





	POLICY		1013-PL-27-008	
	Anti-Bribery and Corruption Policy		REVISION NR	001
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## ANTI-BRIBERY AND CORRUPTION POLICY

<b>TARGET AUDIENCE</b>	
<p>The target audience for this Anti-Bribery and Corruption Policy (hereinafter the “Policy”) is made of all employees of Kamo Copper S.A. (hereinafter the "Company" or “Kamo”) including its principals, directors, officers and authorized spokespersons, as well as all consultants, contractors, advisors and other individuals involved in business with the Company hereinafter referred to as "Covered Persons".</p>	
<b>PURPOSE OF THE POLICY</b>	
<p>The purpose of this Policy is to set out the Company and Covered Persons responsibilities in observing and upholding Kamo Policy on bribery and corruption and provide guidance to those working for it on how to recognize and deal with bribery and corruption issues.</p>	
<b>APPROVAL</b>	
POLICY NAME	Anti-Bribery and Corruption Policy
POLICY NUMBER	1013-PL-27-008
REVISION NUMBER	001
DATE	6/23/2025
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<b>PROPRIETARY INFORMATION</b>	
<p>This document has been prepared by, and remains the sole property of, Kamo Copper S.A. (the Company). It is published solely for use by the Company and its personnel in the execution of their duties. The user/recipient agrees to use it only for the purposes intended and not to publish it to any third party without prior written approval from the Company. The user/recipient must ensure that they are using the latest/current version of this document. Should the user/recipient leave his/her employment with the Company, for any reason whatsoever, s/he shall return this document and/or renditions thereof) to the Company.</p>	

	POLICY		1013-PL-27-008	
	Anti-Bribery and Corruption Policy		REVISION NR	001
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## DOCUMENT CHANGE HISTORY

Revision number	Date of Change	Reason for Change	Paragraph Number (if relevant)
000	10/22/2024	New document	All
001	6/23/2025	<ul style="list-style-type: none"> <li>• Added Definition of “Benefits”</li> <li>• Updated Legal and Other Requirements to include other legal jurisdictions</li> <li>• Expanded discussion of Facilitation Payments</li> <li>• Included a section on Sponsorships</li> </ul>	<ul style="list-style-type: none"> <li>• Table 3.1</li> <li>• 4 – Legal and Other Requirements</li> <li>• 5.4 – Facilitation Payments</li> <li>• 5.7 – Sponsorship Provisions</li> </ul>

	POLICY		1013-PL-27-008	
	Anti-Bribery and Corruption Policy		REVISION NR	001
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## TABLE OF CONTENTS

1. Purpose .....	4
2. Scope .....	4
3. Definitions .....	4
4. Legal and Other requirements .....	6
5. General .....	6
5.1. Anti-bribery and Anti-Corruption provisions .....	6
5.2. Gifts, entertainment, and hospitality provisions.....	6
5.2.1. General gifts, entertainment, and hospitality provisions. ....	6
5.2.2. Gifts, entertainment, and hospitality to Government Officials and Politicians .....	7
5.2.3. Gifts, Entertainment, and Hospitality to Others .....	7
5.2.4. Gifts, Entertainment, and Hospitality Register. ....	7
5.3. Political Contributions provisions. ....	8
5.4. Facilitation payments. ....	8
5.5. Third-party provisions.....	8
5.6. Social and enterprise development and charitable donations standards .....	9
5.7. Sponsorship provision. ....	9
5.8. Red flags .....	9
6. Roles and Responsibilities .....	10
7. Reporting of Violations, Investigations, and Documentation .....	10
8. Record Keeping .....	11
9. Incentives for Complying and Consequences for Non-compliance with Policy .....	11
10. Communication of Policy, Annual Certification, and Monitoring .....	11
11. Company Assistance .....	12

	<b>POLICY</b>		<b>1013-PL-27-008</b>	
	<b>Anti-Bribery and Corruption Policy</b>		<b>REVISION NR</b>	<b>001</b>
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## 1. Purpose

1.1 The purpose of this Anti-Bribery and Corruption Policy is to:

- (i) set out the Company and Covered Persons' responsibilities in observing and upholding Kamo's policy on bribery and corruption, and
- (ii) provide guidance on how to recognize and deal with bribery and corruption issues.

1.2 In line with the Company's Code of Business Conduct and Ethics, Kamo conducts its business in an honest and ethical manner with a view to implementing a culture of ethics and compliance adhering to best practice with respect to anti-bribery and corruption behaviour, and a ZERO tolerance policy for bribery and corruption by Covered Persons in accordance with OECD Good Practice Guidance on Internal Controls, Ethics, and Compliance.

1.3 It is the policy of the Company to comply with all relevant laws, rules, and regulations governing bribery and corruption and others. Should these laws, rules, and regulations have extra-territorial reach, the Company and Covered Persons are bound by the most stringent of these requirements in respect of their conduct in all jurisdictions where they may operate, even if such conduct might otherwise be permitted by local laws.

1.4 The Company will take all appropriate action under this Policy to ensure compliance with this Policy and applicable laws, rules, and regulations, which may include appropriate and consistent disciplinary action, including termination of employment, and reporting of violations of laws, rules, and regulations to appropriate regulatory authorities.

## 2. Scope

2.1 This Policy applies to of all employees of Kamo Copper S.A. including its principals, directors, officers, and authorized spokespersons, as well as all consultants, contractors, advisors, and other individuals involved in business with the Company referred to as Covered Persons.


2.2 All Covered Persons, in discharging their duties on behalf of the Company, are required to comply with all applicable laws, rules, and regulations and to comply with this Policy. Where ambiguity or uncertainty exists, Covered Persons are required to seek assistance from the Governance and Compliance Department.

## 3. Definitions


The definitions applicable to this Procedure are detailed in Table 3-1 below.

**Table 3-1: Definitions applicable to Policy**

Term	Definition
Benefits	<p>Refers to anything that may have value to the receiver, whether tangible or intangible, that serves as an inducement to obtain or retain business or to gain a business advantage, directly or indirectly. This may include, but is not limited to:</p> <ul style="list-style-type: none"> <li>• Cash, kickbacks, loans, discounts, coupons, vouchers, rebates, services, payment of education, certain charitable contributions, political donations, or sponsorships.</li> <li>• Meals, tickets to events, inside information, travel, lodging, sexual or other favor's, conference fees, and other forms of hospitality.</li> <li>• Preferential employment, procurement, or contracting.</li> </ul>

	<b>POLICY</b>		<b>1013-PL-27-008</b>	
	<b>Anti-Bribery and Corruption Policy</b>		<b>REVISION NR</b>	<b>001</b>
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Bribe	An inducement or reward offered, promised, or provided to gain any commercial, contractual, regulatory, or business or personal advantage. An inducement is something which helps to bring about an action or desired result. A business advantage means that the Company or the Covered Person is placed in a better position than it would otherwise have been had the bribery or corruption not taken place.
Company	Kamoa Copper SA, KCSA, or Kamoa.
Corruption	A form of dishonesty or a criminal offense that is undertaken by a person or an organization that is entrusted in a position of authority to acquire illicit benefits or abuse power for one's gain. Corruption can occur in multiple risk areas, including but not limited to gifts, entertainment and hospitality expenses, political contributions, facilitation payments, social investments, etc.
Covered Person	All employees of Kamoa Copper S.A. including its principals, directors, officers, and authorized spokespersons, as well as all consultants, contractors, advisors, and other individuals involved in business with the Company.
Extortion	An act of directly or indirectly demanding or accepting a bribe, facilitation payment, or kickback or other payment by way of threat, force, intimidation, or exercise of authority.
Facilitation Payment	Payment made to a Public or Government Official that acts as an incentive for the official to complete some action or process expeditiously, to the benefit of the party making the payment. A facilitation payment may constitute a bribe when made with the intention of expediting an administrative process.
Government Official	Means any of the following: <ul style="list-style-type: none"> <li>• officer or employee of a foreign or domestic government or government agency.</li> <li>• elected official, or any individual exercising a public function or holding a legislative, administrative, or judicial position, whether appointed or elected.</li> <li>• officer or employee of a state-owned enterprise or state-controlled enterprise – usually designated as state-owned-entity.</li> <li>• officer or employee of a public international organization such as the World Bank, the U.N., the Red Cross or the International Monetary Fund and others.</li> <li>• private person acting in an official capacity for or on behalf of a government, government-owned or controlled entity or public international organization.</li> <li>• official of a political party or candidate for political office.</li> </ul>
Kickback	A kickback is a payment of any part of a contract amount made to an employee or agent of a contracting party by another contracting party, directly or by use of other techniques such as subcontracts, purchase orders, or consulting agreements, to channel payments to a Government Official, politician, contracting party or its employees or agents, or their relatives or business associates.
OECD	Organisation for Economic Co-operation and Development.
Political Contribution	A political contribution is a contribution of money, goods, or services to support a politician or a political campaign or initiative.
Politician	Political candidate, a political party, any official of a political party, any employee or agent of any politician, or any person acting on behalf of a political campaign or initiative.
Senior EXCO	A subset of the the Executive Committee of Kamoa Copper SA made of the Managing Director, the Executive Director, the Senior Executive Finance, and the Senior Executive Operations.

	<b>POLICY</b>	<b>1013-PL-27-008</b>	
	<b>Anti-Bribery and Corruption Policy</b>	<b>REVISION NR</b>	<b>001</b>
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## 4. Legal and Other requirements

- DRC Criminal Code of 30 January 1940
- Anti-Corruption Law 05-006 of 29 March 2005
- Anti Money laundering and terrorism financing Law n°04/016 of 19 July 2004
- ISO 37001 Anti bribery management systems
- Canadian Corruption of Foreign Public Officials Act
- United Kingdom Bribery Act 2010
- United States Foreign Corrupt Practices Act of 1977
- South Africa's Prevention and Combatting of Corrupt Activities Act, 2004

## 5. General

### 5.1 Anti-bribery and Anti-Corruption provisions.

Neither the Company nor any Covered Person may:


- (i) offer, solicit, promise, give or accept a bribe, kickback, or any other improper payment with the expectation or hope that an advantage in business will be received or to reward a business advantage already given.
- (ii) offer, promise or give a facilitation payment to a government official or politician.
- (iii) offer, solicit, promise, give or accept a gift or entertainment unless permitted under the Gifts, Entertainment, and Hospitality Policy (1013-PL-27-001).
- (iv) offer, promise, or give a political contribution unless authorized by the political contribution standards set out in this Policy.
- (v) engage in any act of extortion, or submit to any act of extortion; or
- (vi) threaten or retaliate against another person who has refused to engage in activity prohibited by this Policy or who has raised concerns under this Policy and other related policies such as the Whistleblower Policy (1013-PL-27-007) or the Code of Business Conduct and Ethics (1013-PL-27-006).

### 5.2. Gifts, entertainment, and hospitality provisions.

#### 5.2.1. General gifts, entertainment, and hospitality provisions.

5.2.1.1 The Company's general gifts, entertainment, and hospitality standard is that Covered Persons may not give or accept gifts, entertainment, or hospitality in relation to the Company and its business except in compliance with the below standards and the Company's Gifts, Entertainment, and Hospitality Policy (1013-PL-27-001):

- (i) The gift, entertainment, or hospitality may not be given or accepted with the intention or expectation of influencing a party to obtain or retain business or a business advantage, or as a reward for the provision or retention of business or a business advantage, or in explicit or implicit exchange for favors or benefits.
- (ii) The gift, entertainment, or hospitality must be customary or not unusual to the industry.
- (iii) The gift, entertainment, or hospitality must not violate local laws or local norms.
- (iv) Any gift or entertainment given must be in the name of the Company and not in the name of any individual.
- (v) Any gift or entertainment may not be in the form of cash or cash equivalents such as vouchers or gift certificates.
- (vi) The gift, entertainment, or hospitality must be of an appropriate type and value and given or accepted at an

	<b>POLICY</b>		<b>1013-PL-27-008</b>	
	<b>Anti-Bribery and Corruption Policy</b>		<b>REVISION NR</b>	<b>001</b>
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- appropriate time, taking into account the business relationship with the other party, any pending action expected of the other party, and the reason for the gift entertainment or hospitality; and
- (vii) The gift, entertainment, or hospitality should be given and received transparently, without any secrecy.

#### 5.2.2. Gifts, entertainment, and hospitality to Government Officials and Politicians.

5.2.2.1 Written approval from the Governance and Compliance Department must be obtained for any gift, entertainment, or hospitality given to or received from any Government Official or Politician above a prescribed value as per the Gifts, Entertainment, and Hospitality Policy (1013-PL-27-001). However, an exception is made for meals of any value given to or offered by a Kamoia Executive Committee member, which do not require prior written approval. Gifts, entertainment, or hospitality of insignificant or nominal value, such as promotional items (e.g., pens, notepads, diaries, calendars, and hats or clothing with a logo), are allowed up to a certain threshold value as per the Gifts, Entertainment, and Hospitality Policy (1013-PL-27-001) and do not require prior written approval, but should be declared and recorded in the Gifts, Entertainment, and Hospitality Declaration Register.

5.2.2.2 Where a gift is received that is in excess of the approval limits established by the Gifts, Entertainment, and Hospitality Policy (1013-PL-27-001), and it would be impractical or offend local customs to not accept it or to return it, the Executive Finance will decide upon recommendation of the Governance and Compliance Department whether it is appropriate to keep the gift or donate it to charity.


#### 5.2.3. Gifts, Entertainment, and Hospitality to Others

5.2.3.1 Gifts entertainment or hospitality to people other than Government Officials or Politicians should never be offered or accepted without the written approval of the Governance and Compliance Department where the value of the gift entertainment or hospitality exceeds the limits established by the Gifts Entertainment and Hospitality Policy (1013-PL-27-001). Gifts, entertainment or hospitality of insignificant or nominal value, such as promotional items, meals or refreshments offered during a meeting may be given and accepted without such approval. In applying this Policy, one should:

- (i) Take care that several smaller gifts or levels of entertainment and hospitality are not given or received to/by the same contractor/supplier if the total value exceeds the limit established by the Gifts, Entertainment, and Hospitality Policy (1013-PL-27-001), over a twelve month period.
- (ii) Where a gift is received that is in excess of the limits established by the Gifts, Entertainment, and Hospitality Policy (1013-PL-27-001), and it would be impractical or offend local customs to not accept it or to return it, the Executive Finance will decide upon recommendation of the Governance and Compliance Department whether it is appropriate to keep the gift or donate it to charity.
- (iii) If there is an occasion where Covered Persons and their families are offered entertainment that exceeds the standards established by the Gifts, Entertainment, and Hospitality Policy (1013-PL-27-001), and it may be regarded as offending local custom to decline the offer, the matter will be referred to the Executive Finance for decision.

#### 5.2.4. Gifts, Entertainment, and Hospitality Register.

5.2.4.1 All gifts, entertainment, and hospitality provided, received, or declined must be recorded in the Company's Gift and Entertainment Register which is maintained by the Governance and Compliance Department of the Company; provided that gifts, entertainment, or hospitality of insignificant or nominal value, such as promotional items, meals or refreshments offered may be given and accepted without necessarily being recorded.

	POLICY		1013-PL-27-008	
	Anti-Bribery and Corruption Policy		REVISION NR	001
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### 5.3. Political Contributions provisions.

5.3.1 The assumption is that the Company does not make political contributions to Politicians or to political parties, political campaigns, or initiatives. All requests for political contributions must be pre-approved by Senior EXCO, and no political contributions may be made unless the Company has received a satisfactory opinion from the Legal Department and Governance and Compliance. No political contributions may be used as a subterfuge for bribery.

### 5.4. Facilitation payments.

5.4.1 Facilitation payments are not permitted under any circumstances, unless personal safety, security or freedom of movement is at risk, in which case the payments can be made if under duress or extortion. Where possible, employees should consult with their manager before making payments under these circumstances. If this is not possible, then the payment must be reported to the relevant manager, or Governance and Compliance Department in accordance with this Policy as soon as possible after they are made.

5.4.2 It is acceptable to make payments to facilitate or expedite actions if such payments are publicly available and transparent – such as paying an additional fee to obtain an expedited permit if such fee is publicly posted and available to anyone wishing to pay it to obtain a permit in a shorter time frame.

### 5.5. Third-party provisions.


5.5.1 All third parties, including suppliers, customers, contractors, advisors, agents, joint – venture partners and the likes, are provided with a copy of this Policy and agree contractually to adhere to the requirements set out in this Policy, as well as to all relevant anti-bribery and corruption laws and regulations. To assess the risk of bribery and corruption that prospective and current third parties pose to the Company, KamoA will conduct appropriate due diligence processes per the Third-party Due Diligence Procedure (1013-OP-27-003), which will include the following:

#### 5.5.2 For all new and prospective third parties

- Identify the third party's domicile, structure, ultimate ownership and management.
- Consider the qualifications and experience of the third party, including its financial performance.
- Evaluate its compliance environment.
- Clearly understand the nature of the envisaged transaction and the goods or services to be provided.
- Perform open-source checks on the ethical reputation of the third party.
- Scrutinize proposed transaction terms such as payment terms, requests for advances, commission or success-fee based arrangements, etc.; and
- Understand contracting and delivery issues, such as subcontracting.

#### 5.5.3 For all existing third parties

- Existing third parties should be risk-rated following procedures similar to those outlined above for new and prospective clients. Based upon the risk rating attributed to existing third parties, the Governance and Compliance Department will determine the regularity and scrutiny with which the existing third parties should be reviewed for risks.
- Should the result of these procedures indicate a high risk for the Company, enhanced due diligence procedures will require to be performed and extend to appropriate mitigating controls.
- The Governance and Compliance Department is responsible for monitoring these due diligence procedures, which

	<b>POLICY</b>		<b>1013-PL-27-008</b>	
	<b>Anti-Bribery and Corruption Policy</b>		<b>REVISION NR</b>	<b>001</b>
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will be incorporated into existing procedures of the Company for example by adding to existing procurement / supplier take-on procedures.

#### 5.6. Social and enterprise development and charitable donations provisions.

5.6.1 As a corollary of the Company operations impacting the local footprint and wider environment, KamoA is required to maintain its social licence to operate through meaningful engagement with its communities and sizable social investment and enterprise development that might not be immune to bribery and corruption risk.

5.6.2 As a mitigating strategy to control the risk, the Company will either voluntarily or as may be required by applicable laws and regulations:

- (i) Publicly disclose agreements of undertakings concluded with different levels of governments including national, provincial and local, as well as detailed social expenditures on infrastructure works, other investment and their beneficiaries.
- (ii) Assess the materiality, quality, and viability of projects so as to avoid inflated costs, conflict of interests per the Conflict of Interests Management Standard (1013-STD-27-002) or collusion through appropriate due diligence mechanisms.


#### 5.7. Sponsorship Provisions.

5.7.1 Any sponsorships made by the Company should always be reasonable, made in good faith without the expectation of anything in return or the intention of influencing the behaviour or decision-making of others, and in compliance with the Company's policies, including its Code of Business Conduct and Ethics and this Policy.

#### 5.8. Red flags.

5.8.1 The following is a list of "red flags" that may indicate the possible existence of bribery or other corrupt practices, and should be kept in mind by all Covered Persons subject to this Policy:

- (i) use of an agent or consultant with a poor reputation or with links to Government Officials or Politicians.
- (ii) unusually large commission payments or commission payments whereas the agent or consultant does not appear to have provided related services.
- (iii) large cash payments or requests for large cash payments.
- (iv) payments without adequate paper trails or compliance with standard internal controls.
- (v) bids for construction or other services where the amounts bid are significantly in excess of prevailing levels.
- (vi) unusual bonuses for which there is little support.
- (vii) payments to be made to uncommon third-party countries.
- (viii) failure to follow standard contracting practices.
- (ix) unexplained preferences for certain contractors.
- (x) invoices in excess of contract amounts, or undocumented or inadequately documented change orders.
- (xi) requests by government officials that contributions be made to charitable or third-party organizations.
- (xii) conflict of interest as defined and addressed by the Company's Conflict of Interest Management Standard (1013-STD-27-002).
- (xiii) Corrupt hiring processes and hirings in exchange for illicit benefits.

	<b>POLICY</b>		<b>1013-PL-27-008</b>	
	<b>Anti-Bribery and Corruption Policy</b>		<b>REVISION NR</b>	<b>001</b>
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## 6. Roles and Responsibilities

<b>Roles</b>	<b>Responsibilities</b>
Covered Persons	Responsible for acquainting themselves with and acting according to the edicts of this Policy and reporting any wrongdoing including outright and coveted threats of retaliation in case wrongdoing is reported.
Supervisors/Managers	Responsible for ensuring that Covered Persons are aware of bribery and corruption standards while helping their implementation throughout the business and liaising with Governance and Compliance Department for training, enforcement, investigation, and monitoring.
Human Resources Department	Responsible for making Covered Persons aware of and acknowledge the Company's Anti-Bribery and Corruption Policy and handling any consequence management that might result from breaches if any.
Internal Audit	Responsible for assessing and updating bribery and corruption risks throughout the Company's operations while providing assurance that mitigating controls put in place are effective in preventing, detecting and remediating identified risks
Governance & Compliance	Primary owner of this Policy responsible for updating it, communicating it to and training Covered Persons, providing guidance, investigating reports of wrongdoing while ensuring overall compliance with this Policy.
Senior EXCO	Responsible for instilling a tone at the top integrity stance throughout the Company's business and enforce bribery and corruption management outcomes upon referral of cases of wrongdoing.
Board	Responsible for ensuring a culture of business integrity and zero tolerance towards bribery and corruption throughout the Company's operation


## 7. Reporting of Violations, Investigations and Documentation

7.1 All Covered Persons are required to read, understand, and comply with this Policy. Compliance includes the prevention, detection, and reporting of bribery and other conducts that violate this Policy. Should any Covered Person have any questions regarding this Policy, he/she is encouraged to raise any questions with the Governance and Compliance Department.

7.2 Should any Covered Person be asked to make a payment on the Company's behalf, he/she should always be aware of what the payment is for, whether the amount is proportionate to the goods or services provided, whether the circumstances indicate that the payment is reasonable, and whether the payment is properly documented.

7.3 Should any Covered Person have any suspicions or concerns regarding payments or other conduct to which this Policy applies, or if one becomes aware of any action in conflict with this Policy that has been solicited by any person, those concerns or actions must be reported to one's supervisor; the Governance and Compliance Department; or through the company's Whistleblower channels as provided by the Company's Whistleblower Policy (1013-PL-27-007) a copy of which may be found on the Company's website.

7.4 Individuals who become aware of concerns or circumstances that warrant or require reporting under this Policy might sometimes be worried about repercussions should they decide to report concerns of wrongdoing. The Company assures under this Policy and applicable laws and regulations that no person will suffer penalties, retaliation or other adverse consequences for refusing to engage in bribery and corruption, other conduct prohibited by this Policy or for reporting possible wrongdoing,

	POLICY		1013-PL-27-008	
	Anti-Bribery and Corruption Policy		REVISION NR	001
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even if the Company loses business or otherwise suffers a disadvantage.

7.5 Any reports of solicitation to engage in prohibited acts or possible violations of this Policy will be reported to the Governance and Compliance Department.

7.6 The report will be recorded, and an investigation file established. The matter will be investigated and documented pursuant to the processes set out in the Company’s Whistleblower Policy (1013-PL-27-007).

7.7 The identity of any person filing a report will be treated on a confidential basis to the extent possible, and only revealed on a need-to-know basis or as required by law or court order.

7.8 Should the investigation by the Governance and Compliance Department or adequate internal or external body confirm unlawful, violative, or other questionable conduct, the Governance and Compliance Department will report such conduct to Senior EXCO and cause Senior EXCO to take such remedial action as the Senior EXCO deems appropriate, which action shall be documented in a written report.

## 8. Record Keeping

8.1 The Company is committed to effective internal controls and ethics and compliance programs that include keeping and maintaining accurate books and records as mandated by best practices such as OECD Guidance on Internal Controls, Ethics and Compliance and other bodies. All payments made to or by Covered Persons must be fairly, accurately, and properly recorded and reported and must properly and fairly record the transactions to which they relate. Recording such payments in any way which would conceal their true nature, or which is contrary to applicable accounting standards is not permitted. The Company shall always comply with standard accounting practices and policies and is required to make and keep books, records and accounts which accurately and fairly reflect all business transactions, assets, and liabilities. There must be no “off the books” or secret accounts.

## 9. Incentives for Complying and Consequences for Non-compliance with Policy

9.1 The Company may from time to time run once-off and regular programs that encourage and reward Covered Persons who outstandingly champion and abide by this Policy or successfully report cases of wrongdoing faulting this Policy.


9.2 Concurrently, any failure to comply with this Policy may result in severe consequences, which may include internal discipline up to termination of employment and other consequences consistent with the Company’s internal policies and procedures, applicable laws, and regulations including referral to civil and criminal justice system.

## 10. Communication of Policy, Annual Certification, and Monitoring

10.1 The Company will communicate its commitment to a zero-tolerance policy for bribery and corruption through its website and official publications.

10.2 Covered Persons will be provided with a copy of this Policy and any amendments thereof, all easily accessible through the Company’s websites.

10.3 Targeted training on this Policy will form part of the induction process for high-risk functions, with periodic refresher training being provided to ensure Covered Persons continued understanding and compliance with this Policy.

	<b>POLICY</b>		<b>1013-PL-27-008</b>	
	<b>Anti-Bribery and Corruption Policy</b>		<b>REVISION NR</b>	<b>001</b>
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10.4 Contracts with employees, agents, consultants, contractors, and other third parties will require that they agree to abide by this Policy, whereas Covered Persons will provide an annual written certification of compliance with this Policy.

10.5 The Internal Audit function will periodically audit internal control systems and procedures to provide assurance of effective compliance with this Policy which control will extend to periodic audit of the training programs to ensure that relevant and effective training is provided to all Covered Persons.

10.6 Through the Governance and Compliance Department, the Senior EXCO will periodically review this Policy and make such changes therein as the Senior EXCO may deem appropriate.

10.7 The periodic reviews and audits will be conducted not only on a regular schedule but also in response to specific developments that reflect the Company's evolving risk profile, such as:

- (i) changes in the Company's activity, structure, and operating model.
- (ii) results of ongoing monitoring and previous audits.
- (iii) significant developments within the field.
- (iv) the evolution of international and industry standards; and
- (v) lessons learned from any misconduct by the Company or other companies facing similar risks.

## 11. Company Assistance

11.1 Any person who has any questions about this Policy may obtain additional guidance from the Company's senior management and the Governance and Compliance Department. However, the ultimate responsibility for adhering to the Policy and avoiding improper transactions rests with each Covered Person.