

CODE OF CONDUCT

1 PURPOSE

At Centamin, we are committed to developing resources in a sustainable way that protects and empowers people, fosters socio-economic development, safeguards the environment, and creates lasting benefits through acting responsibly as individuals and as a business with the highest standards of ethical conduct.

This Code of Conduct (the “Code”) sets out Centamin’s key principles and expectations for how all persons working for, working with, or representing Centamin must behave in their day-to-day activities. The Code reflects our Purpose, *to create opportunity for people through responsible mining*, and our Values – *Protect, Ownership, Innovate, Educate and Passion* – which should guide us in everything we do.

Our Values guide every action we take. They’re at the heart of the Code and our workplace culture.



The Code expresses Centamin’s expectations and guides the decisions we make in general terms and is supported by a range of Company Policies and site-specific procedures that set out further commitments and intentions. Our Code:

- (a) Sets expectations on how to do business safely, responsibly, ethically and legally
- (b) Reminds us of the Values and key principles to consider when making decisions
- (c) Provides guidance on how to raise concerns, without fear of retaliation.

At Centamin we all commit to the Code – regardless of where we are or what we do. All of us are accountable for living up to our Values, incorporating the Code into our lives and encouraging our colleagues to do the same.

2 SCOPE

2.1 The provisions of the Code are mandatory and apply to all Centamin activities and representatives, including without limitation:

- (a) directors, employees and any third-party workers including contractors, business partners or visitors (collectively, “Responsible Persons”) of Centamin’s controlled and managed assets including subsidiaries and joint ventures; and
- (b) all sites, all business activities, and all phases of the mine life-cycle encompassing exploration, design, construction, operations, and closure.

3 ROLES AND RESPONSIBILITIES

3.1 All Responsible Persons are individually committed to compliance with the Code and accountable for their behaviour.

3.2 We expect every manager across our business to be a strong role model for acting with integrity and promoting a safe, responsible and ethical culture. It is the responsibility of the senior management team to demonstrate visible leadership and to ensure that issues and questions relating to the Code can easily be raised and appropriately addressed. All managers must:

- (a) Promote our Values, Code and Policies and define expected behaviours
- (b) Treat their teams fairly and with respect

- (c) Listen to concerns, take them seriously, and address them appropriately
- (d) Be alert to and report any violations to the Code.

3.3 It is the responsibility of the Executive and the respective asset-level manager to ensure the Code is an integral component of asset-level management systems and is readily accessible to everyone at all levels.

3.4 It is the responsibility of the Company Secretary and Legal Counsel to monitor compliance with the Code.

4 THIRD-PARTY WORKERS

4.1 We expect third-party workers of Centamin's controlled and managed assets to share our commitment to ethical, safe and responsible business practices and to comply with the Code.

4.2 We never ask our third-party workers to act in a way that violates the law, our Values or the Code.

4.3 In addition, our suppliers are bound by our Supplier Code of Conduct which sets minimum standards for all suppliers wishing to do business with, or on behalf of Centamin.

4.4 For the avoidance of doubt, third-party workers who do not adhere to this Code shall be subject to disciplinary action which could result in the termination of employment.

5 OUR PEOPLE

5.1 As Responsible Persons, we are required to act in accordance with our Values, the Code, Policies, site-specific procedures and the law, regardless of role or location. There are no exceptions.

5.2 As Responsible Persons we are expected to:

- (a) Live the Values and act in accordance with the Code and its spirit
- (b) Always act in accordance with applicable laws and regulations and to not engage in any illegal activities
- (c) Act honestly, with integrity, and be accountable for our actions
- (d) Look out for our own, and one another's, physical and mental wellbeing
- (e) Work with care, diligence, professionalism and to the best of our ability
- (f) Proactively collaborate with colleagues and communicate transparently
- (g) Promote inclusion, fairness and equality, where diversity of all kinds is valued
- (h) Don't tolerate workplace harassment or bullying and report any unethical behaviour when we see it
- (i) Embrace opportunities for development and education and support others to fulfil their potential
- (j) Positively represent the Company to external stakeholders.

5.3 Subject to applicable laws, Responsible Persons are required to comply with the [People Policy, Diversity and Inclusion Policy](#) and [Human Rights Policy](#).

6 HEALTH AND SAFETY

6.1 Keeping our workplace accident and injury free, and protecting the health and wellbeing of others, is everybody's responsibility. At Centamin, we expect our leaders at every level to create and uphold a proactive safety culture.

6.2 As Responsible Persons:

- (a) We stop work, and stop others working, if we think its unsafe or where hazards cannot be controlled and report to our supervisor or manage immediately
- (b) We assess the health and safety risks in all areas and implement health and safety plans to protect everyone

- (c) We maintain safe work conditions, use safe and reliable equipment, wear the correct PPE and comply with standard operating procedures
- (d) We participate in training on how to work safely and in accordance with health and safety policies and standards
- (e) We observe safe-driving rules, including established speed limits, when operating vehicles
- (f) We come to work mentally and physically fit to perform our jobs
- (g) We must not be under the influence nor consume alcohol or illegal drugs or substances at work
- (h) We must not be in possession of illegal drugs or substances in the workplace
- (i) We report incidents, accidents, hazards or near misses to our supervisor immediately
- (j) We promote programmes for continual improvement in health, safety and wellbeing.

6.3 Responsible Persons are required to comply with the [Safety, Health and Wellbeing Policy](#).

7 ENVIRONMENT

7.1 We are committed to environmental stewardship and to minimising harm to the environment through the responsible use of resources and waste management.

7.2 As Responsible Persons:

- (a) We identify and assess the potential risks and impacts of our activities on our natural resources, including land, water, air and biodiversity and take actions to mitigate them
- (b) We report environmental incidents, hazards or near misses to our supervisor immediately
- (c) We promote programmes for continual improvement in environmental stewardship.

7.3 Responsible Persons are required to comply with the [Environmental Policy](#).

8 COMMUNITIES

8.1 Responsible Persons working with or within local communities shall adhere to the highest standards of ethics, integrity, honesty, and in a manner that respects local values, traditions and cultures.

8.2 As Responsible Persons:

- (a) We identify and assess the potential risks and impacts of our activities on our host communities, and take actions to mitigate them
- (b) We communicate openly and honestly with local stakeholders
- (c) We recognise and respect the cultures and heritage of our host communities
- (d) We will not pay or hire people from local communities to provide sexual services of any kind
- (e) We will not purchase, possess or disturb artefacts or sites of archaeological or cultural heritage significance
- (f) We report community grievances and incidents to our supervisor immediately.

8.3 Responsible Persons are required to comply with the [Social Responsibility Policy](#) and [Human Rights Policy](#).

9 HUMAN RIGHTS

9.1 We respect the dignity and human rights of our work colleagues, third-party workers, societies in which we live and work, and others potentially affected by our activities.

9.2 As Responsible Persons:

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- (a) We consider how our actions may affect the human rights of others
 - (b) We speak up in the event of an actual or suspected human rights violation.
- 9.3 Responsible Persons are required to comply with the [Human Rights Policy](#).
- 10 ETHICAL BUSINESS CONDUCT**
- 10.1 Responsible Persons shall always act in Centamin's best interests and try to avoid actual, potential or perceived conflicts of interest. Situations that can cause a conflict include:
- (a) Benefits (e.g. gifts and entertainment) which may influence the objective exercise of our professional duties.
 - (b) Outside activities and employment which may influence the objectivity of your job at Centamin.
 - (c) Ownership and directorships in business partners or competitors of Centamin.
 - (d) Personal and business relationships with business partners or competitors of Centamin.
 - (e) Nepotism, working with relatives or close personal relations in a direct or indirect reporting relationship.
- 10.2 Persons in defined roles are required to complete a Declaration of Conflicts of Interest Form as part of the onboarding process when joining Centamin. Responsible Persons are required to promptly declare conflicts to their supervisor or manager and support the conduct of a full investigation to ensure the interests of the Company are safeguarded.
- 10.3 We do not engage in corruption and we never pay bribes regardless of who we are dealing with or what the local custom or practice is. As Responsible Persons:
- (a) We never request, accept, offer, provide or authorise bribes of any kind, including facilitation payments. A bribe can take the form of gifts, entertainment, travel, signing bonuses, job offers, fees, services, donations of favours.
 - (b) We ensure that all gifts and entertainment are in good faith, occasional, reasonable and appropriate and that they are not given or received with the intent of influencing decision making or gaining an improper business advantage. We never accept a cash gift.
 - (c) We are especially careful in our dealings with public officials to avoid any perception of bribery.
 - (d) We don't contribute to any political campaign, party, candidate or their affiliated organisations.
- 10.4 All offers of bribery must be reported to your supervisor or manager and recorded on an Attempted Bribery and Notification Form, accessible on the Company's intranet. Where permitted gifts are received under specific circumstances, this must be reported in the Gifts and Hospitality Register.
- 10.5 We don't engage in fraudulent behaviour and we do not knowingly assist or facilitate any third party to commit fraud. As Responsible Persons:
- (a) We are honest and do not engage in intentionally deceitful behaviour such as submitting false expense claims, the manipulation or alteration of documents, records or claims
 - (b) We understand the importance of our role in detecting and preventing fraud.
- 10.6 We compete vigorously, but fairly and legally. As Responsible Persons:
- (a) We don't engage in collusion and we don't agree with our competitors to fix prices, limit production or supply, rig bids or boycott suppliers.
 - (b) We don't conceal, misuse or misrepresent privileged information to impact competition.
 - (c) We don't exchange commercially sensitive information with our competitors except where we have a legitimate need to do so.
- 10.7 We treat inside information responsibly and do not engage in insider trading. As Responsible Persons:

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- (a) We don't make decisions on when to buy, sell or trade Centamin's or any third-party shares or securities when we have inside information, nor do we disclose or provide tips based on inside information to anybody.
 - (b) We don't spread false or misleading information.
- 10.8 Responsible persons are to comply with the [Anti-Corruption and Bribery Policy](#) and the [Securities Trading Policy](#).

11 CONFIDENTIALITY

- 11.1 Responsible Persons must maintain the confidentiality of information entrusted to them by the Company or that otherwise comes into their possession in the course of employment. As Responsible Persons:
- (a) We don't reveal to any person or entity information concerning the Company which is not already in the public domain, unless authorised to do so in the necessary course of business.
 - (b) Where we have permission to disclose information we must ensure the information is accurate, complete and disclosed in accordance with the Company's Continuous Disclosure Policy, a copy of which is available from the Company Secretary.
 - (c) All published communication must adhere to the Company's Branding Guidelines, a copy of which is available from the Head of Communications.
 - (d) We keep a clean desk with sensitive information secure in locked cabinets and offices and computers locked if unattended.
 - (e) On termination of employment, for whatever reason, we must remit to the Company all information, materials and assets in our possession relating to the affairs of the Company or any affiliated Company

12 PROTECTING COMPANY PROPERTY

- 12.1 We safeguard our assets against theft, loss or damage, misuse and unauthorised access. As Responsible Persons:
- (a) We take appropriate steps to protect Company assets
 - (b) We use Company equipment appropriately, within the limits of our personal authority, and for its intended purpose and not otherwise
 - (c) We remain alert to the potential theft, loss, damage, misuse and unauthorised access
 - (d) We don't use unauthorised systems to conduct our business activities
 - (e) We use IT systems and applications (internet, servers, emails, computers, telephones) safely and responsibly to fulfil the responsibilities of our roles
 - (f) We must not download, upload, retain or distribute any material or software that is inappropriate, non-business related, proprietary or confidential, or may cause fault to the Company's IT systems
 - (g) We safeguard all accounts, passwords to Centamin's business systems
 - (h) We report security breaches or incidents
- 12.2 Responsible Persons shall comply with the IT Policy, accessible on the Company's intranet, to protect the Company from possible misuse, data breaches such as phishing, and cybercrime.

13 COMPLIANCE PROCEDURES

- 13.1 If Responsible Persons have any doubt about their obligations in any situation and cannot find the guidance in the Code, they are encouraged to contact their supervisor, manager, or if necessary, the Company Secretary before taking action.
- 13.2 At Centamin, we take violation of the Code and our Policies seriously and disciplinary action will be taken. Depending on the severity of the violation, disciplinary action may range from a warning to termination of

employment. Violations of this Code by Responsible Persons may also constitute violations of the law and may result in criminal proceedings.

13.3 Ignorance of the law or this Code is not a defence.

13.4 The Company Secretary and Legal Counsel is responsible for monitoring compliance with the Code.

14 REPORTING A CONCERN OR VIOLATION OF THE CODE

14.1 Responsible Persons are encouraged to discuss any concern with their supervisor or manager.

14.2 Supervisors and managers, on learning of any violation of this Code, must take appropriate corrective action.

14.3 Violations of the Code should be reported through one of the following channels:

(a) your immediate supervisor, manager, or if necessary, seek the advice of the Company Secretary

(b) the [Whistleblowing Hotline](#), where anyone can raise a concern in confidence and anonymously, 24 hours a day, 365 days a year, using the internet or the following telephone numbers:

Egypt Toll Free: 0800 000 0824 Burkina Faso Toll Free: 5034959874

Cote d'Ivoire: 00-111-11 at the English prompt, dial 844-837-2215

Please refer to the [Whistleblowers Policy](#) for more information.

14.4 Centamin will not tolerate retaliation, victimisation or prejudice against any person submitting a report of violation of the Code in good faith. Responsible Persons are expected to cooperate and comply with any investigations into Code violations.

15 COMMUNICATION OF THE CODE

15.1 The Code and Policies are publicly available through our website and on our Company's intranet.

15.2 All new employees and third-party workers will be presented a copy of the Code as part of their onboarding and induction process. By signing an employment, service or supply contract with Centamin, you confirm your understanding and compliance with the Code and Policies referenced within.

15.3 Responsible Persons will be required to participate in mandatory Code of Conduct awareness and refresher training.

16 REVIEW AND AMENDMENT OF THE CODE

16.1 The Code may be amended, to ensure it remains relevant to business needs. Any changes to the Code will be presented to the Nomination Committee for review and the subsequent approval of the Board.

16.2 This Code of Conduct was approved by the Board on 28 September 2022. Full compliance with the commitments under this revised Code of Conduct is expected over the next 12 months.



MARTIN HORGAN, CEO