
SPEAK-UP STANDARD

Mali, Senegal, Burkina Faso, Cote d'Ivoire and Guinea

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 with 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 **Francophone 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 discloses information to a recipient specified in this Standard because the person has reasonable grounds to suspect the information indicates misconduct or an improper state of affairs or circumstances in relation to the affairs of Perenti.

4. Persons to Whom this Standard Applies

This Standard applies to the persons listed below who are considered **Eligible Whistleblowers or Whistleblowers**:

- a) Directors, Officers and Employees of Perenti and each Francophone Subsidiary ("**Personnel**");
- b) suppliers (whether paid or unpaid) and contractors and their employees who provide services to Perenti or to any Francophone Subsidiary;
- c) associates, relatives or dependents of any of the above, including dependents of an individual's spouse; and
- d) 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 refer to section 7.4 below.

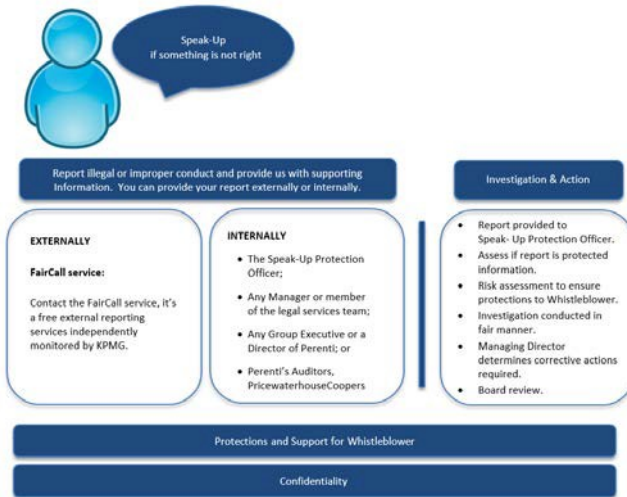
Personnel must not disadvantage or victimise individuals who report concerns, or anyone conducting or assisting in an investigation. It is an offence for any individual to do so and such conduct is prohibited.

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.

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 about Misconduct under this Standard.

A Speak-Up Report may be made by an 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 Misconduct (“**Reportable Matter**”).

A Reportable Matter is where the discloser has reasonable grounds to suspect that the information to be disclosed concerns misconduct or an improper state of affairs or circumstances at Perenti or a Francophone Subsidiary.

This includes where the information indicates Perenti or a current or former employee or officer of Perenti or a Francophone Subsidiary has engaged in conduct that:

- represents a danger to the public or the financial system;
- constitutes an offence against any law or regulation that is punishable by imprisonment for a period of 12 months or more;
- constitutes an offence or contravention of Relevant Legislation as defined below; or
- is otherwise prescribed by regulations under Relevant Legislation to be a disclosable matter; or
- the disclosure of the information may assist the recipient of the information in performing his or her functions or duties in relation to the affairs of Perenti or a Francophone Subsidiary.

Police Force means national police authorities under the responsibility and oversight of the Ministry of Interior and Public Security.

Corporate refers to private sector entities constituted under the company Uniform Act of OHADA

OHADA means the Organization pour l’Harmonization en Afrique du Droit des Affaires (Organization for the Harmonization of Business Law in Africa).

Financial Regulators means the Ministry of Finance/ Budget.

Stock Exchange means the Bourse Regionale des Valeurs Mobilières (BRVM) which is a regional stock exchange located in Abidjan (Cote d’Ivoire) of which Senegal, Cote d’Ivoire, Burkina Faso & Mali are members.

Misconduct means that in order for the disclosure to have statutory protection and be covered by this procedure, an Eligible Whistleblower must have reasonable grounds or belief to suspect the information concerns misconduct or an improper state of affairs or circumstances and the information indicates conduct that:

- Be dishonest, fraudulent, corrupt or unlawful;
- Constitutes an offence against, or a contravention of the constitutional, legal and regulatory provisions applicable in any of the Francophone jurisdictions (Senegal, Burkina Faso, Ivory Coast, Guinea) as well as potential or actual breaches of the United Nations Convention Against Corruption Principles, the African Union Convention on Preventing and Fighting against Corruption and the West African Economic & Monetary Union Regional Legislation on Fighting Money Laundering and Financing of Terrorism.
- Represents a danger to the public or the financial system; or
- Is prescribed by the regulations under the Relevant Legislation;

Perenti means Perenti Global Limited.

Relevant Legislation refers to the legal and regulatory provisions applicable in any of the Francophone jurisdictions as well as potential or actual breaches of the United Nations Convention Against Corruption Principles, the African Union Convention on Preventing and Fighting against Corruption and the West African Economic & Monetary Union Regional Legislation on Fighting Money Laundering and Financing of Terrorism.

Francophone Subsidiary means those of the subsidiaries of Perenti Global Limited that are incorporated in Senegal, Burkina Faso, Côte d’Ivoire, Mali or Guinea.

7.3.1. What Speak-Up is not used for?

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

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

- (a) a grievance in relation to the discloser’s employment or former employment which has or may have implications for the discloser;
- (b) the information does not have significant implications for Perenti that do not relate to the discloser; and
- (c) The information does not concern conduct or alleged conduct in contravention of constitutional, legal and regulatory provisions applicable in any of the Francophone jurisdictions as well as the United Nations Convention’s Principles and those of the African Union Convention on Preventing and Fighting against Corruption and the West African Economic & Monetary Union Regional Legislation on Fighting Money Laundering and Financing of Terrorism

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 (other than sexual advances and bribery solicitation during the recruitment or engagement process which may warrant disclosure);
- decisions relating to the terms and conditions of engagement of the person; or
- 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 or belief to suspect the information or conduct involves Misconduct (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 Misconduct.

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, or recording oral or sign language disclosures in writing, as appropriate

Where the Eligible Whistleblower is illiterate, the disclosure shall be reduced into writing and be read over, interpreted and explained to the Eligible Whistleblower in a language the Eligible Whistleblower understands, and the Eligible Whistleblower shall approve it before making a mark to a copy of the written explanation provided and a certificate to this effect shall be attached to the document containing the disclosure details. A copy shall be issued to the Eligible Whistleblower.

FairCall service:

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

By Phone:

+27 12 543 5441	Burkina Faso
+27 12 543 5424	Mali
+27 12 543 5442	Guinea
+27 12 543 5861	Senegal
+27 12 543 5876	Cote D'Ivoire

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

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 relevant corporate regulator or police force or if the concern relates to taxation, then the relevant taxation or revenue authority.

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 should include:

- 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;
- 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 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 Detrimental Treatment.

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 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.

Detriment 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;
- d) Discrimination between an employee and other employees of the same employer;
- e) Harassment or intimidation of a person;
- f) Harm or injury to a person, including psychological harm;
- g) Damage to a person's property;
- h) Damage to a person's reputation;
- i) Damage to a person's business or financial position;
- j) Any other damage to a 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 Detrimental conduct 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 Detrimental treatment.

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 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 Report 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 recommended any changes to this Policy in the intervening period.

