
SPEAK UP STANDARD - BOTSWANA

1. Purpose

The purpose of this Standard is to:

- a) provide guidance on how individuals can report a concern about suspected or actual Misconduct;
- b) set out the processes on how Perenti will investigate matters reported; and
- c) outline the protection and support available for individuals that report under this Standard.

2. Policy Principles

Perenti is committed to conducting its business with honesty and integrity. If an individual suspects that Misconduct has been or may be undertaken by Perenti or anyone acting on behalf of Perenti, the individual is encouraged to Speak-Up as soon as possible.

Perenti's Board and Group Executive are committed to the protection of individuals who report information about Misconduct occurring within the Perenti group of companies and joint ventures.

All reports made under this Standard are treated seriously. Anyone reporting Misconduct should feel confident that they can do so without fear of reprisal or detrimental treatment, even if they turn out to be mistaken.

In addition to this Standard, Perenti's **Code of Conduct** provides that all business transactions must be conducted solely in the best interests of Perenti, and Personnel must safeguard against any form of fraud, deception, dishonesty, bribery or corruption, and conflicts of interest must be avoided.

Perenti's Speak-Up Policy, this Standard, and each country specific Speak-Up Standard, will be made available via the Perenti intranet and Perenti's website: www.perentigroup.com

3. Scope

This Standard applies to Perenti, each Botswanan Subsidiary and their operations (in each country in which those entities operate).

Policies and Standards of a similar nature exist for each of Perenti's subsidiaries consistent with the laws of the place of their incorporation. You should refer to the applicable Policy and Standard for your country which will be available via the Perenti intranet and Perenti's website: www.perentigroup.com

This Standard applies to all Eligible Whistleblowers, as set out in section 4.

A disclosure will qualify for statutory protection where the Eligible Whistleblower has reason to believe that information given, shows or tends to show an Impropriety, the disclosure is made in good faith, the Eligible Whistleblower believes that the disclosure and the alleged impropriety is substantially true and the disclosure is made to an Authorised Person. .

4. Persons to Whom this Standard Applies

This Standard applies to any persons listed below who are considered "**Eligible Whistleblowers**":

- a) A person who has reason to believe that information given, shows or tends to show an Impropriety, the disclosure is made in good faith, the person believes that the disclosure and the alleged impropriety is substantially true and the disclosure is made to an Authorised Person;
- b) Current or former Directors, Officers and Employees of Perenti and each Botswanan Subsidiary ("**Personnel**");
- c) other individuals covered by the Relevant Legislation as an Eligible Whistleblower, who reports any Reportable Matter under this Standard.

5. Roles and Responsibilities

The Perenti Board approves Perenti's Speak-Up Policy and reviews management's responses to speak-up reports.

Responsibility for implementation of and compliance with Perenti's Speak-Up Policy and regulatory obligations rests with the Managing Director.

Managers at every level are responsible for ensuring Perenti's Speak-up Policy, Standard and procedures are followed.

The Speak-Up Protection Officer or a nominated delegate (with the support of Perenti) is responsible for providing protection to individuals who have or may report concerns and determining whether a report warrants any action or investigation. Perenti's Speak-Up Protection Officer is Perenti's Group General Counsel & Company Secretary or a nominated delegate.

All Personnel must always comply with Perenti's Speak-up Policy and this Standard.

All Personnel have a responsibility to report any Misconduct and are encouraged to report any concerns to those persons or organisations referred to section 7.4 below.

Personnel must not disadvantage or victimise individuals who report concerns, or anyone conducting or assisting in an investigation. It is an offence for any individual to do so and such conduct is prohibited.

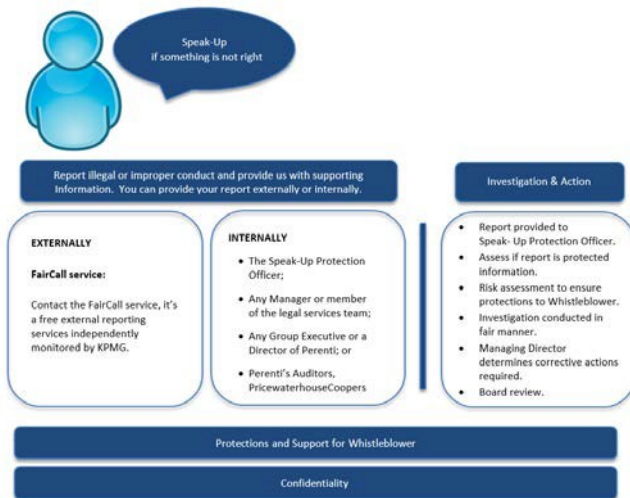
6. Laws Applying to Whistleblower

Perenti is committed to complying with all laws of the jurisdictions in which it operates, including those relating to Whistleblower protection.

The law applying to Eligible Whistleblowers in Botswana is contained in the Whistleblowing Act of 2016 (**Whistleblowing Act**). The Whistleblowing Act sets out the manner in which a person may disclose conduct adverse to the public interest; to provide for the manner of reporting and investigations of disclosure of Impropriety; and the protection against victimisation of persons who make the disclosures; and to provide for related matters.

7. Speak-Up Reporting

7.1. Overview



7.2. Who May Make a Speak-Up Report

A person who Speaks-Up is known as a “**whistleblower**” and is defined as anyone who makes, or attempts to make, a report concerning any Impropriety under this Standard.

A Speak-Up Report may be made by any Eligible Whistleblower as set out in section 4.

7.3. What Is a Reportable Matter

Individuals are encouraged to Speak-Up about any actual or suspected Impropriety (“**Reportable Matter**”).

A Reportable Matter is where the discloser has reason to believe that information given, shows or tends to show an Impropriety, that the disclosure is made in good faith, the Eligible Whistleblower believes that the disclosure and the alleged Impropriety is substantially true and the disclosure is made to an Authorised Person.

This includes where the information indicates or an Eligible Whistleblower has reason to believe that Perenti or a current or former employee or officer of Perenti or a Botswanan Subsidiary has engaged in conduct or any information, gives, shows or tends to show that there is reasonable cause to believe that conduct:

- constitutes or seeks to conceal an actual or potential:
 - criminal or other unlawful act;
 - failure by a person to comply with an obligation to which that person is subject;
 - miscarriage of justice;
 - endangerment of the health or safety of another person;
 - endangerment of the environment;
- adversely affects either directly or indirectly the honest or impartial performance of official functions of a person or for a public officer or public body with dishonesty or with partiality;
- amounts to a breach of public trust;
- of a current or former public officer or a public body involves a misuse of information or material acquired in the course of the officer or body performing its functions;

- amounts to maladministration, being an action or inaction that is contrary to the law, unreasonable, unjust, oppressive or discriminatory or based wholly or partly on improper motives;
- constitutes (if proven) a criminal offence, disciplinary offence, serious or substantial public wastage or abuse of financial or other public resources or assets or reasonable grounds for dismissing or dispensing with or otherwise terminating the services of a person or public officer who has engaged in it; or
- is otherwise prescribed by regulations under Relevant Legislation to be a disclosable matter.

Impropriety means that in order for the disclosure to have statutory protection and be covered by this procedure, the conduct must be a Reportable Matter.

Perenti means Perenti Global Limited.

Relevant Legislation means the:

- *Companies Act of Botswana*;
- *Income Tax Act of Botswana*;
- Whistleblower Act 2016; and
- a other tax laws administered by the Commissioner of Taxes of Botswana;
- any other law that is punishable by imprisonment for a period of 12 months or more; and
- regulations under or instruments referred to in the laws of Botswana.

Botswanan Subsidiary means those subsidiaries of Perenti Global Limited that are incorporated in Botswana.

7.3.1. What Speak-Up is Not Used For?

Reports cannot be made under this Standard about a personal work-related grievance.

The statutory protections for Whistleblowers and this Standard do not apply to a disclosure to the extent the disclosure concerns:

- (a) a matter where a disclosure was made maliciously, frivolously, vexatiously, in bad faith, for pecuniary gain or for an illegal purpose;
- (b) a matter where disclosure is made solely or substantially with the motive of avoiding dismissal or other disciplinary action and is not Victimisation; and
- (c) the information does not concern conduct or alleged conduct in contravention of any legislation listed above or an offence against another law of Botswana punishable by imprisonment for a period of twelve (12) months or more or the information relates to a danger to the public or the financial system and it does not concern an alleged contravention of the Companies Act that involves a threat or detriment to the discloser.

Examples of personal work-related grievances include:

- interpersonal conflict between the person and another employee;
- decisions relating to the engagement, transfer or promotion of the person;
- decisions relating to the terms and conditions of engagement of the person;
- decisions relating to the disciplinary treatment, suspension or termination of engagement of the person.

These matters should be raised directly with a Human Resources representative.

7.4. How to Report

Perenti will support anyone who raises any concerns where the individual has reasonable grounds to suspect the information or conduct involves Impropriety (see section 7.3 above).

Personnel and other individuals (set out in section 7.2) are encouraged to raise concerns about any Reportable Matter at the earliest possible stage. A Speak-Up report may be anonymous.

Speak-Up reports can be provided to either:

(a) Speak-Up Service Provider

Personnel or other individuals (set out in section 7.2) can report to an independent Speak-Up Service Provider, 'FairCall' who specialise in handling Speak-Up reports on any actual or suspected Impropriety.

Personnel and other individuals (set out in section 7.2) can choose whether or not to make a disclosure anonymously. All disclosures to the FairCall will be treated confidentially and operate with language translation as appropriate.

FairCall service:

By contacting the FairCall service, a free external reporting services independently monitored by KPMG:

By Phone:

Within Botswana +27 12 543 5883

Via the Online Reporting Facility:

www.thornhill.co.za/kpmgfaircallreport

By Email: hotline@kpmg.co.za

By Post: PO Box 14671
Sinoville
Pretoria
South Africa

(b) Other Designated Recipients

Alternatively, a report can be made to:

- the Speak-Up Protection Officer or a nominated delegate;
- any senior manager or member of the legal services team;
- any Group Executive or a Director of Perenti;
- Perenti's Auditors, PricewaterhouseCoopers; or
- **By Emailing:** speakup@perentigroup.com

Whilst Perenti encourages Reportable Matters to be reported to the above persons or the FairCall service, individuals may make a report to the a person authorised to receive disclosures at the following government agencies: the Botswana Police Service the Directorate on Corruption and Economic Crime, the Auditor General, the Directorate of Intelligence and Security, the Botswana Police Service, the Ombudsman, the Botswana Unified Revenue Service, the Financial Intelligence Agency, the Competition Authority or other relevant government agency.

Some Perenti business units may provide country specific Speak-Up services to meet local requirements or other mechanisms which individuals are encouraged to use.

7.5. Information You Need to Report

When an individual discloses a Reportable Matter, and for a report to be assessed, it must contain as much information as possible to form a reasonable basis for investigation.

Information on a Reportable Matter shall contain, as far as practicable including:

- your full name, address and occupation;
- a statement detailing the information that leads to the individual to suspect the Reportable Matter has or is occurring;
- dates and times of the conduct;
- location;
- name of the person(s) involved in the conduct;
- possible witnesses to the events, including their names and address (if known);
- whether you have made a disclosure of the same or other conduct (being Impropriety) on a previous occasion and if so, to who was such a disclosure made;
- if you are making an employment-related disclosure, whether you are still in the same employment
- document and evidence of the events (e.g. papers, invoices, photo's, emails); and
- any steps already taken to report the matter elsewhere or to resolve the concern.

If a report does not contain sufficient information to form a reasonable basis for investigation, the Speak-Up Protection Officer (or a delegate) may request additional information. The Speak-Up Protection Officer and/or the investigator appointed (see section 8 below) will determine the response to the report consistent with this Standard.

Speak-Up Reports will be assessed or investigated in accordance with the process set out in section 8 below.

7.6. Confidentiality

A recipient of a Speak-Up report and a Whistleblower must not disclose confidential information about Perenti or the Reportable Matter to anyone who is not involved in the investigation, unless otherwise required by law (refer to section 9.2 below).

Confidential information includes both the Eligible Whistleblower’s identity, information on the Reportable Matter and information that is likely to lead to the identification of a Whistleblower.

7.7. False Reports

Anyone who makes a malicious or vexatious allegation or false report on a Reportable Matter may be subject to disciplinary action or termination of services.

8. Investigation Process of Information Reported

The investigation processes will vary depending on the precise nature of the conduct being reported. The purpose of the investigation is to determine whether or not the concerns are substantiated, with a view to Perenti then rectifying any wrongdoing uncovered to the extent that this is practicable in the circumstances.

The investigation will be conducted by an investigator in an independent manner depending upon the information in the disclosure and otherwise as is reasonable and appropriate having regard to the nature of the Reportable Matter and the circumstances. The flow chart below highlights the key questions that will trigger an investigation.

An initial review may generally be completed within 4 to 6 weeks of the receipt of your report while further inquiries or investigations may take up to 12 weeks. However, timeframes for inquiries or investigations will vary depending on the nature of your report and of the Reportable Matters the subject of any investigation.



All persons responsible for or involved in an investigation must take all reasonable steps to reduce the risk that a Whistleblower will be identified or will be the subject of any Victimisation.

9. Safeguards and Support Provided To Whistleblower

Perenti will protect any Whistleblower who discloses a Reportable Matter from any adverse actions.

The following protections and support will be provided:

9.1. Protection Against Adverse Conduct

No person may cause or threaten any victimisation or detriment to any person who is or could be a Whistleblower.

A Whistleblower may raise any concerns or complaints regarding their treatment with the Speak-Up Protection Officer.

9.2. Protection and Support of Whistleblower

The Speak-Up Protection Officer will support the Eligible Whistleblower and ensure the statutory protections against victimisation including any Detriment is provided.

Victimisation includes:

- a) Dismissal or suspension of an employee;
- b) Injury of an employee in his or her employment;
- c) Alteration of an employee's position or duties to his or her disadvantage including being declared redundant or a transfer;
- d) Discrimination between an employee and other employees of the same employer including a denial of promotion;
- e) Harassment or intimidation of a person by the employer or fellow employees;
- f) Is threatened with any of the above matters;
- g) is subjected to a discriminatory or other adverse measure by the employer or a fellow employee; or
- h) not being an employee, you are subjected to harassment, intimidation or discrimination by another person.

The Eligible Whistleblower should immediately inform the Speak-Up Protection Officer of any concerns that the Eligible Whistleblower may have either in relation to the disclosure of the information or their support, protection or treatment.

9.3. Protections and Immunities under the Relevant Legislation

A Court can make orders if a person threatens or engages in Victimisation towards the Eligible Whistleblower. A Court can also make orders to compensate for loss, damage or injury and other remedies if satisfied the Eligible Whistleblower has been subject to Victimisation.

The Eligible Whistleblower is also be entitled to certain immunities, including not being liable to any civil or criminal proceedings in respect of a disclosure of Impropropriety. Persons mentioned in the Eligible Whistleblower's report may also be entitled to protection under the Relevant Legislation.

9.4. Files and Records

All files and records created from an investigation will be retained and secured, password protected, by the Speak-Up Protection Officer.

9.5. Support for Whistleblower

To ensure effective support under this Standard, Perenti's Human Resources representative will monitor the welfare of a Whistleblower who makes a report under this Standard (except where this is not possible because the person has elected to remain anonymous).

Perenti, may also consider, on a case by case basis other forms of support to a Whistleblower (with the Whistleblower's consent) including leave without pay during the investigation process or other support mechanisms including alternative work arrangements.

10. Board Reporting and Oversight

10.1. Reports Register and Monitoring

The Speak-Up Protection Officer will maintain a register of all reports made under this Standard. This will include a record of any investigation and the outcome of those investigations.

10.2. Board Reporting

Where a report of is received, the Speak-Up Protection Officer must provide the Audit and Risk Committee, at least quarterly, reports on all active reported matters under this Standard, including information (without directly or indirectly disclosing the identity of the individual whistleblower) on:

- the number and nature of disclosures made in the last quarter;
- the status of any investigations underway;
- the outcomes of any investigations completed and actions taken as a result of those investigations; and
- the wellbeing and protection of the individual who filed the Speak-Up Report.

Where a Reportable Matter involves bribery or corruption or could be material or potentially involves a breach of any law, then the matter will be referred to the Managing Director and advised to the Chair of the Audit and Risk Committee.

11. Management of this Standard

The Group General Counsel & Company Secretary is the person with primary responsibility for monitoring the effective operation of, and continual improvement of Perenti's Speak-Up Policy and this Standard.

12. Training

Perenti will provide training in relation to the Perenti's Speak-Up Policy and this Standard.

13. Consequences for Non-Compliance

Disciplinary action may be taken in respect of breaches by Personnel of Perenti's Speak-Up Policy and this Standard.

Contraventions of Whistleblower laws may also have serious legal consequences for Perenti and Personnel involved in the contravention and may expose Perenti to financial or reputational damage.

14. Review of this Standard

Perenti's Speak-Up Policy and this Standard will be reviewed every three years to ensure compliance with the laws, regulations and governance best practices or more regularly as may be necessary.

The Group General Counsel & Company Secretary will monitor the Policy's operation and applicable law and practice and recommend any changes to this Policy in the intervening period.