

**FIRESTONE DIAMONDS LIMITED
("COMPANY")**

ANTI-CORRUPTION AND BRIBERY POLICY

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1. POLICY STATEMENT

- 1.1 It is the Company's policy to conduct all its business in an honest and ethical manner. The Company, and all subsidiaries of the Company (the "**Firestone Group**" or "**Group**"), take a zero-tolerance approach to bribery and corruption and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate, and implementing and enforcing effective systems to counter bribery and corruption.
- 1.2 The Firestone Group will uphold all laws relevant to countering bribery, including the UK Bribery Act 2010 and US Foreign Corrupt Practices Act (to the extent applicable), and corruption in all the jurisdictions in which it operates. Under these laws any form of bribery is illegal. If found guilty of a bribery offence, individuals may be punished by imprisonment or fines, the Firestone Group could be subject to a large fine, and we could face serious damage to our reputation.
- 1.3 The purpose of this policy:
- (a) This policy sets out the Group's responsibilities, and the responsibilities of those working for and performing services on behalf of the Firestone Group, in observing and upholding the Group's position on bribery and corruption; and
 - (b) This policy also provides information and guidance to those working for the Firestone Group on how to recognise and operate to prevent and deal with bribery and corruption issues.
- 1.4 It is a criminal offence to offer, promise, give, request, or accept a bribe. Individuals found guilty can be punished by imprisonment and/or a fine. As an employer if we fail to prevent bribery, we could face an fines and damage to our reputation. The Group takes its responsibilities very seriously.
- 1.5 In this policy,
- (a) "**public official**" means any officials, whether elected, appointed or employed by government, who hold a legislative, administrative or judicial position of any kind, including, but not limited to, any person who performs public functions in any branch of national, local or municipal government, or who exercises a public function for any public agency, public enterprise, or state-owned enterprises, or who is an official or agent of a public international organisation;
 - (b) "third party" means any individual or organisation who contracts with the Group. It includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies, representatives and officials, politicians and political parties.

2. WHO MUST COMPLY WITH THIS POLICY?

This policy applies to:

- 2.1 Any entity within the Firestone Group;
- 2.2 Any joint venture controlled by an entity in the Group;
- 2.3 All employees, contractors, officers and directors of the Group;
- 2.4 All Associated Persons¹, whenever an entity within the Firestone Group engages an associated person. Observance of this policy by that Associated Person must be stipulated as a condition of their engagement.

3. WHAT ARE BRIBERY AND CORRUPTION?

- 3.1 The definition of **bribery** differs from country to country but for the purposes of this policy it has the following meaning. It is offering, promising, giving or accepting any financial or other advantage, to induce the recipient or any other person to act improperly in the performance of their functions, or to reward them for acting improperly, or where the recipient would act improperly by accepting the advantage.
- 3.2 An **advantage** includes money, gifts, loans, fees, hospitality, services, discounts, benefits and the award of a contract or anything else that may have value to a recipient (monetary or otherwise).
- 3.3 A person acts **improperly** where they act illegally, unethically, or contrary to an expectation of good faith or impartiality, or where they abuse a position of trust. The improper acts may be in relation to any business or professional activities, public functions, acts in the course of employment, or other activities by or on behalf of any organisation of any kind.
- 3.4 **Corruption** is the abuse of entrusted power or position for private gain.

Examples:

Offering a bribe

You offer a potential client tickets to a major sporting event, but only if they agree to do business with us.

This would be a bribe, as you are making the offer to gain a commercial and contractual advantage. We may also be found to have committed an offence because the offer has been made to obtain business for us. It may also be an offence for the potential client to accept your offer.

¹ “**Associated Person**” means, in relation to an organisation, a person (including an employee, agent, or subsidiary) who performs or has performed services (including within the meaning of section 8 of the UK Bribery Act 2010) for that organisation or on its behalf and in respect of whose actions or inactions the organisation may be liable under the Bribery Act, including, as appropriate, suppliers, sub-suppliers, intermediaries, joint ventures and consortium partners.

Receiving a bribe

A supplier gives your nephew a job but makes it clear that in return they expect you to use your influence in our organisation to ensure we continue to do business with them.

It is improper for a supplier to make such an offer. It would be improper for you to accept the offer as you would be doing so to gain a personal advantage.

Bribing a public official

You arrange for the business to pay an additional "facilitation" payment to a public official to speed up an administrative process, such as clearing our goods through customs.

The offence of bribing a public official is committed as soon as the offer is made. This is because it is made to gain a business advantage for us. The Company could also be found to have committed an offence.

4. WHAT YOU MUST NOT DO

It is not acceptable for you or someone on your behalf to:

- (a) give, promise to give, or offer, a payment, gift or hospitality with the expectation or hope that a business advantage will be received, or to reward a business advantage already given;
- (b) give or accept a gift or hospitality during any commercial negotiations or tender process, if this could be perceived as intended or likely to influence the outcome;
- (c) accept a payment, gift or hospitality from a third party that you know, or suspect is offered with the expectation that we will provide a business advantage for them or anyone else in return;
- (d) accept hospitality from a third party that is unduly lavish or extravagant under the circumstances;
- (e) offer or accept a gift to or from public officials or representatives, or politicians or political parties, without the prior approval of the Chief Legal Officer;
- (f) threaten or retaliate against another person who has refused to commit a bribery offence or who has raised concerns under this policy; or
- (g) engage in any other activity that might lead to a breach of this policy.

5. FACILITATION PAYMENTS AND KICKBACKS

- 5.1 The Firestone Group does not make, and will not accept, facilitation payments or "kickbacks" of any kind.

5.2 **Facilitation payments**, also known as "back-handers" or "grease payments", are any unofficial payments made to secure or expedite a routine or necessary action (for example by a public official).

5.3 **Kickbacks** are typically payments made in return for a business favour or advantage.

All employees must avoid any activity that might lead to a facilitation payment or kickback being made or accepted by the Firestone Group or on its behalf, or that might suggest that such a payment will be made or accepted. If you are asked to make a payment on behalf of the Firestone Group, you should always be mindful of what the payment is for and whether the amount requested is proportionate to the goods or services provided. You should always ask for a receipt which details the reason for the payment. If you have any suspicions, concerns, or queries regarding a payment, you should raise these with the Chief Legal Officer.

6. GIFTS, HOSPITALITY AND EXPENSES

6.1 The giving and accepting of gifts to or from public officials that exceed US\$250 in value, or do not comprise Group branded items, or are not perishable items, are not permitted.

6.2 Any hospitality, travel, accommodation, or per diem proposed to be provided to a public official must be documented, substantiated on the basis that it does not contravene this policy and is for legitimate business reasons, and be approved by the Chief Executive Officer of the Company.

6.3 This policy allows reasonable and appropriate hospitality or entertainment given to or received from third parties, for the purposes of:

- (a) establishing or maintaining good business relationships;
- (b) improving or maintaining our image or reputation; or
- (c) marketing or presenting our products and/or services effectively.

6.4 The giving and accepting of gifts to or from third parties are allowed if they are not material and considered incidental in value and if the following requirements are met:

- (a) it is not made with the intention of influencing a third party to obtain or retain business or a business advantage, or to reward the provision or retention of business or a business advantage, or in explicit or implicit exchange for favours or benefits;
- (b) it is given in our name, not in your name;
- (c) it does not include cash or a cash equivalent (such as gift certificates or vouchers);
- (d) it is appropriate in the circumstances, taking account of the reason for the gift, its timing and value;

- (e) it is given openly, not secretly; and
 - (f) it complies with any applicable local law.
- 6.5 Promotional gifts of low value such as branded stationery to or from existing customers, suppliers and business partners will usually be acceptable.
- 6.6 Reimbursing a third party's expenses or accepting an offer to reimburse the Firestone Group's expenses (for example, the costs of attending a business meeting) would not usually amount to bribery. However, a payment more than genuine and reasonable business expenses (such as the cost of an extended hotel stay) is not acceptable.
- 6.7 The Company appreciates that practice varies between countries and regions and what may be normal and acceptable in one region may not be in another. The test to be applied is whether in all the circumstances the gift, hospitality or payment is reasonable and justifiable. The intention behind it should always be considered.

7. DONATIONS

- 7.1 Firestone Group entities do, on occasion, receive requests from governmental or public bodies in the jurisdictions in which the Firestone Group operates to make contributions towards the maintenance of public infrastructure. The Company recognises that as a significant employer and part of the regional economy, the Firestone Group has a duty to behave in a responsible manner towards the local community. In particular, the Firestone Group's position is that:
 - (a) It intends to maintain a neutral political stance. No funds or assets of the Firestone Group may be contributed to any political party or organisation without the approval of the Board. The Firestone Group's intention is to not make direct political donations to any political party.
 - (b) However, the presence of its operations should benefit those communities around the operations; and the Firestone Group will assist where practical and necessary in the development of the micro-environment within those communities. Care must be taken to ensure that any donations to governmental or public bodies do not constitute bribes. Accordingly, any request that a Group entity make a donation of the kind described above should be referred to the Chief Legal Officer who shall obtain the consent of the Board before any such donation can be made.

8. YOUR RESPONSIBILITIES

- 8.1 You must ensure that you read, understand, and comply with this policy.
- 8.2 The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for us or under our control. All employees are required to avoid any activity that might lead to, or suggest, a breach of this policy.

8.3 You must notify your manager or the Chief Legal Officer as soon as possible if you believe or suspect that a conflict with this policy has occurred or may occur in the future. For example, if a supplier or potential supplier offers you something to gain a business advantage with us. Further "red flags" that may indicate bribery or corruption are set out in the Schedule.

8.4 Any employee who breaches this policy will face disciplinary action, which could result in dismissal for gross misconduct.

9. RECORD-KEEPING

9.1 The Company must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.

9.2 You must declare and keep a written record of all hospitality or gifts given or received, which will be subject to managerial review.

9.3 You must submit all expenses claims relating to hospitality, gifts or payments to third parties in accordance with our expenses policy and record the reason for expenditure.

9.4 All accounts, invoices, and other records relating to dealings with third parties including suppliers and customers should be prepared with strict accuracy and completeness.

10. HOW TO RAISE A CONCERN

10.1 You are encouraged to raise concerns about any issue or suspicion of bribery or corruption at the earliest possible stage without any fear of retaliation, and in this regard please refer to the Group's Whistleblower Policy.

10.2 If you are offered a bribe, or are asked to make one, or if you believe or suspect that any bribery, corruption or other breach of this policy has occurred or may occur, you must notify your manager or the Chief Legal Officer as soon as possible.

10.3 If you are unsure about whether a particular act constitutes bribery or corruption, raise it with your manager or the Chief Legal Officer.

11. PROTECTION

11.1 Employees who refuse to accept or offer a bribe, or those who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. The Company aims to encourage openness and will support anyone who raises genuine concerns in good faith under this policy, even if they turn out to be mistaken. Again, please refer to the Group's Whistleblower Policy.

11.2 The Group is committed to ensuring no one suffers any detrimental treatment as a result of refusing to take part in bribery or corruption, or because of reporting in good faith their suspicion that an actual or potential bribery or other corruption offence has taken place, or may take place in the future. Detrimental

treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern. If you believe that you have suffered any such treatment, you should inform the Chief Legal Officer immediately. If the matter is not remedied, and you are an employee, you should raise it formally using our Whistleblower Policy.

12. TRAINING AND COMMUNICATION

- 12.1 Training on this policy forms part of the induction process for all new employees. All existing employees will receive regular, relevant training on how to implement and adhere to this policy.
- 12.2 The Company's zero-tolerance approach to bribery and corruption must be communicated to all suppliers, contractors and business partners at the outset of our business relationship with them and as appropriate thereafter.

13. WHO IS RESPONSIBLE FOR THE POLICY?

- 13.1 The Board of the Company has overall responsibility for ensuring this policy complies with our legal and ethical obligations, and that all those under its control comply with it.
- 13.2 The Chief Legal Officer has primary and day-to-day responsibility for implementing this policy, and for monitoring its use and effectiveness and dealing with any queries on its interpretation. Management at all levels are responsible for ensuring those reporting to them are made aware of and understand this policy and are given adequate and regular training on it.

14. MONITORING AND REVIEW

- 14.1 The Chief Legal Officer will monitor the effectiveness and review the implementation of this policy, regularly considering its suitability, adequacy and effectiveness. Any improvements identified will be made as soon as possible. Internal control systems and procedures will be subject to regular audits to provide assurance that they are effective in countering bribery and corruption.
- 14.2 All employees are responsible for the success of this policy and should ensure they use it to disclose any suspected wrongdoing.

Adopted at the board meeting of the Company on 30 May 2023

Schedule Potential risk scenarios: "red flags"

The following is a list of possible red flags that may arise during you working for us and which may raise concerns under various anti-bribery and anti-corruption laws. The list is not intended to be exhaustive and is for illustrative purposes only.

If you encounter any of these red flags while working for us, you must report them promptly to your manager or to the Chief Legal Officer:

- (a) you become aware that a third party engages in, or has been accused of engaging in, improper business practices;
- (b) you learn that a third party has a reputation for paying bribes, or requiring that bribes are paid to them, or has a reputation for having a "special relationship" with public officials;
- (c) a third party or public official insists on receiving a commission or fee payment before committing to sign up to a contract with us, or carrying out a government function or process for us;
- (d) a third party requests payment in cash and/or refuses to sign a formal commission or fee agreement, or to provide an invoice or receipt for a payment made;
- (e) a third party requests that payment is made to a country or geographic location different from where the third party resides or conducts business;
- (f) a third party or public official requests an unexpected additional fee or commission to "facilitate" a service;
- (g) a third party or public official demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services;
- (h) a third party or public official requests that a payment is made to "overlook" potential legal violations;
- (i) a third party or public official requests that you provide employment or some other advantage to a friend or relative;
- (j) you receive an invoice from a third party that appears to be non-standard or customised;
- (k) a third party insists on the use of side letters or refuses to put terms agreed in writing;
- (l) you notice that we have been invoiced for a commission or fee payment that appears large given the service stated to have been provided;

- (m) a third party or public official requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to us;
 - (n) you are offered an unusually generous gift or offered lavish hospitality by a third party.
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