vi) any material Group borrowing or funding arrangements;
- (vii) any information required to be disclosed by the Company to a LSE Regulatory Information Service or TSX in connection with any possible takeover of or by the Company;
- (viii) any major discovery or technical innovation or other major new development in the Group's sphere of activity;
- (ix) any decision to change the general character or nature of the business (or any part of the business) of the Group;
- (x) any information notified to the Company under the provisions of the Transparency Rules made by the Financial Conduct Authority in respect of a holding of three per cent. or more of voting securities;
- (xi) any change in the directors of the Company; and
- (xii) any other information or developments which are required to be disclosed to a LSE Regulatory Information Service or TSX.

**How do I seek clearance under this policy?**

The persons to whom notification of a proposed dealing must be made and from whom clearance to deal must be obtained under this policy are as follows:

<b>Person proposing to deal</b>	<b>Person responsible for giving clearance to deal</b>
Chairman	CEO (or, if not present, the senior independent director, or a committee of the board or other officer nominated for that purpose by the CEO)
CEO	Chairman (or, if not present, the senior independent director, or a committee of the board or other officer nominated for that purpose by the Chairman)
Chairman and CEO (if combined role)	The board
Directors (other than the Chairman or CEO)	Chairman (or a director designated by the board for this purpose (" <b>designated director</b> "))
Company secretary	Chairman or designated director
PDMRs (other than directors)	CEO or designated director
Participants of the DBSP/RSP (other than PDMRs)	Company Secretary or designated director

In the first instance, all requests for clearance to deal should be forwarded to the Company Secretary (or in his absence the General Counsel) for onward delivery to the relevant addressee. Remember that you may not deal before clearance has been given or if clearance is refused. Since clearance may be withheld by reason of inside information not known to you personally, reasons for refusal of clearance may not necessarily be given. If clearance to deal is given, you must deal as soon as possible and in any event within two business days of clearance being received.

Forms for completion both before and after the proposed dealing appear at Appendix 2 and are available from the Company Secretary or General Counsel.

Particulars of exceptional circumstances in support of a request for clearance to sell within a closed period should, where relevant, accompany the clearance request. Clearance may not in any event be given to a person who is in possession of inside information in relation to the Company.

**Who are the "PCAs" that I must notify under MAR?**

"PCAs" are defined in MAR as:

- Spouse/partner considered to be equivalent to spouse under national law

- Dependent child under national law
- Relative who has shared the same household for at least one year
- A legal person, trust or partnership, the managerial responsibilities of which are discharged by a PDMR/PCA, which is directly/indirectly controlled by such a person, set up for the benefit of such a person, or the economic interests of which are substantially equivalent to those of such a person

### **How does MAR apply to dealings by an investment manager for my account?**

Where you or your PCAs employ an investment manager, whether or not such manager has discretion to make investments without reference to the investment client, you must generally advise such investment manager of the issuer for whom you are a PDMR and the closed periods.

**APPENDIX 2**

**PRO FORMA NOTIFICATIONS FOR DEALINGS BY PDMRS AND THEIR PCAs  
PARTICIPANTS IN THE DBSP AND/OR RSP**

Form A: Request for Clearance to Deal

Form B: Notification of Dealing by PDMR given Clearance to Deal

Form C: Notification of Dealing by non-PDMR given Clearance to Deal

**FORM A: Request for Clearance to Deal**

To be sent to the Company Secretary, Centamin plc, 2 Mulcaster Street, St Helier, Jersey JE2 3NJ (fax +44 (0) 1534 731946).

**Centamin plc (the "Company")**

**SECURITIES TRADING POLICY**

In accordance with the Securities Trading Policy, I, .....(BLOCK CAPITALS PLEASE)

hereby request clearance to deal in the Company's securities as indicated below.

NUMBER AND DESCRIPTION OF SECURITIES (Note (1))

.....

REGISTERED IN THE NAME OF (Note (2))

.....  
....

NATURE OF INTEREST (Note (3))

.....  
....

NATURE OF TRANSACTION (Note (4))

.....  
....

I confirm that I am not aware of any inside information\* in relation to the Company or its securities. If this should change before the deal is transacted I undertake not to proceed with the deal. I understand that clearance to deal will be refused if there in fact exists any matter which constitutes inside information in relation to the Company even if I am not personally aware of it.

I will submit a Notification of Dealing by Person given Clearance to Deal form as soon as possible and in any event within three business days of the day on which the transaction occurs.

Please provide a response to this request as soon as possible and, in any event, within five business days of the request being made.

Signed .....

Date .....

Clearance to deal is given on the basis that the dealing occurs by no later than close of business on

..... within two business days of clearance being received.

Signed ..... Person responsible for giving clearance.

Date .....

**NOTES FOR COMPLETION**

- |            |   |   |
|------------|---|---|
| <b>(1)</b> | <b>Number/Description of securities</b> | Specify number of Ordinary Shares (or derivatives or other financial instruments relating to Ordinary Shares) |
| <b>(2)</b> | <b>Registered in the name of</b>        | Give full name and if not yourself state the connection to yourself.  |
| <b>(3)</b> | <b>Nature of Interest</b>               | Specify precisely, i.e. personally, joint holding or as trustee.  |
| <b>(4)</b> | <b>Nature of Transaction</b>            | Specify precisely, e.g. acquisition or disposal, grant of mortgage or charge.                                 |

\*See below for the definition and examples of inside information.

**DEFINITION AND EXAMPLES OF INSIDE INFORMATION:**

For the purposes of the Company's Securities Trading Policy "inside information" is information of a precise nature which:

- is not generally available;
- concerns the Company or the Group; and
- if generally available, a reasonable person would expect, or would be likely, to have a significant or material effect on the price or value of the Company's securities or on the price of related investments.

It is not possible to provide an exhaustive list of the sort of information which falls within the definition of "inside information" for the purposes of the Company's Securities Trading Policy. Industry information, as well as information specific to the Company or other members of the Group, may well be likely to have a significant effect on the price of the Company's securities.

However, before an announcement to a LSE Regulatory Information Service or TSX has been made, the items listed below should generally be regarded as likely to have such an effect:

- A) any decision by the Company to declare or pay any dividend or make any distribution or not to pay any dividend or interest payment;
- B) any announcement of profits or losses of the Company or the Group for any period, whether annual or otherwise;
- C) any decision to change the capital structure of the Company, including any redemption or purchase of quoted securities or sale of shares from treasury;
- D) any material acquisition or divestment of Group assets;
- E) transactions with Directors, substantial shareholders and other related parties which fall to be disclosed to shareholders of the Company in accordance with the requirements of the Listing Rules and/or the London Stock Exchange;
- F) any material Group borrowing or funding arrangements;
- G) any information required to be disclosed by the Company to a LSE Regulatory Information Service or TSX in connection with any possible takeover of or by the Company;

- H) any major discovery or technical innovation or other major new development in the Group's sphere of activity;
- I) any decision to change the general character or nature of the business (or any part of the business) of the Group;
- J) any information notified to the Company under the provisions of the Disclosure and Transparency Rules made by the Financial Services Authority in respect of a holding of three per cent. or more of voting securities;
- K) any change in the Directors of the Company; and
- L) any other information or developments which are required to be disclosed to a LSE Regulatory Information Service or TSX.

## FORM B: Notification of Dealing by PDMR given Clearance to Deal

1	<b>Details of the person discharging managerial responsibilities/person closely associated</b>		
a)	Name	[Name]	
2	<b>Reason for the notification</b>		
a)	Position/status	[Position]	
b)	Initial notification/ Amendment	[Initial notification / Amendment notification]	
3	<b>Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor</b>		
a)	Name	[Centamin plc]	
b)	LEI	[JE00B5TT1872]	
4	<b>Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted</b>		
a)	Description of the financial instrument, type of instrument Identification code	[CEY SHARES / ISIN JE00B5TT1872]	
b)	Nature of the transaction	[PURCHASE / SALE / GRANT OF AWARDS]	
c)	Price(s) and volume(s)	Price(s)	Volume(s)
d)	Aggregated information — Aggregated volume — Price	[AGGREGATED PRICE]	
e)	Date of the transaction	[DATE OF TRANSACTION]	
f)	Place of the transaction	[LSE / TSX / TRADE INSTRUCTION / BROKER LOCATION]	

(1) Commission Delegated Regulation (EU) 2016/522 of 17 December 2015 supplementing Regulation (EU) No 596/2014 of the European Parliament and of the Council as regards an exemption for certain third countries public bodies and central banks, the indicators of market manipulation, the disclosure thresholds, the competent authority for notifications of delays, the permission for trading during closed periods and types of notifiable managers' transactions (see page 1 of this Official Journal).

## FORM C: Notification of Dealing by non-PDMR given Clearance to Deal

To be sent to the Company Secretary, Centamin plc, 2 Mulcaster Street, St Helier, Jersey JE2 3NJ (fax +44 (0) 1534 731946).

Centamin plc (the "Company")

### THE MODEL CODE

In fulfilment of my obligations under the Company's Securities Trading Policy, I, ..... (BLOCK CAPITALS PLEASE), hereby give notice of the following dealing in the Company's securities.

NUMBER AND DESCRIPTION OF SECURITIES (Note (1)).....

REGISTERED IN THE NAME OF (Note (2)) .....

NATURE OF INTEREST (Note (3)) .....

NATURE OF TRANSACTION (Note (4)) .....

DATE OF TRANSACTION .....

PLACE OF TRANSACTION .....

PRICE OF TRANSACTION .....

Signed .....

Date .....

### NOTES FOR COMPLETION

<b>(1) Number and Description of securities</b>	Specify number of Ordinary Shares (or derivatives or other financial instruments relating to Ordinary Shares).
<b>(2) Registered in the name of</b>	Give full name and if not yourself state the connection to yourself.
<b>(3) Nature of Interest</b>	Specify precisely, i.e. personally, joint holding or as trustee
<b>(4) Nature of Transaction</b>	Specify precisely, e.g. acquisition or disposal, grant of mortgage or charge