

MINEXX SARL ANTI- CORRUPTION AND ANTI- BRIBERY POLICY

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Role	Head of Responsible Sourcing	Role	General Manager
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Signature		Signature	

1. PREAMBLE

Minexx SARL recognizes that corruption is one of the principal risks facing the Artisanal and Small-Scale Mining (ASM) sector.

Corruption undermines good governance, facilitates the illicit trade of minerals, fuels conflict, harms local communities, and exposes the company to legal, financial, and reputational risks.

Minexx SARL adopts a **zero-tolerance** policy toward all forms of corruption, in accordance with the laws of the Democratic Republic of the Congo and internationally recognized standards.

2. PURPOSE

This Policy aims to:

- Prevent corruption in all its forms;
- Protect the integrity of Minexx SARL's operations;
- Promote a culture of ethics and compliance;
- Ensure compliance with applicable national and international laws and regulations; and
- Strengthen the confidence of business partners, investors, and local communities

3. SCOPE

This Policy applies to:

- All employees;
- Directors;
- Officers and senior management;
- Consultants;
- Contractors;
- Suppliers;
- Subcontractors;
- Mining cooperatives;
- Mineral traders; and
- Any individual or entity acting on behalf of Minexx SARL.

4. LEGAL AND REGULATORY FRAMEWORK

This Policy has been developed in accordance with, among others, the following legal and regulatory instruments:

4.1 Democratic Republic of the Congo Legislation

- Constitution of the Democratic Republic of the Congo;
- Mining Code (Law No. 007/2002 as amended by Law No. 18/001 of 2018);
- Mining Regulations;
- Congolese Penal Code (offences relating to corruption, extortion by public officials, embezzlement, and influence peddling); and
- Law on combating money laundering and the financing of terrorism.

4.2 International Standards and Frameworks

- OECD Due Diligence Guidance for Responsible Supply Chains of Minerals from Conflict-Affected and High-Risk Areas;
- ICGLR Regional Certification Mechanism;
- EITI Standard (Extractive Industries Transparency Initiative);
- ISO 37001 – Anti-Bribery Management Systems; and
- United Nations Guiding Principles on Business and Human Rights.

5. DEFINITIONS

For the purposes of this Policy:

Corruption: The offering, promising, soliciting, or accepting of an undue advantage in order to influence a decision or obtain an improper benefit.

Bribery: The offering, giving, receiving, or soliciting of a financial or non-financial advantage intended to secure preferential treatment or an improper advantage.

Facilitation Payment: A payment made to expedite or secure the performance of a routine administrative action or procedure.

Conflict of Interest: A situation in which an individual's personal interests interfere, or appear to interfere, with the interests of Minexx SARL.

Public Official: Any person holding or performing a public office or public function.

6. FUNDAMENTAL PRINCIPLES

Minexx SARL is committed to the following principles:

- Zero tolerance for corruption and bribery;
- Integrity;
- Transparency;

- Accountability;
- Traceability;
- Respect for human rights;
- Respect for local communities;
- Prevention of conflicts of interest; and
- Continuous improvement.

7. ANTI-CORRUPTION GOVERNANCE

The Management Board approves this Policy and oversees its implementation.

The Compliance Officer is responsible for:

- Overseeing the anti-corruption management system;
- Conducting corruption risk assessments;
- Leading internal investigations;
- Coordinating anti-corruption training and awareness programs; and
- Preparing annual compliance reports.

Each manager is responsible for promoting a culture of integrity within their area of responsibility.

Every employee is personally responsible for complying with this Policy.

8. CORRUPTION RISK ASSESSMENT

Minexx SARL conducts a corruption risk mapping exercise at least once a year, covering in particular:

- Permit issuance;
- Procurement and purchasing activities;
- Mineral transportation;
- Mineral exports;
- Cash payments;
- Relations with public authorities;
- Site security;
- Recruitment processes;
- Contract awarding and procurement procedures; and
- Mining cooperative activities.

Each risk is assessed based on:

- Its likelihood;
- Its potential impact;
- Existing controls; and
- Corrective measures.

9. CORRUPTION RISK ASSESSMENT



Minexx SARL conducts a corruption risk assessment at least once a year. The assessment includes, but is not limited to, the following areas:

- Permit issuance;
- Procurement and purchasing;
- Mineral transportation;
- Mineral exports;
- Cash payments;
- Interactions with public authorities;
- Site security;
- Recruitment and hiring;
- Procurement and contracting processes; and
- Mining cooperative activities.

Each identified risk is assessed based on:

- Its likelihood;
- Its potential impact;
- Existing controls and mitigation measures; and
- Required corrective actions.

10. FACILITATION PAYMENTS

Minexx SARL strictly prohibits facilitation payments, even where such payments are commonly practiced.

Any employee who is requested to make a facilitation payment must:

- Refuse to make the payment;
- Report the incident immediately; and
- Document the circumstances surrounding the request.

In the event of an immediate threat to the safety or security of any person, an exceptional payment may only be made where absolutely necessary. Such payment must be reported without delay and will be subject to review by Management.

11. DONATIONS, SPONSORSHIPS, AND POLITICAL CONTRIBUTIONS

All donations and sponsorship activities must:

- Serve a legitimate business or charitable purpose;
- Be conducted in a transparent manner;
- Be approved in accordance with the Company's internal procedures; and
- Be accurately recorded in the Company's books and records.

Minexx SARL does not make political contributions on behalf of the Company unless such contributions are expressly permitted by applicable law and have been approved in accordance with the Company's internal procedures.

12. CONFLICTS OF INTEREST

All employees and other personnel acting on behalf of Minexx SARL must promptly disclose any actual, potential, or perceived conflict of interest that could compromise their impartiality or interfere with the interests of the Company.

All conflict-of-interest disclosures shall be reviewed by the Compliance Officer, who will recommend appropriate mitigation measures, including recusal from decision-making, reassignment of responsibilities, enhanced oversight, or any other measures deemed necessary.

13. RELATIONS WITH PUBLIC AUTHORITIES

All interactions with public authorities shall be conducted in accordance with the principles of legality, transparency, and traceability.

Any request for a payment or benefit that is not authorized by applicable law must be refused and reported immediately through the appropriate internal reporting channels.

14. MANAGEMENT OF BUSINESS PARTNERS

Before entering into any business relationship, Minexx SARL conducts appropriate due diligence on prospective business partners, including, but not limited to, the following:

- The partner's identity;
- The partner's reputation;
- Ownership structure;
- Ultimate beneficial ownership;
- Any history or allegations of corruption; and
- Compliance with applicable legal and regulatory requirements.

All contracts with business partners shall include anti-corruption clauses, audit rights, and provisions allowing for suspension or termination of the contractual relationship in the event of non-compliance with this Policy or applicable anti-corruption laws.

15. FINANCIAL CONTROLS

Minexx SARL implements financial controls that are proportionate to the identified corruption risks, including:

- Segregation of duties;
- Approval of payments in accordance with established authorization thresholds;
- Regular bank reconciliations;
- Retention of supporting documentation and accounting records; and
- Periodic internal audits.

16. NON-FINANCIAL CONTROLS



Minexx SARL implements non-financial controls through established procedures governing procurement, human resources, asset management, supplier selection, and operational approvals to prevent, detect, and mitigate corruption risks.

17. MINERAL TRACEABILITY

Minexx SARL is committed to maintaining a reliable mineral traceability system throughout its supply chain, in accordance with applicable due diligence requirements and industry standards.

Any falsification of records, unlawful mixing of minerals, or concealment of the origin or source of minerals constitutes a serious violation of this Policy and may result in disciplinary action and other appropriate legal or contractual measures.

18. REPORTING AND WHISTLEBLOWER PROTECTION

Minexx SARL provides employees and business partners with access to a confidential reporting mechanism for reporting suspected violations of this Policy or concerns related to corruption.

All reports made in good faith shall be reviewed promptly, fairly, and with due diligence. No employee or other individual shall be subjected to retaliation, intimidation, discrimination, or any other adverse action for raising a concern or reporting a suspected violation honestly and in good faith.

19. INTERNAL INVESTIGATIONS

Any credible allegation of corruption, bribery, or other misconduct under this Policy shall be subject to a prompt, impartial, and properly documented internal investigation, conducted with due respect for the rights, dignity, and confidentiality of all individuals involved.

20. DISCIPLINARY MEASURES

Depending on the severity of the misconduct, disciplinary measures may include:

- Formal warning;
- Suspension;
- Termination of employment;
- Termination of contractual relationships; and
- Reporting to the relevant authorities where required or justified by law.

21. TRAINING AND AWARENESS

All employees shall receive training appropriate to their roles and responsibilities upon joining the Company and on a periodic basis thereafter.

Business partners exposed to corruption risks may also be provided with awareness-raising initiatives and guidance on anti-corruption requirements.

22. AUDIT AND CONTINUOUS IMPROVEMENT

The anti-corruption management system shall be subject to regular assessments to verify its effectiveness and identify opportunities for improvement.

23. ROLES AND RESPONSIBILITIES

Management, the Compliance Officer, department managers, and all employees have clearly defined responsibilities to ensure the effective implementation of this Policy.

24. REVIEW

This Policy shall be reviewed at least every two years, or whenever there are significant changes in corruption risks, applicable regulations, or the Company's organizational structure.