



**Petra**Diamonds



**CODE OF ETHICAL CONDUCT**





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## MESSAGE FROM OUR CEO



Dear Colleagues

I am very pleased to present our updated Code of Ethical Conduct. At Petra, we believe in conducting our work ethically and legally, free from bribery, corruption, other financial crime and human rights violations.

This updated Code of Ethical Conduct (“Code”) now integrates our policy on anti-bribery and corruption, and it serves as a useful guide and summary of other internal policies, standards and procedures that are relevant to the way we work and the ethical conduct that is expected from all staff as well as other business partners who work with us or act on our behalf.

Compliance with this Code is mandatory for all staff. I urge you to take time to read this Code from cover to cover and if there is anything that is not clear or if you have questions, please ask for advice or more information from your line manager or other managers cited in this Code. I also expect all staff, especially line managers, to ensure that this Code is embedded in our activities and operations, and I encourage you to discuss the Code amongst your team and raise awareness with our business partners where relevant, such as our suppliers.

The Code explains the steps we need to take to ensure that we always demonstrate transparency and good governance in our work. We need to draw on diamonds' characteristics of clarity and purity in our day-to-day work. Not doing so will cause immeasurable harm to Petra, our reputation, industry and product. It is therefore important for you to report concerns, whether actual or suspected, of any potential violation of ethical standards, the law, or this Code. We will always protect those who report concerns in good faith and the Speaking Up section of this Code explains how you can do so confidentially, whether internally or anonymously.

Last, but not least, please join me in celebrating and being proud of our Values – they are there to remind us of how we should work to achieve our goals and strategy whilst showing respect to our stakeholders, the environment and communities as a whole.

RICHARD DUFFY  
CHIEF EXECUTIVE OFFICER  
PETRA DIAMONDS LIMITED  
28 June 2022

# PURPOSE STATEMENT

We believe that earth's rare and precious legacy can, through responsible mining, create abundant outcomes for our people, communities, investors, customers and all other stakeholders in giving expression to life's special moments.



# THE PETRA CULTURAL FORMULA FOR SUCCESS

## Co-created in a fully inclusive way

Every organisation has a culture - but is it the culture they really want? The question is: Is it accidental or intentional? We have chosen to make ours fully intentional.

At Petra, we firmly believe that our people are the heart of our business. And for us to truly claim this to be so, we need to ensure that everyone has a voice in determining the ideal culture which everyone can relate to. To drill down to that core essence and find out the exact critical-success factors, that is, the most crucial practices and principles to be embedded in our Formula, we asked every member of the organisation to tell us what they believe Petra needs to do **more of**, and what it needs to do **less of** to fulfil its Purpose Statement. This has resulted in the co-creation of the following Petra formula for success:

**Attract & retain the best people + Collaboration & teamwork + Community development + Continuous improvement + Empowering our people + Health & safety commitment + Honest & Transparent + Recognition & appreciation + Supporting our people**

**All talk, no action + Bad planning/reactive + Disrespect & Abusive behaviour + Failing to deal with issues + Favouritism & discrimination + Ineffective systems & procedures + lack of accountability & responsibility + Poor communication + wrong people/wrong jobs**

=  **PetraDiamonds**

We have identified a clear and compelling Purpose Statement for the organisation and we need to ensure that the entire organisation not only understands it, but will be consciously contributing to its attainment. This objective (the **WHY**) **Creating Abundance from Rarity** – to optimally serve our shareholders, people and communities – is defined on the 'right-hand-side' of the equal sign of a Formula, in which all employees were invited to express their views on (the **HOW**) to best achieve this objective on the 'left-hand-side' of the equal sign.

The Petra Formula for Success – our very DNA – will be our unique way of ensuring that we continuously grow from strength to strength – for all our stakeholders





## OUR PURPOSE AND VALUES



### LET'S DO NO HARM

We consider the health and safety of our employees, and care for the environment, as our top priorities. Management's focus on a zero harm environment requires a zero tolerance approach for any action that results in potential injury to employees.

### LET'S MAKE A DIFFERENCE

We strive to make a real and lasting contribution to our People, our Partnerships and our Planet through responsible and reliable Production. This includes enhancing our local environment to the benefit of employees and communities. We achieve this through various initiatives aimed at stimulating local socio-economic development and upholding high standards of environmental stewardship.

### LET'S DO IT RIGHT

Petra places a high priority on ethical conduct. We believe in the responsible mining and sale of our diamonds, and will only operate in countries which are members of the Kimberley Process. As a legitimate diamond miner with operations in South Africa and Tanzania, 100% of Petra's production is fully traceable and conflict-free.

### LET'S TAKE CONTROL

Petra believes that employees who are empowered and accountable for their actions work to the best of their ability, whilst fostering a culture whereby innovation and creativity in the workplace are encouraged and recognised. We believe that no one knows our operations better than our employees and Petra looks to leverage its internal skills base wherever possible.

### LET'S DO IT BETTER

Petra strives to generate efficiencies at its operations and applies a continuous improvement approach to review and assess opportunities for improvement; key focus areas are production, power, water usage and effective use of labour. This approach is embedded in our operating model to promote a culture of continuous improvement. Using past experience to improve future performance is integral to Petra's success.





# OUR APPROACH TO SUSTAINABILITY



At Petra, we remain committed to ethical and responsible business practices that are supported by constructive and transparent stakeholder engagement. We strongly believe that through our sustainability framework, which has a clear focus on People, Planet, Production and Partnerships, Petra will, together with our Values, drive and instil an inspirational culture and embed a continuous business improvement mindset when delivering on our business objectives and purpose.







# RESPONSIBILITY AND ACCOUNTABILITY

*“We must lead by example and be accountable for living our Values and meeting the ethical commitments we make.”*



## OUR COMMITMENT TO BUSINESS ETHICS

Petra, as a responsible corporate citizen, seeks to protect, enhance and invest in the well-being of the economy, society and the natural environment. Responsible corporate citizenship implies an ethical relationship of responsibility between the company and the community in which it operates. Petra and its subsidiary companies are therefore committed to a policy of ethical conduct, which includes fair dealing and integrity at all times when conducting business.

There is a very strong link between ethical conduct and corporate governance, which is the framework of rules and practices by which a board of directors ensures accountability, fairness, and transparency in a company's relationship with all its stakeholders (employees, communities, financiers, customers, suppliers and governments). We are committed to maintaining the highest standards of corporate governance through our adherence to the provisions of the relevant corporate governance codes in the jurisdictions in which we operate.





## ABOUT THE CODE

This Code of Ethical Conduct is applicable to Petra Diamonds Limited (“PDL”) and all subsidiaries in which PDL has a direct or indirect controlling interest (collectively “Petra”).

Ultimate accountability for upholding the Code lies with the PDL Board of Directors, with the Group General Counsel & Company Secretary being designated as the Group's Compliance Officer. The Group Risk, Assurance and Compliance Manager is responsible for reviewing, amending or updating the Code.

It is the collective responsibility of all Petra staff to understand this Code and continuously apply it to our areas of business and work.



The Code highlights dos and don'ts, denoted by a  and  to refer to certain key requirements throughout this document.

These may not be the only mandatory requirements and you must ensure that you read other associated documents, some of which are referenced in this Code, to understand fully what is expected of you.

The highlighted documents in this Code refer to company documents which provide further information on the specific areas of the Code.



## WHO DOES THE CODE APPLY TO?

The Code applies to the PDL Board of Directors, all employees, contractors, officers, temporary or agency workers, and all other individuals and/or organisations embedded within Petra (together “staff”).

**Compliance with the Code is mandatory for all staff.**

The Code also applies to all joint venture activities where Petra has management control. Where Petra does not have management control (or has joint control with a third party), then best efforts are to be taken to influence the adoption of equivalent practices and high standards of integrity prior to, and during, the operation of the joint venture.

We will use our best efforts to encourage our suppliers, subcontractors, customers, agents, advisors, consultants or other entities to adopt equivalent standards, whilst remaining open-minded about adopting new industry best practices.



## PERSONAL RESPONSIBILITY

All staff have a personal responsibility to comply with the Code and all Company policies at all times. Please read the Code carefully and ensure that you always act within the limits of your authority.

You are expected to actively promote the importance of the Code and raise awareness of the requirements of the Code with all those who work directly for or on behalf of Petra.



## RESPONSIBILITY OF LINE MANAGERS

Line managers and supervisors have an additional responsibility to raise awareness and ensure the implementation of the Code and related policies, standards and procedures within their teams.



## LINE MANAGERS ARE REQUIRED TO:



- Discuss the application of the Code with their teams, in particular how it applies to their function or area of business;
- Demonstrate ethical leadership and commitment to the Code through their behaviour and actions;
- Ensure that all of their direct reports know how to access the Code and understand how to apply it;
- Monitor compliance with the Code in their function or area of business;
- Encourage staff to ask questions or raise concerns, and provide support accordingly;
- Ensure that all actual or suspected breaches of the Code, and any concerns raised, are appropriately managed and reported (see Speaking Up section); and
- Cooperate and support investigations where requested, but never interfere or hinder an investigation or conceal any wrongdoing.

Within their area of responsibility, Heads of Department or Function must ensure that:

- There is an effective system of internal controls and governance so that work processes are consistent with the Code; and
- Ethics and compliance risks related to their function or area of business have been assessed and mitigation controls implemented.



## ADVICE AND GUIDANCE

You should always seek help if you are unclear on any aspect of the Code or you are unsure of the right action to take in a situation. If you are in doubt about the application of this Code or any element thereof, you should discuss the matter with your line manager or supervisor, the Group Risk, Assurance and Compliance Manager, a member of the Legal team or Petra's Group General Counsel & Company Secretary.



**If in doubt, ask for advice.**





## BREACHES OF THE CODE AND INVESTIGATIONS

Failure to comply with any aspect of the Code or related policies, standards or procedures may lead to disciplinary action, including dismissal. In the case of contract staff or business partners, non-compliance with the Code may lead to termination of contract.

Where there is an actual or suspected breach of the Code, an internal investigation may be initiated. Internal investigations are carried out by personnel in accordance with the principles set out in the Whistleblowing Policy and the Investigations Framework.

Petra will cooperate fully with law enforcement officers or regulators if and as required. Staff are expected to cooperate fully in any internal or external investigation if requested to do so. Interference, obstruction or failure to cooperate in an investigation will be regarded as misconduct and subject to a disciplinary process or contract review.



## MONITORING AND REPORTING

All staff are responsible for incorporating the requirements of the Code and related policies, standards and procedures into their activities, and for suggesting improvements to the Code.

The Group Internal Audit Manager is responsible for managing and delivering the risk-based internal audit programme to provide senior management and the Audit and Risk Committee with independent and objective assessments of the adequacy and effectiveness of risk management processes and internal controls defined in the Code, and related policies, standards and procedures. External, independent reviews are also carried out periodically to provide additional assurance.

Incidents of suspected or actual breach of the Code must be formally reported in line with the Whistleblowing Policy. The Investigations Framework sets out procedures relating to the conduct of investigations into breaches of the Code, ensuring consistent enforcement of the Code and implementation of any corrective action.





# HEALTH, SAFETY AND ENVIRONMENT

*“Our fundamental aim is to ensure each of our staff and contractors returns home safely at the end of every day.”*

Petra is committed to preserving and sustaining the environment in which it operates, in line with our Group Environmental Policy and Occupational Health and Safety (OHS) Policy Statement.



## ENVIRONMENT

We implement and uphold recognised standards of environmental management. Where there are conservation areas linked to our operations, we actively manage these in accordance with sound conservation and biodiversity principles.



## HEALTH AND SAFETY

We commit to conducting our business activities in a safe and responsible manner, acknowledging that the health and wellbeing of our workforce always comes first. The health and safety of our workforce and the communities in which we operate are of paramount importance to us.

We believe that all accidents, occupational illnesses and injuries are preventable, and that achieving zero harm requires zero tolerance of any unsafe conditions or acts. We want everyone who works for or with us to leave the workplace in the same safe and healthy manner in which they reported for work. To achieve this, we require everyone covered by this Code, as well as visitors, to have knowledge of and conform to all Health and Safety practices as outlined in codes of practice, policies, procedures, special instructions or any other relevant official documents outlining the applicable standards.

Petra provides a safe place to work and you have a personal responsibility to ensure that you are competent and appropriately trained to undertake

your work activities safely. More details regarding this are available in the Group Health & Safety Strategy.

We are also mindful of community health issues that concern us as a company as well as our staff in the countries where we operate, such as HIV/AIDS, malaria and waterborne diseases. Whilst these may not be occupational illnesses, they can have a significant impact on staff health and productivity, and on our host communities. We expect all staff to play a positive role in limiting their spread and being attentive to the relevant health guidelines and to support and awareness campaigns provided by the company.



## ALCOHOL AND SUBSTANCE ABUSE

We believe that everyone has the right to enjoy their life in the way they choose. We recognise that consuming alcohol responsibly is socially acceptable and we encourage everyone to understand and think through the associated health risks. However, we do not tolerate the use of illegal substances or the abuse of alcohol or legal substances at work or tolerate staff coming to work in an intoxicated state.

**We will never tolerate anyone being under the influence of alcohol or illegal drugs or abusing legal substances while at work; we must protect the safety and well-being of our people.**

We all have a shared obligation to ensure that we create safe working conditions for everyone. To make sure that this is the case, we can and do undertake random testing of staff and contractors to determine if anyone is under the influence of any intoxicants at work.

If you see or suspect one of your colleagues is under the influence of substances at work, speak to your line manager, security officials or a member of the Health and Safety or HR teams.



## WHAT IS REQUIRED OF YOU



- Immediately stop any work that appears to be unsafe and report unsafe conditions;
- Comply with the requirements of our health, safety and environmental procedures, and assist those working with you to do the same;
- Ensure you identify, assess and take steps to control health, safety and environmental hazards associated with your work;
- Use the personal protective equipment required for the task you are undertaking;
- Handle, transport and arrange for the disposal of materials, products and waste in a safe, environmentally and socially responsible manner;
- Make sure you know what to do if an emergency occurs at your workplace and that visitors are familiar with emergency procedures;
- Report any accident, injury, illness, unsafe or unhealthy condition, incident or release of material to the environment to your line manager so that appropriate action can be taken to prevent, correct or control those conditions; and
- Cooperate with our substance testing procedures which are there for your and everyone's safety.

## YOU MUST NOT



- Ignore a potential or actual health or safety incident or assume that someone else will report it;
- Undertake work unless you are trained, competent, medically fit and sufficiently rested and alert to do so;
- Enter any workplace under the influence of alcohol or illegal drugs or abuse legal substances; and
- Take illegal drugs, abuse legal substances or drink alcohol in the workplace (unless alcohol is specifically permitted for a company social event) and never in a way that will affect or impair your ability to perform your job or to show respect to others.



## QUESTION

*"I have noticed a couple of workers working at height but without harnesses. However, they are not Petra staff. Should I raise this concern with a Petra manager or with the supplier?"*



## ANSWER

Health and safety is everyone's responsibility. If you notice any unsafe practices or unsafe conditions, you should raise it immediately with those involved and/or any site or office supervisor, whoever is available first. It should not matter whether the health and safety risk relates to a Petra staff member, contractor, visitor or anybody else.







## OUR PEOPLE

*“We commit to nurturing a work environment where each voice is heard, diversity is celebrated and where everyone is treated with dignity and respect.”*



## EQUAL OPPORTUNITIES

It is important for us at Petra to maintain an inclusive environment, where diversity is understood and embraced. We make sure that decisions related to recruitment, development and promotion are based on aptitude and ability. We do not tolerate any form of discrimination based on race, gender, sex, pregnancy, marital status, family responsibility, ethnic or social origin, sexual orientation, age, disability, religion, HIV status, conscience, belief, political opinion, culture, language, birth or on any other arbitrary ground or other attributes protected by law.

Harassment in the Workplace and the Tanzania Employment and Labour Relations Act, Cap 366 R.E 2019.

Harassment is generally understood to be unwanted conduct which impairs dignity and creates a hostile or intimidating work environment or has the effect of inducing submission by actual or threatened adverse consequences. Harassment includes the use of physical force or power, threatened or actual, against another person or against a group or community which either results in, or has a high likelihood of resulting in a deprivation of social justice, economic harm, injury, physical or psychological harm or death.



## WORKPLACE CONDUCT

We are committed to fostering a supportive work environment and do not tolerate abuse, violence, bullying or harassment in any form, whether directed at staff, business partners or anyone else.

We are sensitive to preventing and eliminating all forms of harassment in the workplace against women, men, LGBTQIA+ (lesbian, gay, bisexual, transgender, queer or questioning, intersex or asexual persons) and vulnerable persons in our workplace, whether amongst our staff or anybody else working on our premises, such as:



sexual harassment;



bullying or intimidation; or



gender-based violence and harassment;



racial, ethnic or social origin harassment.



## QUESTION

*“How can I tell if a behaviour is discriminatory or considered as bullying? Sometimes people just don't mean what they say.”*



## ANSWER

We want to make sure that everyone feels respected. If something does not feel right to you, it probably is not right. If there was any questionable or intimidating behaviour aimed at you or someone else, you could talk to the person and discuss what they said. If you don't feel comfortable doing this, you should raise it with your line manager, or an HR representative or senior manager if your line manager does not deal with the matter.

## For more information



For more information on workplace conduct or on how to raise a grievance internally or externally, consult the Workplace Harassment & Unfair Discrimination Policy, Disciplinary Policy and Whistleblowing Policy.

## WHAT IS REQUIRED OF YOU



- Show respect to others, act with integrity and appreciate differences;
- Be courteous and professional at work; and
- Report concerns to your line manager in the first instance or where this is not possible or appropriate or you do not feel comfortable doing so, then to a member of the HR or Legal teams or anonymously via the Tip-Offs Hotline.

## YOU MUST NOT



- Ignore discriminatory behaviour targeted at you or anybody else, even if the other person did not take offence;
- Use language or behaviour that is aggressive, inconsiderate, condescending, intimidating or suggestive in nature, whether verbally or in writing;
- Create or add to a hostile work environment, including one in which staff may feel forced to engage in inappropriate work practices in order to be accepted;
- Humiliate, harass or denigrate another person;
- Make racial, ethnic, religious, age-related or sexual jokes or insults;
- Make inappropriate comments of a sexual nature or engage in sexual harassment or any other sexually offensive behaviour;
- Distribute or display offensive material including inappropriate images; or
- Retaliate against anyone who has raised an issue or concern in good faith.







## PERSONAL AND BUSINESS INTEGRITY

*“Integrity is doing the right thing, even when nobody is watching.”*



Petra's governance system is designed to protect our hard-earned reputation by enabling us to operate legally, ethically and appropriately. This helps preserve our licence to operate and so ensures that our operations can be sustained over the long term. Our collective behaviour contributes to Petra's overall reputation. We expect all staff and business partners, and everyone who works for, or on behalf of, Petra to act with professionalism and integrity.



### COMPLIANCE WITH THE LAW

We comply with all laws applicable to our business and within the countries where we do business. Where laws conflict with this Code or you are unsure of the correct action to take, you must consult a member of the Legal team. Line managers responsible for business activities within a country of operation must ensure that our business processes are in compliance with the law. We apply the higher standard where there are differences between the law or regulations and the requirements of the Code.



### ANTI-BRIBERY AND CORRUPTION

Bribery refers to any inducement or reward for any form of improper conduct by a person in the performance of their role or employment. Bribery can be in the form of cash as well as non-monetary forms such as the offer of a gift, job for an individual or family member, travel, accommodation or use of company assets such as a company vehicle.



**Petra does not tolerate any form of fraud, bribery or corruption. We conduct our business fairly and transparently and we do not exercise improper influence on any individual or entity.**

We comply with the anti-bribery and corruption laws of the countries in which we operate, including the South Africa Prevention and Combating of Corrupt Activities Act 2004, and the Tanzania Prevention and Combating of Corruption Act 2007, CAP 329 R.E. 2019. We are required to comply with the UK Bribery Act 2010 which



has potential extra-territorial application throughout our business. As we operate and report in US dollars, we need to ensure that we do not breach the US Foreign Corrupt Practices Act 1977 (FCPA) which also has wide extra-territorial scope.

We do not offer, promise or give, nor do we request, agree to receive or accept, any bribe of any description or value to reward the improper performance of someone's duties or for any other purpose. This applies to anyone who works for, or provides services to, Petra.



## PUBLIC OFFICIALS

Under the UK Bribery Act (as well as the FCPA and under other anti-bribery legislation), there are specific legal risks connected with providing, or being perceived to provide, a financial or other improper advantage to a Public Official in any jurisdiction. An individual can be found liable for an offence under bribery legislation if they seek to influence a Public Official, with the aim of obtaining business or some other form of advantage, which could have serious consequences for the individual, Petra and the Public Official.

The definition of a Public Official is broad but includes:

- Any director, employee, officer, consultant, agent or representative of a government department, agency or ministry (e.g. immigration, customs, permitting, finance, tax, mining, minerals etc.);
- Employees and board members of state-owned companies or enterprises (e.g. where the government has a majority or controlling interest, including through board voting rights);
- Any judge, official or other person carrying out duties within the judicial system;
- Any member of the police or military;
- A member, officer, employee or representative of the legislature (including national, provincial and municipal spheres of government);
- Any political party or party official or any candidate for political office;
- Any official or agent of a public international organisation (e.g. organisations with membership of sovereign states, such as the World Bank Group, United Nations, African Union, European Union); and
- Any other categories described by law in the jurisdictions where Petra operates.



## EXPENDITURE RELATED TO PUBLIC OFFICIALS

During the course of normal business, there will be occasions where Petra may incur costs for a Public Official in relation to an event, meeting or other activity linked to our business, such as to pay for transport and accommodation for an official or other regulatory visit as required by law or when complying with regulations. Reasonable and proportionate expenditure intended for these purposes is not prohibited. However, as part of our compliance with anti-corruption laws that apply to our business, Petra is required to demonstrate a high degree of transparency, governance and controls when processing and approving expenditure related to a Public Official. All staff must ensure compliance with the Public Officials Expenditure Policy which sets out the process for obtaining management and/or Ethics and Compliance approval and for transparently recording all expenditure via the online Public Officials Expenditure Online Register (a link to the online register is available on the Ethics and Compliance page of the intranet).





## POLITICALLY EXPOSED PERSON (“PEP”)

A PEP is a person who has previously held or currently holds a high profile Public Official or other position appointed by a government or public international organisation. It is also a person who is a close relation or business associate of a PEP or who is closely connected to a PEP.

A PEP includes former Public Officials, such as: heads of state; senior politicians; senior government, judicial or military officials; senior executives of state-owned corporations; important political party officials; or senior members of public international organisations or their boards.

PEPs are considered to present a higher compliance risk in transactions by virtue of the potential or perceived influence they may have in decision-making. While it is not prohibited to engage with a PEP, due diligence must be applied to identify and mitigate any compliance risk. If you have any questions about whether someone is a PEP or where the presence of a PEP has been identified during an engagement or transaction, seek advice from the Group Risk, Assurance and Compliance Manager or a member of the Legal team.

If you fall within the definition of a PEP or are a close relative or associate of a PEP, it is compulsory for you to disclose this in the Declaration of Interest Online Register (a link to the online register is available on the Ethics and Compliance page of the intranet). The information will be treated in confidence and only used to manage any perceived risk of influence in any transaction you may be involved in that raises a potential conflict of interest.



## FACILITATION PAYMENTS AND SMALL BRIBES

A “facilitation payment” is generally an unofficial payment to a Public Official to expedite or secure performance of a routine or administrative duty which that person is already obliged to perform and where such payment would exceed what is properly due.



**Petra does not permit facilitation payments.**

Whilst in some countries it may be common to provide a small payment to Public Officials with the intention to speed up a routine, non-discretionary action to which the person is already entitled, such as to progress the issue of a visa faster, enabling goods to clear customs, obtaining a permit or jumping a queue, such payments are prohibited under the Code.

Where a facilitation payment has been requested or made inadvertently, it must be immediately reported to the Group Risk, Assurance and Compliance Manager or the Group General Counsel & Company Secretary.



### QUESTION

*“If I, or say a supplier, want to get something done faster and pay a little extra or a tip directly to a Public Official without involving Petra, is this ok?”*



### ANSWER

There is a risk that informal and unofficial payments to Public Officials are a form of facilitation payments, which is prohibited at Petra. Suppliers acting on behalf of Petra, or whilst delivering work for Petra, are not allowed to make facilitation payments or other payments that are illegal or not transparent. If in doubt, seek advice from your Legal team.





## DURESS AND EXTORTION

If you are ever in an exceptional situation where demands are being made for a bribe or facilitation payment and you genuinely consider that your health, safety or security will be threatened if a payment is not made, then you can pay the minimum amount possible to remove yourself from the danger. However, you must immediately report the facts to the Group Risk, Assurance and Compliance Manager, the Group Security Manager or the Group General Counsel & Company Secretary, so that appropriate action can be considered.



## GIFTS AND HOSPITALITY

Petra recognises that during the course of normal business, gifts and hospitality may be exchanged with third parties to, for example, promote more effective business relationships, to show respect for local customs and traditions or even to show appreciation for one another. However, gifts and hospitality must be reasonable, transparent, recorded, approved and subject to monitoring so that Petra can demonstrate that gifts and hospitality have a genuine business purpose and have not been made to obtain/retain business or other advantage.



**Any gift or hospitality must be offered or received in the name of Petra, and not in a personal capacity.**

Inappropriate, frequent or lavish gifts or hospitality can result in an actual or perceived conflict of interest or the development of an obligation on the part of the recipient or could be considered as bribery. Exercising poor judgement with respect to offering, giving, accepting or receiving gifts and hospitality could result in a breach of the law with serious consequences for individuals and Petra.

All staff must comply with the Gifts and Hospitality Policy. Immediately record any gift or hospitality in the Gifts and Hospitality Online Register (a link to the online register is available on the Ethics and Compliance page of the intranet).

### YOU ARE REQUIRED TO



ensure that gifts and hospitality:

- Are only to maintain good business relationships and have a business goal;
- Are customary in the relevant profession or commercial practice;
- Remain limited and reasonable in value (see monetary thresholds in the Gifts and Hospitality Policy);
- Comply with applicable laws and regulations; and
- Are not contrary to public morals.

### YOU MUST NOT



- Accept a gift or hospitality that is excessive in monetary value or lavish in nature with no genuine business purpose;
- Solicit gifts or hospitality from an individual or an organisation;
- Offer, give or receive cash or cash equivalent (e.g. gift vouchers or loans);
- Exchange gifts or hospitality while engaged in a tender process, business negotiation or litigation;
- Offer, give or receive gifts in the form of services or other benefits in kind (for example, the promise of employment);
- Submit a disclosure dishonestly or submit false information intentionally; and
- Offer or give gifts or hospitality to Public Officials without prior approval, and unless permitted under the Public Officials Expenditure Policy.



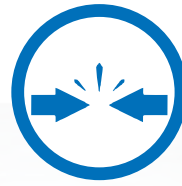
## QUESTION

*“The team has received tickets to a cricket hospitality event from a supplier. Is it ok to accept and can I use one for a friend?”*



## ANSWER

If the supplier is extending an offer of hospitality to your team with a view to building relationship and networking in a business context, then it may be ok to accept provided you have received approval prior to accepting the tickets via the Gifts and Hospitality Online Register and as long as there is no breach of the Gifts and Hospitality Policy (e.g. no hospitality is to be accepted during an active tender period). However, corporate hospitality shall only be accepted where there is a genuine business purpose, so you cannot use one of the tickets for a friend.



## CONFLICT OF INTEREST

Petra respects the privacy of staff in their personal affairs and activities. However, a conflict of interest can occur when a member of staff's personal, financial, social, business, political or other interests or activities compromise or interfere, or have the potential to compromise or interfere, with the member of staff's ability to make objective business decisions and judgments and to act in the best interests of Petra in carrying out their work. A conflict of interest also extends to a member of staff obtaining a direct or indirect personal, financial or other benefit as a result of his/her association with any stakeholder that transacts with Petra.

There are many different ways in which a conflict of interest can arise and a few examples of these include, without limitation:

- having another job or other affiliation with current or prospective competitors, suppliers or other business partners of Petra;
- managing or engaging with a member of staff or a third party with whom you have or had a close personal or business relationship; for example, hiring or supervising a family member or managing a contract with a company owned by a friend and where you are in a position to influence their salary, performance rating, or terms of employment or the relevant contract;
- having a financial interest or investment in a supplier, business partner, competitor or customer of Petra; and
- accepting lavish gifts and invitations or hospitality or favours from a business partner (such as supplier, joint venture partner or competitor) which may impair your ability to make objective decisions about them.

All staff must comply with the Declaration of Interest Policy. If you have a potential, perceived or actual conflict of interest, then you must declare this to your line manager using the Declaration of Interest Online Register found on the Ethics and Compliance page of the intranet.





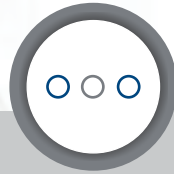
### QUESTION

*"I am always objective in my decision-making but what should I do if a friend is bidding for work with Petra?"*



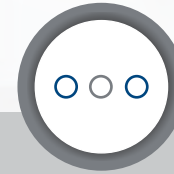
### QUESTION

*"My spouse has just been elected as the local mayor. I do not engage in politics, but is this relevant to the Code?"*



### ANSWER

If you are involved in the selection process for a contract which your friend is bidding for, you should disclose this conflict to your line manager via the Declaration of Interest Online Register and then follow the mitigation actions as instructed to you, which may include removing yourself from the selection process. A close personal relationship with a supplier can be perceived as favouring a supplier, particularly during a tender process. You should also inform the relevant Tender Committee.



### ANSWER

Staff closely connected to high profile Public Officials are classed as a Politically Exposed Person (PEP). As per the Declaration of Interest Policy, staff who are classed as a PEP must disclose this via the Declaration of Interest Online Register. This is to ensure that we have full transparency internally, can remove you from any conflict of interest, and can demonstrate that we do not seek to act on any perceived or potential conflict of interest. However, it does not mean that you will be penalised in any way.





## FRAUD

Fraud involves using deception and/or abuse of one's position to make a personal gain or advantage for oneself dishonestly and/or to create a loss for another.

Situations where fraud can manifest itself include:

- Deliberately and knowingly altering, concealing, destroying or forging records or information to misrepresent the actual state of affairs, e.g. concealing Petra's losses or wrongdoing by yourself or others;
- Presenting false information, including documentation, in order to gain an advantage or avoid negative consequences of actions, e.g. presenting false certificates for qualifications not obtained;
- Acting under false pretences in a matter where you stand to gain from the outcome of your actions, e.g. recommending the services of a supplier in which you have an interest;
- Committing any act as above, purportedly on behalf of Petra, to the detriment of any third party; and
- Where proof is found that false information or documentation was submitted while applying for reimbursement from Petra, e.g. submitting a travel claim using a fraudulent hotel bill.

Fraud is a breach of our ethical standards and is not tolerated by Petra in any form. All functions and country offices should assess their fraud risks and respective controls in line with the Group Enterprise Risk Management Framework.



**If you have any reason to suspect that fraud is taking place, you should report this immediately to your line manager, the Group Risk, Assurance and Compliance Manager or via the Tip-Offs Hotline.**



## INSIDER DEALING

Insider dealing refers to an illegal situation where an individual, either directly or through one or more intermediaries (e.g. brokers, agents, banks etc.), deals in shares of a company while in possession of inside information relating to that company.

“Inside information” is information which:

- has not been made public;
- is specific and precise relating to the securities of a particular company; and
- if it were made public, would be likely to have a significant effect on the price of the company's shares or its assets.

Insider dealing is a criminal offence in many countries and can be punishable by fines or imprisonment. Although it is most likely that you will, at certain times, have inside information in relation to Petra, it is possible that you may, from time to time, possess inside information relating to Petra's business partners or other stakeholders which will then similarly restrict your ability to trade in their shares. It is important that you treat any non-public information relating to Petra or its stakeholders as confidential. Please refer to our Share Dealing Code to understand the clearance procedures and requirements that must be followed in order for PDL Directors and Petra employees to be able to deal in Petra's shares.







## COMPETITION/ ANTI-TRUST LAW

Petra competes fairly and honestly and we only acquire information about our competitors by legal and ethical means. We do not engage in price-fixing or any other anti-competitive behaviour.

If your work involves dealings and meetings with competitors, you must ensure that you are fully briefed on the implications of competition law. If you are in any doubt about how these laws apply to your work for Petra, you should obtain advice from the Legal team.



## POLITICAL CONTRIBUTIONS AND ACTIVITIES

Our policy is to remain politically neutral. Petra does not make any political contributions, whether in kind or in cash, to political candidates, parties, committees or their representatives. We do not participate in any way in the political processes of host countries. If a request for political contribution is received, the Group General Counsel & Company Secretary must be consulted.

You may choose to become personally involved in political activities as long as you undertake these on your own behalf, in your own time and without using any Petra resources or involving Petra in any way. You will need to inform your line manager and your local HR representative in such a case, and to disclose this in the Declaration of Interest Online Register where necessary. Any information or discussion you have with HR or any disclosure you submit in the Declaration of Interest Online Register shall be treated as confidential. This process helps us to manage any compliance risk and achieve transparency internally, whilst ensuring there is no hindrance to your civic and political rights.



## EXPORT CONTROLS, SANCTIONS AND TRADE RESTRICTIONS

Sanctions and trade restrictions are legal instruments used to maintain international peace and security. These can be imposed on governments, individuals, companies or an industry sector, typically to curtail their activity seen as a threat to others. The laws and regulations governing these restrictions are complex and subject to change.

Designated individuals and entities are continually updated on international sanctions and watch lists, such as those compiled by the United Kingdom, the European Union, the United Nations, the USA, or the World Bank Group. As a result, we perform risk-based due diligence when engaging with third parties and periodically check whether our business partners are on international sanctions and watch lists as part of our compliance with sanctions and trade restrictions. Sanctions breaches are serious and can expose staff personally and Petra alike.

If you are responsible for the export or re-export of any items, (including equipment, materials, software or services), you must be aware of trade restrictions and ensure that they are complied with. You must also ensure that the correct level of due diligence screening on a third party is performed prior to contract award.



## PREVENTING THE FACILITATION OF TAX EVASION

Tax evasion is the deliberate, fraudulent evasion or cheating of the public revenue of tax that is lawfully due. Tax evasion is a criminal offence. Petra has a zero tolerance for tax evasion and the facilitation of tax evasion, irrespective of the type of tax or duty, i.e. corporation tax, income tax, value added tax, customs and excise duties, stamp duty, stamp duty land tax, national insurance contributions (and their equivalents in any jurisdiction).

We require staff and those acting on our behalf to not engage in the facilitation of tax evasion. We comply



with anti-tax evasions laws, including: the South Africa Income Tax Act 1962; the Tanzania Income Tax Act, Cap 332 R.E 2019; and the UK Criminal Finances Act 2017 which makes companies criminally liable if associated persons (broadly employees, suppliers, contractors, sub-contractors, agents and intermediaries) engage in the facilitation of tax evasion by a third party while performing services for that company.

We implement controls to identify and prevent tax evasion and maintain procedures to safeguard against risk from associated persons who facilitate tax evasion knowingly. If you are concerned that you may have identified tax evasion within Petra or the facilitation of tax evasion by an associated person, you must report this to the Group Risk, Assurance and Compliance Manager or Finance Director or Group General Counsel and Company Secretary.



## ACCURATE FINANCIAL ACCOUNTS AND RECORDS

There are strict rules and regulations governing financial transactions in all of the jurisdictions in which we operate, including the accurate reporting of production, and other business information.

We must ensure that we keep and only report accurate and complete information, whether financial or non-financial in nature, in order to support good business decisions and to comply with our legal and regulatory obligations, as well as to meet our responsibilities to our stakeholders.

We must maintain effective accounting policies, standards and procedures, and we design and execute internal financial controls to ensure that all financial transactions are properly authorised, recorded and reported, in order to identify and respond to any error, fraud or misstatement. All books, records and accounts must reflect all business transactions accurately, transparently and in sufficient detail.



### QUESTION

*“A supplier is asking to be paid to one of their bank accounts located overseas, in a different currency, and not in the same country where the contracting entity is registered. Is this ok?”*



### QUESTION

*“I have realised one of the calculations in our corporate reporting is incorrect but the report has already been published. What should I do?”*



### ANSWER

You are correct to question this as such an arrangement could constitute tax evasion. You should contact your local Finance Manager or local Legal team for advice.



### ANSWER

You should immediately escalate this issue to your line manager so the appropriate action can be taken and controls put in place to avoid this situation occurring again in the future. We do not penalise those who act in good faith – speaking up helps us to make sure we put things right.



## ANTI-MONEY LAUNDERING

Money laundering is a term used to describe methods of concealing or disguising the origins and proceeds of illegal transactions. There are strict laws and regulations aimed at punishing those who carry out or assist with the carrying out of money laundering transactions. If you are ever asked to accept or make a payment in cash to a bank or other beneficiary, or if you are uncomfortable about any aspect of a financial transaction, then always seek advice from your line manager or a member of the Finance or Legal teams.

Wherever possible, cash transactions should be avoided as the use of cash is less traceable than automated transactions, and may have the potential to result in illegal transactions, money laundering, lack of transparency and fraud. Where it is unavoidable, cash transactions or petty cash facilities must be approved by management with all transactions being properly and transparently accounted for and supported by adequate documentation. An effective system of monitoring and verification of cash transactions and periodic reconciliation of cash balances should be implemented to obtain assurance on adequacy of controls around physical cash.

## WHAT IS REQUIRED OF YOU



- Seek the appropriate level of authorisation in accordance with the Delegation of Authority for financial and commercial transactions;
- Ensure that every transaction and all business data is honestly and accurately recorded;
- Ensure that the correct level of due diligence is conducted on prospective third parties prior to transaction; and
- Report any suspicion or knowledge of falsification or inaccurate information.

## YOU MUST NOT



- Operate outside the limits of your delegated authority;
- Overlook red flags such as requests to receive payments from, or make payments into, bank accounts unrelated to the transacting party; and
- Circumvent, by-pass or over-ride established internal controls.







## BUSINESS PARTNERS

*“We will continually seek to ensure our business partnerships are fair, raise ethics standards and learn from one another.”*



### BUSINESS PARTNERS

It is important to us that we work with business partners that operate legally and ethically, free from fraud, bribery, corruption, financial crime and human rights violations. In this Code, references to “business partners” means our joint venture partners, customers, international and local suppliers, subcontractors, agents, advisors, consultants or other entities with whom Petra does business.

If you are responsible for managing contracts with business partners (as a contract owner or budget holder), you should monitor business partner activity to ensure that they are adhering to contractual requirements including, where relevant, compliance with our business ethics and compliance clauses.



### FAIR AND EQUITABLE TREATMENT

We must always be able to demonstrate fairness and transparency in our dealings with potential business partners. For suppliers, the Group Supply Chain Policy provides further detail on the requirements for selecting suppliers.

You must not put yourself in a position where you apply undue influence to a contract award or interfere in any way with the tendering process, irrespective of your seniority or position at Petra. If you are involved in a tendering process, you must declare any actual or potential conflict of interest as described in the relevant section of this Code.



## DUE DILIGENCE

The laws that govern our business require that we perform due diligence on prospective business partners prior to entering a contract or other agreement with them. Due diligence is an important process that allows us to understand the background, capability and potential risks and liabilities associated with a business partner so that we can mitigate compliance risks.

We conduct due diligence on our business partners on a risk-based basis, which includes consideration of risks related to fraud, bribery and corruption, tax evasion, sanctions and trade restrictions, and human rights and labour conditions violations. The level and complexity of the due diligence varies according to the perceived risk.

Our third party due diligence process includes screening against sanctions and trade restriction lists and, where required, issuing a due diligence questionnaire, in line with the Ethics and Compliance Due Diligence Policy and, where relevant, the Supplier Compliance Due Diligence Procedure. In the case of higher perceived risks, the due diligence may, for example, extend to the commissioning of an independent, external assessment.



## SUPPLIERS

If you are responsible for selecting a supplier, you must comply with the Supplier Compliance Due Diligence Procedure. This sets out the responsibilities of staff in the due diligence process, the procedure to be followed and the recording requirements.

During the supplier selection process, the Supply Chain Department, with support from the Ethics and Compliance or Legal team where required, will conduct the due diligence and:

- Determine the risk exposure of the service we seek to procure;
- Perform compliance database screening and/or issue a due diligence questionnaire to the prospective supplier; and
- Review the responses to our questionnaire and determine whether they meet Petra's compliance requirements.



### QUESTION

*"We are setting up a new contract with an existing supplier. They are a credible company and used by everyone in the industry. We've never had any issue with them. Is due diligence necessary?"*



### ANSWER

Yes, the supplier due diligence process is mandatory. Since we update and strengthen our due diligence process from time to time, it is important you follow the Supplier Compliance Due Diligence Procedure to ensure the supplier can be updated or onboarded onto the due diligence system if they meet the due diligence criteria. You should allow sufficient time for due diligence to be completed – seek advice from the Supply Chain Department.



Where activity is perceived as higher risk, we exercise greater oversight. Higher risk activities may include those which involve an interface with Public Officials, high value transactions or where there is a heightened risk of sanctions or human rights violations.

If you manage a contract or relationship (as a 'Contract Owner'), you are expected to:

- Proactively monitor performance and delivery of, and compliance with, the contractual terms;
- Document and follow up on any performance issues or deviations from the contract;
- Ensure that any agreed remedial actions or improvements are implemented within the agreed timescale;
- Encourage business partners to raise any ethical challenges or concerns and ensure that they are fully supported in resolving these; and
- Periodically remind business partners of their obligations.

## WHAT IS REQUIRED OF YOU



- Immediately report any activity or behaviour that breaches the law or this Code; and
- Carry out refresher due diligence on the business partner when required to do so under Petra's
- due diligence procedures.

Under certain laws that apply to our business, we may be liable for the actions of our business partners should they breach compliance standards. It is therefore important that we take appropriate action where we consider a business partner has not met our expectations or contractual obligations, and/or is in breach of law or this Code.

# Tip-Offs Hotline **Talk to us**

in the language of your choice, 24 hours a day, 365 days a year



PetraDiamonds

**Deloitte.**

Toll Free:  
Phone Call:  
Fax:  
Email:  
Post:  
Website:

0800 007 247  
+27 31 571 5573  
+27 31 560 7395  
tothehotline@tip-offs.com  
KZ 138, Umhlanga Rocks, 4320  
www.tip-offs.com



**Call the Tip-Offs Hotline with information you may have regarding fraud, corruption or other workplace crime.**

The Company is committed to doing the right thing by pursuing cases of a criminal nature in order to secure a conviction.



# COMMUNITIES AND SUSTAINABILITY

*“Positive relationships with local communities are vital to ensuring the sustainability of our mines and maintaining our social licence to operate.”*



## HUMAN RIGHTS

We place a significant emphasis on human rights, and we are committed to supporting and advancing the human rights principles set out in the United Nations Universal Declaration of Human Rights, and the UN Guiding Principles on Business and Human Rights (UNGPs). We also support and comply with human rights legislation in the jurisdictions in which we operate, including gender equality, respect for freedom of thought and association, the prohibition of slavery, child labour and discrimination of customs and cultures.



**We will make every effort to prevent our activities having a negative impact on human rights. If negative impacts occur, we will take immediate steps to remedy the situation.**

We align our recruitment and employment principles with the International Labour Organization Declaration on Fundamental Principles and Rights at Work. We do

not tolerate child, forced or bonded labour in any of our operations or by suppliers working for us. We also respect the role human rights defenders play in supporting and raising any concerns with regards to possible human rights offences at our operations.



## ANTI-SLAVERY

We recognise that the nature and context of our business and supply chain exposes Petra to the potential risk of instances of modern slavery and human trafficking. As part of our risk-based pre-contractual due diligence, we will ask our suppliers to confirm their compliance status regarding modern slavery, human trafficking and child labour. We publish our Modern Slavery and Human Trafficking Statement on our website annually, which includes an evaluation of potential risks in our business and in our supply chain.



Staff must familiarise themselves with the Human Rights Policy Statement and consult the Respecting Human Rights Defenders Procedure for more information.

## WHAT IS REQUIRED OF YOU



- Report any actual or suspected breaches of Petra's Human Rights Policy Statement by any individual or business partner working for or on behalf of Petra; and
- Check that risk-based due diligence has been embedded in the selection of all suppliers if you are responsible for managing a contract or relationship with a supplier.

## YOU MUST NOT



- Engage in situations that could be interpreted as tolerating or being complicit in any human rights abuses.



## COMMUNITIES AND SOCIAL INVESTMENT

Petra has formally structured corporate social investment programmes at all of its operations, both as required by mining legislation in the jurisdictions in which we operate and on a discretionary basis. The initiatives supported include infrastructure development, poverty relief, capacity building, health, education, environmental initiatives and other projects in partnership with authorities and non-profit organisations, as well as direct support through assistance and grants to causes with merit.

It is important that the communities affected extract maximum benefit from these initiatives. Since project funding, sponsorships, assistance or donations could lend themselves to illegal and/or unethical conduct such as fraud or misappropriation, or could be interpreted as a bribe, appropriate due diligence should be carried out to ensure that the recipients are

bona fide and to provide assurance that any such funding, sponsorship or donation be used for its intended, legitimate purpose.

To maximise the value and impact of our social investments, the Group Corporate Social Investment (CSI) & Sponsorship Policy must be followed when selecting or authorising new projects, sponsorships, charitable donations, capital grants and sharing time and skills. In particular, Petra shall consider a social investment project only if the beneficiary organisation is a non-profit organisation, a registered charity or a legally constituted social enterprise with a strong link to one of the locations in which Petra is based and to one of our social investment focus areas.

## WHAT IS REQUIRED OF YOU



- Ensure that corporate social investment funding, sponsorship or assistance is clearly documented, transparent and approved in accordance with Petra's Delegation of Authority;
- Ensure that due diligence is conducted on prospective implementing business partners or beneficiaries and ensure they are legitimate and credible organisations; and
- Escalate due diligence red flags to your line manager.

## YOU MUST NOT



support corporate social investment or sponsorships for an organisation or an activity which:

- has a political or religious purpose;
- has links to a political party;
- is for purposes adverse to Petra's interests;
- supports individuals for their personal gain;
- is outside the scope of the Group CSI & Sponsorship Policy (unless special approval was obtained); or
- could be perceived to be a breach of the Code, or of our Gifts and Hospitality Policy.



## QUESTION

*"I have received a request from one of the main political parties to sponsor a charity event they are hosting. Is this allowed?"*



## ANSWER

At Petra, we make sure we are always politically neutral and therefore we cannot support the work of a political party, even if this for a charity event. You should inform the Group Sustainability Manager of this request and politely decline it, citing the position under our Code.



## GOVERNMENT AND STAKEHOLDER ENGAGEMENT

Petra recognises that every aspect of our business interacts with stakeholders, and all our stakeholder relationships impact both directly and indirectly on our business and its reputation. As a group, we continue to build strong relationships with all our stakeholders through effective engagement processes. This engagement ensures we maintain trust in our business, identify risks and opportunities, uphold our social licence to operate, and create shared value. Staff involved in stakeholder management should comply with the Stakeholder Engagement and Management Policy which outlines who our stakeholders are, our methods of engagement, our commitment to ongoing, meaningful engagement and how we seek to continually improve on engagement opportunities.

We also aim to ensure that all government engagement is conducted with integrity, respect and transparency and that we are never seen to be seeking undue or unfair influence in a country's policies and politics.



## LOBBYING AND ADVOCACY

We support industry bodies and groups that represent our sector in our countries of operations and we choose carefully those organisations that conduct their work ethically and fairly. We recognise that lobbying and advocacy is the process of engaging with government to influence the outcomes of decision-making in relation to applicable laws and regulations.

As a business, we do not believe in exerting undue influence on communities, governments, business partners and other stakeholders to achieve a favourable position for Petra. We shall comply with applicable national and international laws, and regulations on political engagement and lobbying, including registration and reporting requirements, where required. Staff must ensure that such engagement with government is led or approved by a member of the executive committee (EXCO).

## WHAT IS REQUIRED OF YOU



- Contact your Sustainability team and obtain EXCO approval for any expenditure on activities that could be considered as lobbying or direct government engagement;
- Ensure compliance with applicable local lobbying laws, tax and financial reporting requirements and the Code; and
- Ensure that the contracts of all third party intermediaries appointed to make representations to governments on behalf of Petra also meet these requirements.



## YOU MUST NOT



- Take part in policy discussions related to Petra's business with any Public Official unless you are an authorised company spokesperson or have obtained prior consultation with the Sustainability team and approval from EXCO; and
- Appoint political or public affairs consultants to engage with government on Petra's behalf unless the correct due diligence checks have been completed, and a written contract is in place that complies fully with all applicable registration and reporting laws, including anti-corruption laws.







## PROTECTION OF INFORMATION AND ASSETS

*“Information protection is as important as the protection of our assets.”*



### SECURITY OF OUR PEOPLE, PROPERTY AND PRODUCT

The security of all the resources we have at our disposal to achieve our objectives and thereby unlock value for our stakeholders is of utmost importance, whether it be people, company property or the product we extract – diamonds.

We advance the security of our people by striving towards safe and secure workplaces and communities, the latter through active involvement via responsible social investment and partnerships with the local authorities.

We believe in the right of ownership and will ensure the security of our property by employing appropriate systems and procedures.

Our product is diamonds, which are valuable and easily hidden, and the loss of which could lead to non-profitability of our operations and loss of employment of our own staff and industry partners. Security of our product is therefore non-negotiable and we will employ all necessary legally compliant means to protect our diamonds from theft or loss.

We will therefore not condone any Illegal Diamond Trade (“IDT”), including the aiding and abetting of IDT, and we will independently and in cooperation with relevant authorities take the necessary legal steps to prevent or curb it.



### INFORMATION AND DIGITAL SECURITY

With cybercrime on the increase, we all have a part to play in protecting Petra's data, information IT systems and industrial control systems.

We must all ensure that we observe good discipline in protecting information classified as confidential and for internal purposes only, relating to matters such as the acquisition and disposal of assets, financial transactions, knowledge and strategy. You must presume that all information regarding our activities, reports, research and development work conducted by us or on our behalf is classified as confidential. Breaches of data and information security can lead to a loss of competitive advantage, a breach of the law, a breach of contract and ultimately, damage to the



business. Our information assets include hardcopy material (printed or written) as well as information that is verbally transmitted and information that is stored digitally.

Staff must ensure that they protect Petra systems and information from unauthorised access, use, disclosure or loss at all times. The duty to keep this information confidential continues even after your employment/contract or engagement with Petra ends. Any confidential information which is provided to us by a business partner or other third party must be treated in the same manner as our own.

### For more information



For more information, please refer to the Information Security Policy and the IT Policy.



## INTELLECTUAL PROPERTY AND COPYRIGHT

Petra carries out its business in accordance with the framework of intellectual property laws that apply in the respective countries where we operate. You must ensure that your use of any published information resources complies with relevant legislation and with the terms of our licence agreements with publishers and distributors. Our intellectual property includes physical or electronic data, reports, confidential business information, inventions, designs, videos and copyright materials and you must be careful to protect it and use it properly. We respect the intellectual property of others when it is in our care and you must protect it in the same manner as our own. Materials or publications subject to copyright may have legal restrictions on their use, copying or distribution and you must ensure that you are aware of any legal restrictions that apply and abide by these at all times.



## EXTERNAL COMMUNICATIONS

You must not engage in, disclose or partake in any public communication regarding Petra or its business to the press or media, analysts, investor community or any interest group unless authorised to do so. If you are approached or contacted with a request for information, then you should refer it to your line manager and the Petra Investor Relations and Corporate Communications team, and comply with the Communication Management Policy at all times.



## SOCIAL MEDIA

All staff who use or engage in conversations on social media (Twitter, Facebook, LinkedIn etc.) must take care that they do not speak on behalf of Petra unless authorised by the Investor Relations and Corporate Communications team and set out in your role profile. You must not engage or partake in conversations that might be seen as defamatory or hate speech or associated with spreading false information. Inaccurate or misleading statements could cause misunderstandings, violate commercial contracts or confidentiality agreements, result in liability for Petra and/or its staff, damage relationships and/or break the law.



## WHAT IS REQUIRED OF YOU



- Be aware of any legal restrictions on the use or disclosure of information that you use;
- Be alert to external work environments and ensure that you keep confidential information secure;
- Use strong passwords;
- Think before you click on links and report suspected phishing emails;
- Keep your workstation clear of confidential information, store documents securely and lock computer screens when not in use;
- Encourage others to adopt good information security practice;
- Report any information security breaches of which you become aware; and
- Protect Petra's information assets and intellectual property.

## YOU MUST NOT



- Click on websites, emails or weblinks that appear suspicious;
- Share passwords or write them down;
- Disclose confidential information to unauthorised persons, including after you have left the organisation;
- Access, create or download media or websites which contain illegal, offensive or indecent material or images; and
- Make any public communication or statement, including on social media, regarding Petra or its business unless authorised to do so.



## PERSONAL USE OF IT SYSTEMS

It is accepted that there may be occasional personal use of Petra's IT systems, including laptops and phones. However, you must adhere to the restrictions set out in the Acceptable Use of Information & Communication Technology (ICT) Policy, and personal use should not be at a level that distracts you from, or interferes with, fulfilling your duties for Petra.



## EMAIL AND DATA OWNERSHIP

Petra reserves the right, without notice, to review and monitor information and communications you may create, store, transmit or receive on Petra's IT systems. Access to, and disclosure of, any such information or communication is permitted at Petra's discretion where there is an applicable business reason and subject to appropriate authorisation. Business reasons include, but are not limited to: compliance, monitoring use of telephone and computer systems, suspicion of misconduct, a breach of the Code, criminal activity and cyber security monitoring of network and computer system activity.



## DATA PROTECTION

Everyone has rights with regard to the way in which their personal information is handled. During the course of its activities Petra will collect, store and process personal data about its employees, contractors, consultants, suppliers, customers and other third parties in accordance with the relevant privacy and personal information protection laws. All staff or third parties who act on our behalf and process personal data must implement appropriate measures to ensure and demonstrate that any data processing is performed in compliance with our internal processes and data protection laws, in particular the South Africa Protection of Personal Information Act 2021, the EU General Data Protection Regulation and the UK Data Protection Act 2018. Access to personal information must be restricted to those staff members who have a legitimate need for that information.



## ASSET PROTECTION

All staff members are responsible for protecting Petra's assets, which include people, property, facilities, equipment, IT equipment, industrial control systems, funds, technology, patents, copyright, information and data, and any other resources or property. All staff members are responsible for protecting such assets against waste, loss, damage, misuse, theft, misappropriation or infringement, and for using all such assets responsibly.





## SPEAKING UP

*"We want everyone to feel able to report concerns without fear and speak up with confidence."*



### OUR COMMITMENT TO SPEAKING UP

We aim to foster an ethical and professional environment where we all display appropriate behaviour, in compliance with the Code and all applicable laws and regulations, including the South Africa Protected Disclosures Act 2000, the Tanzania Whistle-blower and Witness Protection Act 2015, and the UK Public Interest Disclosure Act 1998. We provide training on the Code and continue to raise awareness of the Code to maintain an open and transparent culture.

All staff are responsible to act in accordance with the requirements set out in the Whistleblowing Policy and this Code. Please read the Code carefully, so as to understand it and be able to apply it, and seek advice when you are uncertain of what the correct action would be.

It is your personal responsibility to promote this Code. If you suspect or become aware of any violation of the Code or have concerns that some activities carried out by others may breach the Code, you should report your concern to your line manager, in the first instance.

In addition, any staff in a supervisory position has the additional responsibility to support those reporting to them and ensure the appropriate action is taken.

We also appeal to our business partners and business partners' personnel working with Petra to report any suspected or actual concerns.



**Petra will not tolerate retaliation in any form, including victimisation, harassment or disciplinary action, against an individual who speaks up in good faith even if the concern is later found to be factually incorrect or untrue.**

We will treat all reported cases seriously and with integrity, establish the facts and take appropriate action. If needed, we will carry out a formal investigation as per our Investigations Framework and follow formal disciplinary procedures if and as required. In the event of a breach of the law, we will, where appropriate or required, inform relevant authorities or law enforcement agencies. Throughout this process, the rights (and if necessary, the identity) of the person who reported the breach, as well as that of the accused, will be protected.





## SHOULD I REPORT IT?

If you are not sure whether something should be reported, you can ask yourself the following questions:

**01** Does the action you are concerned about comply with our Code?

**02** Is it Legal?

**03** Does it conform to our Values?

**04** How would it appear if it was reported in a newspaper?

**05** Would others consider it irresponsible to ignore a concern or potential concern?







## WHAT TO REPORT

You can report any concern, whether you are sure of the event or you simply suspect it in good faith. In particular, you should report anything that is unsafe or unethical, breaches our Code or could harm an individual or Petra such as, for example:

- ✓ Endangerment of health and safety;
- ✓ Illicit Diamond Trade;
- ✓ Bullying, discrimination or harassment (sexual or otherwise);
- ✓ Human rights and labour conditions violations;
- ✓ Damage or a threat to the environment;
- ✓ Commission or intention to commit a criminal offence;
- ✓ Bribery, corruption, fraud, money laundering, tax evasion or theft;
- ✓ Failure to comply with a legal obligation or regulatory requirement applicable to Petra's business;
- ✓ Failure to protect company assets, financial or otherwise;
- ✓ Management circumvention, by-passing and/or overriding of internal controls;
- ✓ Misrepresentation or misuse of information, including intellectual property;
- ✓ Any other breach of Petra's Code of Ethical Conduct; or
- ✓ Any attempt to conceal or cover up any wrongdoing, including any of the above.



## QUESTION

*"I worry about reporting a concern anonymously because will it not be easy to work out the concern came from me?"*



## ANSWER

We appreciate it takes courage to report a concern and there may be fear of negative consequences. We will always honour the trust that is placed in the Speaking Up process and ensure that confidentiality is maintained. When we receive a report anonymously, we focus our attention on the concern raised and not on the identity of the person submitting a report. Where we receive a report from someone who provides their details, we ensure that any investigation is conducted in a manner that will not reveal the identity of the person submitting a report.



## HOW TO RAISE CONCERNS

All members of staff are empowered and free to raise a concern internally. The most common method of raising a concern is to discuss it with your line manager. Management has a responsibility to listen to any concern raised and must ensure that it is properly addressed or escalated to an appropriate person who is able to address your concern.

If a member of staff has a concern, they can raise this via their line manager in the first instance or, where it is not appropriate or they do not feel comfortable to do so, to another member of staff such as:

-  the Head of Department or Function;
-  the Group Security Manager;
-  the Group Risk, Assurance and Compliance Manager;
-  the Group General Counsel & Company Secretary; or
-  a member of the Legal team, Security team or the local HR representative.

However, for any individual worried about raising concerns internally, there is an external, confidential and independent service provided by Deloitte which is called Tip-Offs Hotline. The hotline enables a member of staff or a third party to report a concern 24 hours a day, 7 days a week via phone, email, post or online. This reporting can be made anonymously, if preferred, noting that it is often harder to investigate allegations and provide feedback where the person making the allegation chooses to remain anonymous. In such instances, it is important that as much detail as possible is provided as this will improve the chances of resolving the concern raised.

Business partners and other stakeholders are also able to raise concerns directly to their Petra contract representative or via Tip-Offs Hotline.

All concerns reported via Tip-Offs Hotline are treated seriously, in strict confidence and are submitted to Petra's Group Risk, Assurance and Compliance Manager, and Company Secretary team, who consider whether an investigation into the concern is appropriate. Individuals raising concerns can speak up in their language of choice. Provided that we are able to contact you, we will acknowledge receipt of your concern, and will inform you whether or not an investigation will be carried out into the concern.







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