

|                         |                                                        |                                      |               |
|-------------------------|--------------------------------------------------------|--------------------------------------|---------------|
| <b>Policy Name:</b>     | Code of Conduct and Business Ethics                    | <b>Policy No.</b>                    | PO-LE-02      |
| <b>Originator</b>       | Legal Counsel                                          | <b>Issue No.</b>                     | I             |
| <b>Distribution</b>     | Debswana Board of Directors, Employees and Contractors | <b>Effective Date</b>                | 01/07/2014    |
| <b>Next Review Date</b> | 01/01/2016                                             | <b>Related Procedures/Guidelines</b> | See Clause 27 |

## I. INTRODUCTION AND PURPOSE

- 1.1 As a responsible corporate citizen Debswana is committed to upholding honesty and integrity in the conduct of its business, including its relationships with employees and external stakeholders, including business partners and the community.
- 1.2 Therefore, the purpose of this Code of Conduct and Business Ethics ("the Code") is to provide a clear framework within which officers and employees of Debswana should conduct themselves to preserve its integrity and reputation.
- 1.3 Whereas Debswana has policies, internal procedures and business processes that regulate and govern various aspects of its operations, the Code serves as an embodiment of the ethical values that guide employees and company officers in acting and making decisions in a manner that upholds Debswana's reputation. Debswana also expects its partners, contractors and visitors to abide by the principles set out in this Code.

## 2. VALUES AND CORE PRINCIPLES

- 2.1. Debswana is committed to conducting its business in compliance with all applicable laws and has a Legal Risk Management Policy, as well as supporting compliance tools to assist employees uphold this commitment in the execution of their responsibilities.
- 2.2. Debswana's officers and employees are expected to conduct themselves with propriety, absolute trustworthiness and integrity at all times with regard to the Company's product.
- 2.3. Employees are required to exercise probity in their personal financial affairs. While it is not the intention of Debswana to interfere in the private lives of employees, it reserves the right to take appropriate disciplinary action against an employee whose management of their personal financial affairs brings Debswana's name into disrepute or may put Debswana at risk in any other way.
- 2.4. Employees are expected to commit themselves to living Debswana's values because it is the right thing to do. Debswana's values are:
  - 2.4.1. **Pull Together** - 'Being united in purpose and action, we will turn the diversity of people, skills and experience into an unparalleled source of strength'
  - 2.4.2. **Be Passionate** - 'We will be exhilarated by the product we sell, the challenges we face and opportunities we create'
  - 2.4.3. **Build Trust** - 'We will always listen first, then act with openness, honesty and integrity so that our relationships flourish'
  - 2.4.4. **Show we Care** - 'The people whose lives we touch, their communities and nations and the environment we share, all matter deeply to us. We will always



think through the consequences of what we do so that our contribution to the world is real, lasting and makes us proud'

- 2.4.5. **Shape the future** - 'We will find new ways. We will set demanding targets and take both tough decisions and considered risks to achieve them. We will insist on executional excellence and reward those who deliver'

## **SECTION 2 – STANDARDS AND CONDUCT**

### **3. RESPONSIBLE LEADERSHIP**

- 3.1. Managers have a special responsibility to be role models and to lead according to the ethical and compliance standards espoused in this Code and applicable laws in both their words and deeds.
- 3.2. Managers must personally lead the ethics and compliance efforts by preventing, detecting and responding to ethical and compliance issues.
- 3.3. Managers must encourage and recognise compliance with the Code and ethical efforts at all times, including when appraising and rewarding employees.
- 3.4. Managers are expected to promote open and honest two-way communication and to demonstrate consideration and respect for the dignity of each employee. They must create an environment where employees feel comfortable to raise ethical and compliance concerns without fear of retaliation.

### **4. TREATMENT OF EMPLOYEES**

#### **4.1. Employment Practices**

- 4.1.1. Debswana is committed to complying with all laws pertaining to freedom of association, collective bargaining, prohibition of discrimination, forced and child labour, as well as laws regulating terms and conditions of employment.
- 4.1.2. Employment, promotion and development decisions shall be based on merit. In addition to relevant qualifications and prior experience, merit includes an individual's skills, performance, values, leadership and other job related criteria.
- 4.1.3. Debswana's remuneration and employee development philosophy shall reward employees based on their individual performance, initiative, enterprise and contribution to Debswana. The underlying philosophy shall be exceptional reward for exceptional effort.
- 4.1.4. Debswana's localisation policy seeks to identify, reward, and provide training and development for citizen employees who demonstrate both technical and leadership competency for the job.
- 4.1.5. Debswana recognises employees' right to freedom of association, specifically the right of employees to join or not to join a union of their choice within the constraints of the law and collective agreements, and shall deal honestly and fairly with representatives of the union involved.
- 4.1.6. Employees with illness and/or disabilities including HIV/AIDS may continue to work, provided that they are able to perform the jobs which they were employed to do satisfactorily and do not present a safety or health hazard to themselves or others.



## 4.2. Discrimination and Harassment

- 4.2.1. Debswana is committed to providing an environment free of discrimination based on race, union membership, colour, religion, gender, national origin, ethnic background, culture, sexual orientation, age, religion, socio-economic status, marital status or disability.
- 4.2.2. Any form of harassment, bullying or intimidation manifested in any form such as for example derogatory oral or written comments, violence, physical abuse, unwelcome sexual advances or threats is unacceptable. Incidents of sexual harassment must be reported as provided for in Debswana's *Sexual Harassment Policy*.
- 4.2.3. Employees are encouraged to curb incidents of harassment and intimidation by speaking out early when other employees' conduct causes them some discomfort. Debswana will take action against inappropriate behaviour which shows a lack of respect for others or which leads to others feeling threatened.

## 5. HEALTH, SAFETY AND ENVIRONMENT

### 5.1. Responsibility for Health and Safety

- 5.1.1. Debswana places a high priority on providing a safe and healthy working environment and will act positively to eliminate any health, safety and environmental hazards.
- 5.1.2. Employees are responsible for their own safety and the safety of other employees. At work every employee shall take reasonable care of himself/herself, other employees, equipment and machinery which may be affected by his/her acts or omissions.
- 5.1.3. Employees have a responsibility for reporting accidents, near misses, injuries, unsafe equipment or practices, to their supervisor or relevant official as soon they become aware of such risks, hazards or unsafe conditions.
- 5.1.4. Employees must make every effort to obey all the health and safety laws, regulations, policies and procedures. This shall include compliance with Debswana's *Medical Check-up and Surveillance Policy*.

### 5.2. Alcohol and Drug Free Workplace

- 5.2.1. Due to the nature of Debswana's operations and its commitment to Zero Harm it is a disciplinary offence for any employee to report to work or carry out any official duties while under the influence of any substance, including alcohol, or non-medically prescribed drugs, that may affect their ability to perform their work activities safely and effectively.
- 5.2.2. Security officers may perform random alcohol and drugs tests at points of entry of Debswana's mines and specific work areas and in and around offices and general work areas where appropriate or indicated.
- 5.2.3. When a supervisor, safety officer or safety steward has reasonable suspicion that an employee has reported for duty under the influence of alcohol or non-medically prescribed drugs, the supervisor may immediately require such employee to take a test for alcohol or non-medically prescribed drugs. Such test



may include a breathalyser or blood test. Furthermore, the supervisor, or safety officer or safety steward may suspend the employee from duty pending an investigation as soon as possible thereafter.

- 5.2.4. Refusal to take such a test shall constitute an offence which may result in dismissal.
- 5.2.5. It is the right thing for employees to observe their peers and to alert relevant officials and/or supervisors when a fellow employee appears to be under the influence of alcohol or non-medically prescribed drugs while at work.
- 5.2.6. Employees who have an addiction or problem with alcohol or non-medically prescribed drugs can seek assistance as provided by Debswana's *Alcohol and Drug Related Problems Policy* and the *Employee Assistance Programme*.
- 5.2.7. Debswana has designated smoking and non-smoking areas throughout all its operational sites in accordance with the *Control of Smoking Act of 1992*, as amended from time to time. Employees shall as far as practicable be protected from passive smoking at the workplace.

### 5.3. **HIV/AIDS and Wellness**

- 5.3.1. Debswana is committed to the prevention and management of the HIV/AIDS, as well as the wellness of employees. All HIV/AIDS mitigation programs shall comply with internationally accepted norms with respect to confidentiality, testing and non-discrimination.
- 5.3.2. Debswana encourages employees' personal wellness and from time to time provides various initiatives in support of this.
- 5.3.3. Debswana has comprehensive peer education based training/awareness programmes to prevent infections and provides free, confidential voluntary counselling services.
- 5.3.4. Debswana has a Disease Management Program which provides anti-retroviral therapy for infected employees, their life partners and dependants. Infected employees, their partners and dependants are encouraged to enroll on the disease management program and to steadfastly comply with treatment protocols.
- 5.3.5. Debswana provides services and facilities for the prevention and management of HIV/AIDS. Only individual employees can use such services and facilities. It is the responsibility of employees to fully utilise these services and to protect themselves from infection by changing any behaviours and habits that enable the spread of HIV infection.

### 5.4. **ENVIRONMENT**

- 5.4.1. Debswana respects the environment and is committed to complying with all applicable laws and policies for the protection of the environment and sustainable use of the world's natural resources.
- 5.4.2. Debswana shall take all reasonable steps to minimise the impact of its operations on the environment. An environmental impact assessment study shall be conducted prior to undertaking any project.



- 5.4.3. Employees are required to support this commitment by complying with environmental laws and policies and to use their best efforts to properly use resources available to them and avoid waste of resources so as to reduce Debswana's carbon foot print.

## **6. CARE AND PROTECTION OF DIAMONDS AND ASSETS**

### **6.1. Protection of Diamonds**

- 6.1.1. Debswana is committed to the Kimberly Process and its objective of a diamond industry free of conflict diamonds. Debswana shall take all the necessary precautions and security measures to ensure that diamonds from its operations do not find their way into the illicit diamond market where they may be used to fund conflicts or for money laundering purposes.
- 6.1.2. Employees are obliged to comply with these precautions and security measures at all times. Employees must not steal diamonds or get involved in illicit diamond trafficking in any way. Employees who are aware of or have any information relating to illicit diamond trafficking must promptly report to the Security Manager or General Manager or via the Ethics Hotline.

### **6.2. Protection of Assets**

- 6.2.1. Employees who have access to or have been entrusted with Debswana's assets, shall follow the correct procedure for their use, handling and disposal and protect such assets from loss, misuse, theft or damage. Assets include but are not limited to: plant, equipment, funds, credit cards, property, intellectual property, consumables, materials, computer hardware and software.
- 6.2.2. Employees shall ensure that Debswana's assets are used only for proper business purposes and any other purpose approved by management. Under no circumstances may Debswana assets or property be used for violation of the law.
- 6.2.3. Where an employee's position requires Debswana's funds to be spent, it shall be the individual's responsibility to exercise good judgment and to ensure that proper value is received by Debswana for such expenditures.
- 6.2.4. If any employee becomes aware of any evidence that Debswana's assets may have been or may be used in a fraudulent or improper manner, they shall immediately advise their supervisor, Head of Department or alert the Security Manager or report to the Ethics Hotline.

### **6.3 Purchasing**

- 6.3.1 Purchasing decisions must be based on their value to Debswana. The choice of supplier must be based on the suitability of their product or service in terms of, price, delivery, quality and Debswana's guidelines relating to safety, environment and employment practices.
- 6.3.2 The purchasing process must comply with all the documentation required by the information management systems. As a minimum the documentation must specify the product or service required, identify the supplier, the price and basis for payment.
- 6.3.3 It is the responsibility of the employee who authorises each payment to ensure that the amount paid is commensurate with the product purchased or services rendered.
- 

## **7. POLITICAL ACTIVITIES BY EMPLOYEES**

- 7.1. Debswana respects the right of employees to participate in the democratic political process by, for example, joining political parties of their choice, voting or taking an active part in politics in their free time.
- 7.2. Employees shall make sure that their political interests do not conflict with their responsibility towards Debswana. Furthermore, such interests must not require employees to be away from work or impact on their expected output and delivery in any way.
- 7.3. Employees who wish to stand for election as a Councillor or Member of Parliament may do so, provided they resign from employment with Debswana after winning elections and before they assume office.
- 7.4. In the exercise of their political interests employees should take care and make sure that their views and opinions are not construed to be those of Debswana.
- 7.5. Employees may not make any donation to a political party in the name of Debswana or use any asset, property, funds or company time for the support of political parties, committees or candidates.
- 7.6. Meetings of a political nature or campaigning for political support or donations during working hours shall be strictly prohibited.

## **8. RELATIONSHIPS WITH OTHER MEMBERS OF STAFF, SUPPLIERS, CONTRACTORS**

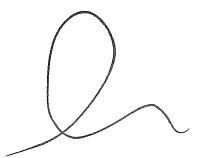
- 8.1 Debswana does not concern itself with the private lives of its employees, unless these affect its effective operation or its reputation.
- 8.2 Employees who are relatives or who have a close personal relationship should not normally have a supervisory, assessing or authorising relationship with each other.
- 8.3 Employees must inform their line manager if they have a close personal relationship with another employee, a Debswana supplier or contractor or other stakeholder which could be considered by colleagues or others, as impacting on the way they conduct themselves at work.

## **9. PERFORMANCE**

Debswana expects employees to follow all reasonable rules and instructions given by those supervising or managing their activities and/or work areas.

## **10. CONDUCT OUTSIDE WORK**

Debswana does not seek to dictate how employees conduct themselves in their personal lives outside work. However, unlawful, anti-social or other conduct by employees which may bring Debswana into disrepute, will be dealt with through the disciplinary process.



## 11. DRESS CODE

Debswana does not operate a formal dress code, other than for employees who are provided with uniforms and/or mandatory personal protective clothing for their own safety. However, employees must ensure that their dress is appropriate for the situation in which they are working and that they present a professional image and one that reflects sensitivity to the perceptions of other colleagues and stakeholders with whom they have contact. Clothing may reflect one's ethnicity and lifestyle, but should not be sloppy, provocative or cause offence to those with whom they have contact.

## 12. OUTSIDE EMPLOYMENT

- 12.1 During the course of their employment employees may not enter into any other form of employment or occupation regardless of the time spent on such employment or occupation without prior authorisation.
- 12.2 Employee shall disclose to Debswana, immediately upon taking up employment, any other employment or occupation, whether for monetary gain, or not, which the employee continues to undertake. Employees shall refrain from such activity if required to do so.
- 12.3 Serving in any capacity for any organisation or Government body requires prior approval by an employee's Head of Department. Any outside activity must not interfere with an employee's job or cause any harm to Debswana.
- 12.4 Unauthorised collections, selling, trading, gambling, betting and formal lotteries and sweepstakes on Debswana's premises and during working hours shall be strictly prohibited. Trading includes acting as an agent for any commercial entity.

## SECTION 3 – BUSINESS INTEGRITY

(This section has been adopted from the *Anglo Business Integrity Policy and Performance Standards*)

## 13. GIFTS, ENTERTAINMENT AND EXPENSES

### 13.1 Offering or providing gifts, entertainment and hospitality

- 13.1.1 The exchange of modest gifts and entertainment may help to build goodwill and this policy is not intended to detract from the desirability of fostering good relations with business partners and other stakeholders through legitimate, occasional social interactions.
- 13.1.2 However, offering or providing inappropriate gifts or entertainment may cause embarrassment to Debswana and damage its reputation. Particular concerns arise when the offering of gifts and entertainment may be connected in some way with an actual or potential business transaction or regulatory approval. Even if the intent is not corrupt, there is still a risk that a recipient or an objective third party may perceive the gift or entertainment to be an attempt to gain an improper advantage.
- 13.1.3 Any gift or entertainment is always unacceptable if it:
  - is offered or made in exchange for a contract, a permit or any other specific benefit,
  - is offered to obtain an improper advantage in the conduct of business,
  - is in breach of local or international bribery laws,
  - would be considered unacceptable if offered by a supplier or business partner to one of our own employees, and



- would, if it became public, adversely affect our reputation.

### **13.2 Receiving Gifts, Entertainment and Hospitality**

13.2.1 Debswana has a responsibility to ensure that its dealings with suppliers are based on objective decisions and are not influenced by gifts or favours. Employees are prohibited from soliciting or receiving gifts and entertainment including favours, goods, gratuities, money and services that:

- may create a sense of obligation,
- may influence or be perceived to influence their business judgment, or
- may create, or appear to create, a conflict between an employee's personal interests and those of Debswana.

13.2.2 Only gifts which are branded promotional materials of nominal value may be accepted from suppliers and service providers of Debswana. These should be declared in line with existing policies relating to gifts, entertainment and expenses.

## **14. CONFLICTS OF INTEREST**

- 14.1 Employees must avoid actual or perceived conflicts of interest, involving themselves or close relatives and where such a conflict has the potential to arise must draw this to the attention of their line manager and any other designated person in terms of the Code.
- 14.2 Decisions made on behalf of Debswana must be based only on Debswana's best interest. Caution must be exercised to ensure that such decisions are not influenced or motivated by personal considerations or relationships. Relationships with existing and potential suppliers, contractors, regulators etc, and must not interfere with the exercise of sound and independent judgment.
- 14.3 Employees and their spouses are not allowed to participate in any company, partnership or other vehicle, which conducts business directly with Debswana. This does not preclude employees from holding shares in listed securities and publically traded securities in companies doing business with Debswana.
- 14.4 Employees must make annual declaration of their personal interests, including shareholdings in companies, partnerships or other vehicles, directorships and trusteeships to the Company.
- 14.5 Employees are not allowed to solicit any Debswana Board member or prominent public person or body for the purpose of personal gain.

## **15. FACILITATION PAYMENTS**

- 15.1 Debswana prohibits the making of facilitation payments. A facilitation payment is a payment of nominal value made to a low level government official whose duties are essentially administrative in nature in order to secure the performance of routine governmental non-discretionary actions to which the payer is legally entitled. Examples of such payments include for the processing of a visa application or connecting power or water supplies, when all relevant requirements have clearly been met.
- 15.2 It is recognised that occasionally payments may be demanded under duress. Duress may be defined as a situation of actual or threatened violence, imprisonment or other personal threat to coerce person to enter into an agreement or to do an act against their will. The threat may be to the person themselves or to others. Under such circumstances, employees are not expected to risk or compromise on their safety or security or that of others.

- 15.3 While Debswana does not expect any employees to compromise their safety or security or that of others in order to comply with this Code, employees are required to report any incidence where they have been threatened or intimidated so that appropriate action can be taken to prevent any recurrence.

## **16. USE OF COMPANY ASSETS**

- 16.1 Debswana will not, either directly or indirectly through intermediaries and other third parties, offer, promise or provide money, goods, utility of company assets or anything of value, or otherwise exercise improper influence in its business relationships, with the intention of obtaining a contract, permit or any other specific benefit or any improper advantage in the conduct of business. This applies both to Debswana's relationships with governmental organisations and officials and in its dealings with the private sector. Debswana will not tolerate any such activity by its employees or business partners.
- 16.2 The use of company assets, such as premises, equipment or vehicles, free of charge represents something of value for the intended recipient. Company assets should not be provided for the personal or discretionary use of customers, public officials or other third parties where there is no underlying proper business purpose or clear public benefit.
- 16.3 Similarly, employees should not abuse company-issued credit cards. Such should be used solely and exclusively for genuine business-related expenses.

## **17. POLITICAL DONATIONS**

Debswana will not make donations for political purposes to any politician, political party or related organisation, an official of a political party or candidate for political office in any circumstances either directly or through third parties.

## **18. INTERACTIONS WITH GOVERNMENT OFFICIALS AND LOBBYING**

- 18.1 Debswana promotes honest and constructive engagement with government at all levels. It will consult widely with people who are affected by its activities and proceeds in its dealings with governments and public officials in a transparent and ethical way.
- 18.2 Debswana will not, either directly or indirectly through intermediaries and other third parties, offer, promise or provide money or anything of material value or otherwise seek to exercise improper influence in its business relationships, with the intention of obtaining a contract, permit or any other specific benefit or any improper advantage in the conduct of business.
- 18.3 This applies both to relationships with governmental organisations and officials and in dealings with the private sector. Debswana will not tolerate any such activity by its employees or business partners.

## **19. CHARITABLE DONATIONS AND SOCIAL AND COMMUNITY INVESTMENT AND ENTERPRISE DEVELOPMENT ACTIVITIES**

- 19.1 Debswana is committed to making a meaningful and lasting contribution to the communities within which it operates and to the nation at large. Donations to worthwhile community activities that meet Debswana's Corporate Social Investment Policy criteria are made in line with the provisions of the policy.



19.2 Employees who represent Debswana in community outreach programs or are invited to represent Debswana in any activity are not allowed to commit or promise that Debswana shall make any donation without prior authorisation.

19.3 Debswana takes care, however, that such donations should not work primarily to the benefit of a particular government official, politician or party and put controls in place to ensure that the donations are not misused by third parties. Donations, social and community investments should not be made if these either create or have the potential to create, the perception of impropriety.

19.4 In Debswana's dealings with communities and their representatives it will act transparently and in good faith at all times.

## **20. SPONSORSHIPS**

Sponsorship may not be promised, offered or provided in exchange for a contract, permit or specific regulatory benefit. Sponsorships should not be offered to obtain an improper advantage in the conduct of business or if these are likely to be perceived as having such intention.

## **21. RETENTION AND PAYMENT OF INTERMEDIARIES AND MERGERS, ACQUISITIONS, JOINT VENTURES AND ASSOCIATES**

21.1 Debswana's reputation can be damaged by the actions of third parties such as advisers, suppliers, agents, contractors, lobbyists and joint venture partners and the company could find itself liable for their actions. It is never acceptable for a third party to carry out an act on Debswana's behalf which, were it done by Debswana directly, would be a breach of this policy.

21.2 In order to protect against the risk of bribes being paid indirectly, Debswana is committed to:

- taking all reasonable steps to ensure that its business partners understand and comply with this Code,
- investigating the reputation and qualifications of its business partners and carrying out formal due diligence, where appropriate, to satisfy itself of business partners' integrity and bona fides,
- putting in place appropriate controls and checks to monitor the use of its funds or resources by third parties purporting to act on the company's behalf, and
- ensuring that subsidiary, joint venture and associate companies have equivalent processes in place.

21.3 Debswana is committed to thoroughly investigating the background, reputation, ethical and cultural values of any company it might invest in, acquire or partner with, as well as the nature of investments it thereby inherits.

## **SECTION 4 – INFORMATION SECURITY**

### **22. ACCESS, CONFIDENTIALITY AND PROTECTION OF INFORMATION**

Information about Debswana and its operations is proprietary and shall not be used for any purpose other than that which is in the interests of the Company. Company officers and employees shall keep Debswana's information secure and limit its access to those who need access to such information in order to perform their jobs or further the best interests of the Company.



To ensure the privacy and confidentiality of Debswana's information, the following principles shall be observed:

- 22.1 Only such personal information as is necessary for Debswana's operations or as required by law should be collected, used and retained. Information should only be retained as long as it is needed by Debswana or as required by law.
- 22.2 Employees undertake not to disclose any information pertaining to Debswana, and the way in which Debswana conducts its business. This includes any information specifically marked confidential, not generally known to the public such as for example information about employees, their salaries and HIV status, Debswana's projects and business transactions, and any information that third parties have entrusted to Debswana.
- 22.3 Employees are not allowed to use material "inside information", that is information gained by virtue of being an employee of Debswana, for personal gain or to divulge such information to third parties, unless such information is reported publicly.
- 22.4 Any unauthorised disclosure or use of confidential information shall constitute serious misconduct. This undertaking shall remain binding even after the employment relationship has come to an end.

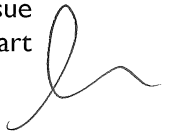
## **23. ACCURACY AND NON-ERASURE OF INFORMATION**

- 23.1 Accurate and reliable records are necessary to meet Debswana's legal and/or financial reporting obligations and to make responsible business decisions.
- 23.2 Debswana's financial books and records shall reflect transactions in a timely, accurate and unbiased manner and conform to both required accounting principles and Debswana's internal controls. False or artificial entries are not permissible. Payments to third parties may only be made for the purposes provided in the supporting documentation.
- 23.3 Employees shall not tamper with or make erasures to Debswana's documents or computer records without authority. Any alterations shall be initialled legibly and if in the opinion of Debswana an alteration or erasure is or is likely to be misleading or detrimental to Debswana, disciplinary action may be taken.
- 23.4 In order to protect Debswana's computer records, employees are not allowed to use disks, or any other devices that store data, that have not been checked for the presence of viruses and approved by the Information Management Department for use.

## **24. PRESS STATEMENTS, INTERVIEWS AND DONATIONS**

### **24.1 Communicating with the Media**

- 24.1.1 Debswana strives to maintain a courteous and professional relationship with organisations and persons with whom it conducts business as well as with Government authorities and the public. Communication with and from such parties shall be dealt with promptly, accurately and professionally.
- 24.1.2 In order to ensure that communication with the media is handled in accordance with this provision, media request for information about Debswana must be directed to Group Manager - Corporate and Public Affairs.
- 24.1.3 Except with prior authority of the Managing Director, Group Manager - Corporate and Public Affairs, and the General Managers no employee shall issue any press statement, or give any interview, or submit for publication, or take part



in any public debate or discussion on any matter relating to the business of Debswana or purporting to express the views of Debswana on any matter.

24.1.4 Employees shall separate their personal roles from Debswana when communicating in their personal capacity and not as agents of Debswana. Employees shall ensure that they are not identified with Debswana when pursuing personal, political, or charitable activities, unless this identification has been specially authorised in advance by the General Manager or Managing Director.

## **SECTION 5 – ADMINISTRATION**

### **25. BREACH OF THE CODE AND RAISING CONCERNS**

- 25.1 If any employee becomes aware of any illegal or unethical conduct, in breach of this Code, by anyone working on behalf of Debswana, then they should report it in line with 25.5 below.
- 25.2 The safety and security of employees is of paramount concern and it is not expected that anyone should risk their safety or life to ensure compliance with this Code. However employees are encouraged to report incidents of violation of the Code, concerns relating to ethical and compliance issues and breaches of policies and the law as soon as they become aware of such incidents. The employee's identity and the information provided shall be confidential and shared on a "need-to-know" basis with those responsible for resolving the concerns.
- 25.3 Retaliation is a gross violation of the Code. Debswana prohibits any form of retaliation, be it overt or covert against anyone who has raised a concern or assisted in the investigation or resolution of an ethical or compliance concern. Retaliation is a ground for disciplinary hearing which can lead to summary dismissal.
- 25.4 No Code can guarantee ethical behaviour, only individuals can. The Code is not a substitute for each employee's responsibility to use their common sense, exercise their intelligence and good judgment and to seek guidance when the situation requires them to do so. The Code covers some of the most important issues relating to personal conduct, and gives a framework of standards and behaviour guidelines, but it is not intended to be exhaustive.
- 25.5 Employees have a personal responsibility to ensure that their actions comply with the spirit and provisions of this Code. If employees have questions or concerns about illegal or unethical conduct, it is advisable to seek clarity before making any decision or acting on the matter.
- 25.6 Employees who seek clarity or guidance or want to raise ethical concerns or report violations of the Code or the law, have a choice to raise these issues through either their supervisor, Head of Department, Legal Counsel / Advisor, Human Resources Manager, Security Manager, General Manager, Head of Internal Audit or anonymously through the Ethics Hotline, in line with the *Ethics Hotline Policy*.
- 25.7 Debswana will take action where there is any breach of this Code or a failure to discipline such breach. This includes disciplinary action where deemed appropriate. Such action may lead to disciplinary censure up to and including dismissal.
- 25.8 Each employee is required to familiarise themselves with the Code.



## 26. BINDING EFFECT AND COMPLIANCE

26.1 This Code shall form part of the terms and conditions of service and is binding on all employees of Debswana.

26.2 The Code may be amended from time to time by Debswana, by giving notice to employees.

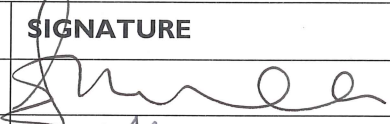
## 27. RELATED POLICIES AND PROCEDURES

The related procedures guidelines are as follows:-

1. Group Ethics Hotline Policy SER/GE/004
2. Group Employee Wellness Policy
3. IM High Level Security Policy IM-PO-001
4. Debswana Environment Policy SHE-E-003
5. Debswana Safety & Health Policy SHE-SH-001
6. Gifts, Entertainment & Expenses Policy LE-001-II
7. Legal Risk Management Policy PO-LE-01
8. Records Retention Policy LE/RM/001
9. Communications Policy PO-PCA-001
10. Fraud Response Policy SEC/GO/002
11. Procurement Policy SER/SC/100
12. Debswana Group IT User Policy IM-PO-009

## CONTACT

Questions related to this Policy can be sent to Legal Department at [legal@debswana.bw](mailto:legal@debswana.bw)), phone number 3614229.

|            | TITLE                                   | NAME             | SIGNATURE                                                                             |
|------------|-----------------------------------------|------------------|---------------------------------------------------------------------------------------|
| ORIGINATOR | Legal Counsel                           | Mrs L Tema       |  |
| APPROVAL   | Debswana Board Chairman                 | Mr P J C Mellier |  |
| APPROVAL   | Debswana Board Audit Committee Chairman | Mr S M Sekwakwa  |  |