



WHISTLEBLOWERS POLICY

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1. POLICY STATEMENT

- 1.1 Centamin plc (“Centamin”) is committed to maintaining the highest standards of integrity and accountability in its business affairs and those of its subsidiaries (collectively “the Group”). Centamin aims to prevent the incidence of malpractice in its activities and by its representatives. Where an incident of malpractice does arise, it will be appropriately reported, investigated and resolved as described in this Policy.
- 1.2 Centamin’s standards are captured in its employees Code of Conduct (the “Code of Conduct”). This encompasses a commitment to full compliance with all applicable government laws, rules and regulations, including those related to anti-bribery and anti-corruption, health and safety and environmental issues, corporate reporting and disclosure, accounting practices and controls, auditing practices, Company policies and procedures, and other matters relating to fraud against shareholders.

2. PURPOSE, SCOPE AND APPLICATION OF POLICY

- 2.1 The purpose of this Policy is to help all employees, contractors and community members understand the following:
- (a) What is whistleblowing and the steps to take to report a concern.
 - (b) What is the Company’s management commitment to whistleblowing.
 - (c) How whistleblowing reports are managed through the Company’s reporting, investigation and resolution process.
- 2.2 This Policy applies to all Centamin activities and representatives including directors, employees and any third-party workers including contractors, business partners or visitors (collectively, “Responsible Persons”). For the avoidance of doubt, this Policy does not form part of any employee’s contract of employment and, as such, may be amended at any time. With reference to third-party workers, individuals should consider whether it may be more appropriate for incidents of whistleblowing to be reported to their own organisation for management.

3. RESPONSIBILITIES

- 3.1 The Board of Directors has overall responsibility for ensuring this Policy complies with Centamin’s legal and ethical obligations and encouraging all Centamin personnel to be aware of the Policy.
- 3.2 The Company Secretary (referred to in this Policy as the Compliance Officer), reports for this purpose to the Sustainability Committee, have day-to-day responsibility for implementing this Policy (in consultation with the General Counsel) monitoring its use and effectiveness, and dealing with any queries on its interpretation. The Compliance Officer can be contacted on +44 01534 828700 or at governance@centaminplc.com
- 3.3 It is the responsibility of the Executive and the respective asset-level manager to ensure the Policy is an integral component of asset-level management systems and is readily accessible to everyone at all levels.
- 3.4 The Compliance Officer must ensure that regular and appropriate training is provided to all managers and other Centamin personnel who may deal with concerns or investigations under this Policy.
- 3.5 All Responsible Persons should ensure they are aware of the Policy and that they use it to disclose any suspected breach of Centamin’s Code of Conduct or policy framework.

4. WHAT IS WHISTLEBLOWING?

- 4.1 For the purposes of this Policy, whistleblowing is the reporting of suspected malpractice in relation to Centamin’s activities and representatives. This includes but is not limited to:
- (a) commission of a criminal offence;
 - (b) failure to comply with a legal or professional obligation or regulatory requirement or company policy;

- (c) occurrence of a miscarriage of justice;
- (d) endangerment of the health and safety of any individual within the workforce or community;
- (e) workplace harassment or any unethical behaviour;
- (f) discrimination based on race, gender, religion or ethnicity;
- (g) violations related to labour rights, such as unsafe working conditions, unfair wages; the workers' rights to collective bargaining and freedom of expression;
- (h) violations of an employee's right to privacy;
- (i) adverse impact of the organization's activities on the local community;
- (j) damage to the environment; or contributing to environmental degradation and violating human rights to a healthy environment; bribery or other breach of any anti-corruption and bribery policy;
- (k) the deliberate concealment of any information indicating any of the matters set out above.

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

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

4.3 Employees are often the first to realise that something is wrong in the work place. However, fear of appearing disloyal to the company or colleagues, or reprisals may prevent them from reporting their concerns. Centamin encourages all Responsible Persons to raise their concerns about any incidents of wrongdoing in the work place as soon as suspicion arises. This Policy sets out the procedure to be followed for reporting concerns and sets out the steps Centamin will take in investigating and resolving all concerns.

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

5. COMMUNICATION

5.1 All Responsible Persons are aware of this Policy and to whom it applies. It is available as a hard and soft copy and all individuals must be made aware of it and how it can be accessed.

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

6. REPORTING PROCESS

6.1 GRIEVANCE PROCEDURE

In the first instance and wherever possible any concerns regarding potential workplace malpractice should be discussed with your supervisor or manager. Should you not feel comfortable discussing your concern with your manager, you are welcome to speak with anyone in management with whom you are comfortable approaching.

As appropriate, the manager may advise you to report the incident via the relevant grievance management procedure for investigation and resolution (without the need for whistleblowing). These grievance procedures are documented separately.

6.2 WHISTLEBLOWER PROCEDURE

If you are dissatisfied with the action taken by management in respect of your concerns, or you wish to raise your concern independently and/or confidentially, you can use the whistleblower procedure.

- (a) You can raise your concerns in writing with the Senior Independent Non-Executive Director. A concern raised and submitted in writing should include a detailed description of the activity(ies) regarding the said complaint or concern and, if known, should specify the date(s) and location(s) of such activity.
- (b) Alternately you can raise concerns through our independent third-party compliance reporting hotline and web reporting portal.
 - (i) Web portal: Whistleblowing Hotline
 - (ii) Egypt Toll Free: 0800 000 0824
 - (iii) Côte d'Ivoire:
 - From an outside line contact your local operator
 - Request a reverse charge or collect call to be placed to the United States, to the number below
 - All reverse charge or collect call will be accepted by the Contact Center using an automated English message
 - Telephone number: 503-495-9874
 - (iv) United Kingdom and Channel Islands: 0800 048 8446

7. INVESTIGATION PROCESS

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

7.1 INVESTIGATION – GRIEVANCE REPORT

If an employee has a concern relating to workplace issues or colleagues, they can report directly to their supervisor. If unresolved, or the concern relates to the supervisor it can be reported directly to the department manager, and if it is not solved, or the concern relates to the department manager, they can escalate the concern directly to HR.

Concerns are to be escalated as follows

- (a) Level 1: The issue will be closed if the answer can be provided immediately by HR.
- (b) Level 2: A grievance will be raised if it cannot be resolved immediately or the case needs an investigation, the investigation will be led by the HR team.
- (c) Level 3: Repeated or high-profile grievance, the investigation is to be led by General Manager. If there is a need to escalate the report or concern raised to the General Manager or equivalent senior manager, your department (or other) manager will inform you of this in writing with respect to the progress of your raised concern.
- (d) Following the investigation, the HR team will then inform the employee of the outcome. You must treat any such information with strictest confidence.

7.2 INVESTIGATION – WHISTLEBLOWER REPORT

If you are dissatisfied with the action taken under section 7.1 or a concern has been communicated to the Senior Independent Director or raised directly via the whistleblower hotline the following procedure will be followed:

- (a) Confirmation of receipt of your report within five business days wherever practicable.
- (b) All reports will be registered in a log and a confidential file opened.
- (c) If the report is determined to be covered by this Policy, an investigation will be conducted to determine if further information is required.

- (d) The person responsible for hearing your concerns will arrange a meeting with you.
- (e) You may bring a colleague or union representative to any meetings under this Policy. Your companion must respect the confidentiality of your discourse and any subsequent investigation.
- (f) You may be required to set out your concerns in writing in advance of the meeting. Your concerns will then be discussed in full at the meeting and the person hearing the complaint will decide if any further action needs to be taken and, if so, what the appropriate action will be.
- (g) This may include requiring you to attend a further meeting with a higher level of management or asking you to provide any further evidence which is considered necessary. The purpose of this process will be to obtain the nature of your concerns and the detailed basis of them, as well as considering the nature and scope of evidence that you are aware of. You will normally be told what action Centamin has decided to take and you must treat any such information with the strictest confidence.
- (h) On conclusion of any investigation your confirmation will be sort as to whether you are satisfied that the matter has been resolved.

8. CONFIDENTIALITY

- 8.1** You should be aware that concerns will, as far as possible, be dealt with in confidence. There may be circumstances, however, where it will not be practicable for Centamin to pursue a complaint or to deal with an alleged wrong doer without the identity of the complainant becoming known.
- 8.2** Whistleblowers who are concerned about possible reprisals if their identity is revealed should come forward to the Compliance Officers or one of the other contact points listed above and appropriate measures can then be taken to preserve confidentiality.
- 8.3** If you are in any doubt, you can seek advice anonymously from our Whistleblowing Hotline or Protect, the independent whistleblowing charity, who offer a confidential helpline.

9. FURTHER ACTION

- 9.1** If the concern raised is found to be valid then Centamin may decide that one or more of the following steps (which is a non-exhaustive list) is appropriate:
 - (a) referral of the matter to Centamin's Board of Directors with a view to a further internal investigation being carried out;
 - (b) referral of the matter to the appropriate external regulatory body for further investigation;
 - (c) referral of the matter to the police;
 - (d) referral of you to the grievance procedure.
- 9.2** As stated above, you will normally be informed of any decision taken and you are required to keep this decision strictly confidential.

10. EXTERNAL DISCLOSURE

- 10.1** If, after having followed the procedural steps set out above, you remain genuinely and reasonably dissatisfied with the outcome, the law recognises that in some circumstances it may be appropriate for you to report your concerns to an external body such as a regulator. Given the gravity of making such an external disclosure, you should do so only after having exhausted all available internal processes and after having taken your own independent advice. Contact with the media in such circumstances would normally be considered a breach of your obligations to Centamin (including for the avoidance of doubt a contract of employment). The rules covering external disclosure do not apply for the purpose of taking confidential legal advice from a professionally qualified lawyer.
- 10.2** The following bodies exists to receive whistleblowing complaints outside of law enforcement (the list is not exhaustive):
 - (a) UK – Protect
 - (b) Jersey – Financial Services Commission

11. PROTECTION AND SUPPORT

- 11.1 Centamin will not charge, discipline, demote, suspend, threaten or in any manner discriminate against any person who reports or provides assistance to the relevant investigating committee, management or any other person or group including any investigation by a governmental, regulatory or law enforcement body. We aim to encourage openness and will support employees who raise genuine concerns under this Policy
- 11.2 Provided you raise any concerns where you have reasonable grounds for believing your concerns to be true and you have complied in full with the spirit of the policy and procedural steps set out above, the following will apply:
- (a) so far as possible your identity will not be disclosed at any time by Centamin unless necessary for the purposes of its investigations or to comply with a legal obligation;
 - (b) you will not be subjected to any harassment, victimisation or disciplinary action by Centamin as a result of raising the concern;
 - (c) so far as possible any supporting evidence relating to your concerns will be kept secure at all times.

12. RECORD RETENTION

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

13. BELIEF IN CONCERNS

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

14. PERIODIC REVIEW OF THIS POLICY

- 14.1 The Company Secretary, in consultation with the General Counsel and subsequent approval from the Board, has the responsibility of reviewing this Policy on a biennial basis to ensure compliance with the law and corporate governance best practice. Responsible Persons 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.

15. PUBLICATION

- 15.1 This Policy will be translated into Arabic for our operations in Egypt, and French for our West African sites. It is also published on Centamin's website at: <https://www.centamin.com/about/governance/>

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