



Speak up/ reporting of violations policy

February 2021

SPEAK UP / REPORTING OF VIOLATIONS POLICY

I. SCOPE AND INTRODUCTION

Wentworth Resources conducts its business at all times with the highest standards of integrity and transparency, and expects all its employees, contractors, supply chain and business partners to maintain these standards in their work for or on behalf of the Company.

The Company is committed to creating and maintaining a culture of openness within the organisation and with all relevant stakeholders so that individuals feel confident to raise any concerns relating to conduct issues at an early stage.

It is the responsibility of all individuals working for or engaged by the Company to speak up if they are concerned about any conduct issues covered by this policy. This policy also sets out the way individuals may raise any concerns confidentially and how the Company will respond to those concerns. The Company is committed to ensuring that anyone raising a concern in good faith will suffer no detriment in doing so.

II. PURPOSE

By raising concerns and speaking up in good faith, the Company recognises that individuals need to be supported in doing so. By raising a concern, this ultimately protects the Company's rights and interests and helps to ensure the Company's activities are undertaken in the right way. Where conduct issues are found to have taken place in breach of the Company's standards, speaking up also enables the Company to take proactive and prompt remediation.

The Company prohibits retaliation of any type against individuals speaking up in good faith and is committed to ensuring that no one reporting a concern under this Policy in this way shall suffer any detriment as a result.

The Policy also sets out the Company's rules regarding the deliberate providing of false information and/or malicious reporting.

III. WHAT IS COVERED IN THIS POLICY?

This Policy covers reporting of conduct concerns that may relate to any instances of potential misconduct, i.e. anything which may be illegal, unethical, or violates applicable laws, or is contrary to generally accepted accounting and financial reporting practices, or constitutes unsafe behaviour in the workplace or is in breach of any of the Company's policies and procedures.

Individuals are encouraged to speak up if they believe, in relation to any of the Company's activities, there is a concern about any of the following:

- Possible violations of applicable law (including local laws), regulations, rules or procedures through illegal action or behaviour such as:
 - Bribery and Corruption
 - Fraudulent activities including theft, tax evasion, embezzlement or misappropriation of Company resources;
 - Falsifying or destruction of company records;
 - Any other criminal activity or wrongdoing
- Potential breaches of the Company's internal policies, including but not limited to, the following:
 - Code of Ethics and Business Conduct;
 - Anti-Modern Slavery Policy
 - Health and Safety Policy

- Share Dealing Policy
- Anti-Bribery and Corruption Policy
- Anti-Facilitation of Tax Evasion Policy
- Related Party Policy
- Data Protection Policy
- Expenses, Gifts and Hospitality Policy
- Potential violations of health, safety and environmental requirements including those that create risk to the health and safety of any person, company property, natural resources or potential damage to land, air or water;
- Harassment or discrimination of any kind (on grounds of race, gender, sexuality, disability or otherwise);
- Bullying, threats, blackmail, intimidation or retaliation;
- Contravention of competition laws;
- Breach of laws on modern slavery or human trafficking.
- Contravention of any of our business partners' or stakeholder's or client's policies and procedures;
- Misuse of any third party's assets;
- Conflicts of interest;
- Other misconduct, including concerns about compliance with general business practices;
- A breach of any other legal obligation; or
- Concealment of any of the above.

The Company encourages individuals to speak up even if they consider they may not have sufficient proof that an improper act has been, or is likely to be, committed. It is better to report these concerns so they can be investigated appropriately and as soon as practicable. Individuals are not responsible for investigating the concern themselves – the Company will decide how to respond and carry out any necessary investigation.

Individuals are encouraged to speak up in all circumstances where they believe any of the following:

- An activity is or might be illegal
- An activity would reflect badly on the Company or another party
- An activity might damage the environment or communities the Company works with
- Any activity that might have a negative impact on the Company's suppliers, clients, business partners or the public or damage our relationship with any of these stakeholders.

By speaking up early, individuals can protect the Company and others from harm.

IV. WHO IS COVERED BY THE POLICY?

This policy applies to all personnel, including any director, officer, or employee of the Company, as well as temporary staff and individuals working at joint venture and business partners, independent contractors, and suppliers and service providers to the Company.

The Policy does not form part of any employee's contract of employment and may be amended at any time.

V. PROCESS FOR REPORTING CONCERNS

In the first instance, individuals are encouraged to talk to their line managers or Company points of contact if they have any concerns covered by this policy.

If an individual is not comfortable doing this, or if it is impractical, or if for any reason an individual believes matters should be reported outside of their line management (or not to their usual Company point of contact), concerns can be reported to either a member of the HR or Legal department.

In addition to these channels, individuals can report any concern to the Company's "Speak Up" hotline. This is a service provided by Safecall Ltd an independent third party organisation, employing professionally trained call handlers that allows an individual to speak up about any concerns covered by this Policy on a confidential basis and to remain anonymous if they wish to do so. The service is available 24 hours a day, seven days a week, in all languages for the locations in which we operate.

Individuals can report any concerns covered by this policy via the Speak Up hotline in any of the following ways:

- Speak to a professionally trained call handler by phoning either +255 411 200 159 if in Tanzania office or +44 800 988 6818 for the UK office.
- Make a report online via report@seehearspeakup.co.uk
- Make a report online via www.seehearspeakup.co.uk/en/file-a-concern

Individuals should be aware that investigations may take time and visible action may not be immediate.

Where an individual reports a concern via the Speak Up hotline, and via a dedicated platform, they will be given a unique reference which can be used to check any messages related to concerns raised.

If the Company considers that a concern has been reported maliciously and/or for personal gain and/or which an individual does not reasonably believe to be true or made in the public interest, or if any attempt has been made to cover up wrongdoing, the Company will consider taking disciplinary action.

Individuals reporting concerns are encouraged to provide as much detail as possible. If the details provided are vague, insufficient or unclear it will be more difficult for the Company to investigate the concern, protect relevant parties from any harm or provide feedback to individuals on the outcome of any investigation process.

All reported concerns under this Policy will be treated confidentially and sensitively by the Company and in line with applicable laws. The Company also acknowledges that individuals may want to remain anonymous. It is acceptable for any individual to request to remain anonymous. However, there are some legal instances where anonymity may not be possible, but the Company will discuss this with any individual where this applies and provide the individual with the requisite advice and support should this arise.

Nothing in this policy is intended to prohibit or otherwise restrict individuals from reporting concerns to any governmental body, law enforcement agency or regulator should they wish to do so (or be required to do so).

VI. HANDLING OF SPEAK UP REPORTS

The Company will investigate all Speak Up reports and concerns raised in accordance with the following principles.

Confidentiality

The Company will ensure the confidentiality of reports and of the identity of individuals who report concerns are protected as far as reasonably practicable. There are certain situations where this confidentiality cannot be guaranteed. These include where:

- An individual consents to waiving confidentiality;
- Evidence is available to demonstrate an individual's involvement in any wrongdoing;
- Deliberately false or malicious reporting of a concern;
- The report, including an individual's identity, is required to be disclosed by law.

Objectivity

The Company will treat reports with objectivity, fairness, impartiality and in line with applicable law. Investigations (if any) and in-depth reviews of any reported concerns will be conducted according to these principles.

Follow-Up

Wherever it is legally permissible and appropriate to do so (including taking account of relevant data protection laws), the Company will provide an individual reporting a concern with feedback on the outcome of the Company's assessment of the concern raised and/or any investigation the Company has conducted into the issues reported.

Investigative steps / remediation measures

The Company will take all reported concerns seriously and may carry out further investigations as necessary and proportionate to understand the concerns raised and establish the relevant factual circumstances relating to the report that has been made.

Prohibition on retaliation

The Company will not tolerate retaliation in any form against any individual who speaks up in good faith or who reports potential misconduct or provides information with respect to (potential) misconduct. The Company is committed to ensuring individuals speaking up in good faith are protected against retaliation in any form – irrespective of whether the reported concern at later stage is established to be factually correct or not.

As the Company has a zero tolerance approach to any form of retaliation against an individual speaking up in good faith, if there is evidence of any retaliatory conduct or other detriment being suffered by an individual, the Company is committed to separately investigating any such acts affecting an individual and/or taking disciplinary action against those involved, which may include the sanction of summary dismissal from employment at the Company.

Prohibition on deliberately false or malicious reporting

The Company also has a zero tolerance approach where an individual provides deliberately false information or makes a malicious report under this Policy. Such conduct may be subject to separate investigation and/or disciplinary action.

VII. ROLES AND RESPONSIBILITIES

The Board of Directors of Wentworth is ultimately responsible for overseeing and implementing this policy and procedures and has approved them. The Chief Executive Officer is the Executive sponsor and the Company Secretary is the officer responsible for the Policy.

It is the shared responsibility of all stakeholders within, and working with, the Company to foster an open and transparent culture, encouraging individuals to report any concerns under this Policy.

VIII. **DOCUMENT HISTORY**

18 February 2021	Approved and adopted by the Board of Directors of Wentworth Resources Plc
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