Konkola Copper Mines plc	**KONKOLA COPPER MINES PLC** **COMPANY POLICY** **ANTI-BRIBERY AND ANTI-CORRUPTION POLICY**	

Policy No:	**KCM-P-29**	**Revision No: 2.0**
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Originator: **Revised by:**	**Company Secretary** **Chief Internal Auditor**	**Effective Date, Revision 2.0:** 15/10/2025
Owner:		**Company Secretary**
Information Classification:		**NR**

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Approved By: The Board	Signed by the Company Secretary:
	Effective Date, Revision 2.0: 15.10.2025

1.0 Introduction

This document defines KCMs' policy on the avoidance of bribery and corruption. It has the endorsement of the KCM's Board of Directors and will be regularly reviewed by the Board to ensure that it reflects any changes in applicable laws and developments in acceptable standards for the conduct of business. Our company is committed to maintaining the highest ethical standards and vigorously enforces the integrity of its business practices wherever it operates. The company will not engage in bribery or corruption.

Adherence to the clear guidelines set out in this policy will ensure that the company and its employees comply with anti-bribery and anti-corruption laws and governmental guidance. The policy reflects the Board's wish to embed a culture of best practice in anti-bribery and anti-corruption measures, and enforcement of the policy will reduce the risk that the company or any employee will incur any criminal liability or reputational damage. KCMs' employees are expected to use their judgement not just to avoid malpractice but to promote good practice.

2.0 Scope

This policy applies to all KCM employees, its subsidiaries (KMRL & KSC), Business partners and other stakeholders.

3.0 Definitions

Term	Definition
Business integrity	*Business integrity* involves the application of the company's core values. The opposite of integrity is dishonest behaviour, including corruption that could undermine KCM reputation for fair dealing.
Bribery	*Bribery,* in broad terms, is the receiving or offering of undue reward or anything of value and includes payments to secure a business advantage, financial or otherwise, to which the company is not entitled. Anything of value can be a bribe, including a gift in kind or some other favour such as an offer of employment to a relative of the person being bribed. It will involve the giver and the receiver in the improper performance of a personal, company or official responsibility.
Corruption	*Corruption* can include graft, bribery, facilitation payments or other forms of improper business practice. It has the same attributes as set out under *Bribery* above. It can be summarised as the misuse of entrusted power or office, whether in the public or private sector, for private gain.
Kickbacks	*Kickbacks* arise when suppliers or service providers pay part of their fees to the individuals who give them the contract or some other business advantage.
Facilitation payments	*Facilitation payments* are small bribes to officials with a view to speeding up routine governmental transactions to which the payer is already entitled. Examples, including, but not limited to payments to speed up customs clearances and extra fees or allowances to officials to undertake regulatory inspections or to expedite licensing.

4.0 Responsibilities

Functional and department Heads

If in any doubt about the application of this policy refer to the Company Secretary.

All KCM employees

- Seek advice from their Line Manager in cases of uncertainty about how to apply this policy.
- Consult their Line Manager if they suspect that a company employee is engaged in bribery, corruption, fraud or any other unacceptable or unethical conduct.
- Consult a representative of the Company Secretary or Senior Legal Counsel in confidence if they suspect that a company employee is engaged in bribery, corruption, fraud or any other unacceptable or unethical conduct and are unable to speak to their Line Manager.
- Report incidences of bribery and corruption through the Company's whistle-blowing mechanisms.

5.0 Policy

5.1 Bribes and kickbacks

KCM does not take part in acts of corruption, or pay bribes or receive kickbacks either *directly* or *indirectly*.

KCM prohibits its employees from engaging in acts of corruption, and from paying bribes or kickbacks to, or accepting bribes or kickbacks from, *public officials* and *private individuals* such as the personnel of companies with which the company does business.

It is the responsibility of all employees who are involved at any time in engaging the services of external consultants, suppliers or advisers to ensure that such individuals are made aware of the content of the company's Anti-Bribery and Anti-Corruption policy at the outset of the relationship and on a regular basis thereafter.

5.2 Facilitation payments

KCM and its employees will not make facilitation payments even if such payments are local practice or custom. The company accepts that refusal to make illicit payments may lead to commercial delays, for example, in the processing of government papers, and that there may be a commercial cost to the company attributable to this policy.

If KCM employees encounter a demand for a facilitation payment, or think they are likely to do so, they should report the situation to their line Manager immediately. Line Managers have a duty to ensure that the Company Secretary or Senior Legal Counsel is informed at the earliest possible opportunity failure which may attract sanction.

5.3 Public officials

Bribing or corrupting a public official is a serious offence and can carry severe penalties and can cause significant reputational damage. This policy provides detailed guidelines on gifts and hospitality. Approval must be secured (from the Company Secretary) in advance in relation to gifts or benefits received from or offered to public officials, particularly the giving of anything of value to a public official.

5.4 Gifts, hospitality and expenses

Company employees may not offer to, or accept from, third parties, gifts, hospitality, rewards, benefits or other incentives that could affect either party's impartiality, influence a business decision or lead to the improper performance of an official duty. Similarly, they may not offer or accept cash donations.

Company employees may offer and accept 'reasonable' and 'proportionate' gifts and entertainment, such as dinner, theatre parties or sporting events. In determining what is 'reasonable' and 'proportionate', employees should consider the value of the gift or benefit (see below), as well as the frequency with which the same or similar gift or benefit is offered. In all cases they must ensure that the gift or benefit:

- Is being given as an expression of goodwill and not in expectation of a return favour (a gift designed to secure a return favour could be seen as a bribe).
- Is commensurate with generally accepted standards for hospitality taking into account the norms for the industry/professional sector in which it is offered.
- Is being provided openly and transparently, and is of a nature that will not cause the company embarrassment if publicly reported.
- Complies with local laws and regulations, including the recipient's own rules (bearing in mind that government rules on offering and receiving gifts or benefit are often particularly tight).
- Meets the value limits set by the company and has all required approvals. In cases of uncertainty, employees must seek advice from their Line Managers.

5.5 Personal conflicts of interest

Company employees must avoid situations or transactions in which their personal interests could conflict or might be seen to be in conflict with the interests of the company.

This includes:

- Acting on any client information gained through their employment with the company for personal gain; passing such information to a third party; or acting in any way that could be construed as insider trading.
- Conflicts of interest can arise if individuals have a personal interest in business dealings involving the company.
- Personal interest can be direct or indirect, and refers not only to personal interests but to those of family members and friends. If there is a potential for conflict, the interests of the company must take priority.
- Employees must disclose any personal conflict of interest or perceived conflict to their line manager.

5.6 Charitable donations

As part of KCMs' Corporate Social Responsibility activities, the company may support local charities or provide sponsorship, for example, to sporting or cultural events. Any such sponsorship must be transparent and properly documented. The Company will only provide donations to organisations that serve a legitimate public purpose, and which are themselves subject to high standards of transparency and accountability. Appropriate due diligence must be conducted on the proposed recipient charity and a full understanding obtained as to its *bona fides*.

5.7 Political activities

KCM has a policy of strict political neutrality; it does not make donations to any political parties, organisations, or individuals engaged in politics. The Company will co-operate with governments and other official bodies in the development of policy and legislation that may affect its legitimate business interests, or where it has specialist expertise.

Employees are entitled to their own political views and activities, but they may not use Company premises or equipment to promote those views or associate their views with those of the company.

5.8 Business relationships

KCM expects its business partners to approach issues of bribery and corruption in a manner that is consistent with the principles set out in this policy. This requirement applies to agents, subcontractors and joint venture partners. In cases where the company is unable to ensure these standards, it will reconsider the business relationship.

5.8.1 Agents, representatives and sub-contractors

This policy applies with particular force to commercial agents, representatives and subcontractors. In many reported international corruption cases, agents have passed on part of their commissions as bribes. KCM prohibits such practices.

In order to maintain the highest standards of integrity, employees must ensure that:

- They are fully briefed on the background and reputation for integrity of agents, representatives and subcontractors before hiring them. The Company will conduct due diligence enquiries to review the integrity records of agents, representatives and subcontractors before entering a commercial relationship with them.
- The engagement process is fully documented; and that final approval of the selection of agents, representatives and subcontractors is made by someone other than the person selecting or managing the company's relationship with them.
- Agents, representatives and subcontractors are fully briefed on the company's Anti-Bribery and Anti-Corruption policy, and have made a formal commitment in writing to abide by it.
- Fees and commissions agreed will be appropriate and justifiable remuneration for legitimate services rendered.

Once agreements have been signed, the company will continue to monitor its relationships with agents, representatives and subcontractors to ensure that there are no infringements of KCMs Anti-Bribery and Anti-Corruption policy. Contractual agreements will include appropriate wording making it possible to withdraw from the relationship if agents, representatives or subcontractors fail to abide by this policy.

5.8.2 Suppliers and Business Partners

The Company will ensure that the procurement procedure for appointing suppliers and Business Partners is open, fair and transparent. The selection of Business Partners will be based on an evaluation of professional merit, and not on personal recommendations.

The Company will communicate its Anti-Bribery and Anti-Corruption policy to its suppliers and Business Partners, and it will expect them to abide by the principles set out in the policy when working on the company's behalf. If those principles are breached, the company will reserve the right to terminate the contract.

5.9 Accounts and Audits

KCM policies require employees to keep accurate accounts throughout the Company's operations. In no circumstances will KCM keep parallel accounts.

KCMs' regular auditing procedures will include a review of the local circumstances that may make particular offices or projects vulnerable to corruption, and the defences and strategies that are in place to mitigate such risks.

5.10 Non-Compliance

Company

Failure to ensure compliance with this policy could lead to the following consequences for the company:

- Criminal or civil liabilities for the company including unlimited fines and imprisonment;
- Serious reputational damage including media comment;
- The unenforceability of contracts entered into as a result of acts of bribery, fraud or other illegality

Employees

Failure to ensure compliance with this policy could lead to the following consequences for employees:

- Personal criminal liability followed by fines or imprisonment;
- Disciplinary action initiated by the company, including dismissal;
- Personal reputational damage.

5.11 Synopsis

The company and its employees are:

- Prohibited from offering, promising or paying a bribe of any kind;
- Prohibited from soliciting, accepting or receiving a bribe of any kind;
- Prohibited from giving or offering anything of value to a public official;
- Prohibited from making facilitation payments; and
- Required to complete due diligence into all agents, representatives, suppliers, business partners, and all those with whom a business relationship is established in order to enable the company to offer its services to its clients.

6.0 Supporting Information

Reference	Description
Zambian Law	Anti-Corruption Act, 2012 Act 3 of 2012

7.0 Review

This procedure shall be reviewed after three years or as and when there is need arising from change in operation or statutory requirement.

Approved By: Board	Signed by the Company Secretary:
	Effective Date, Revision 2.0: 15.10.2025

8.0 Related documents

Reference No.	Document Name
KCM-P-24	KCM-Code of Business Conduct and Ethics
KMR/KSC-P-07	Acceptance of Gifts and Hospitality
KCM-P-02	Whistle-blowing
KCM-CP-04	Declaration of Interests

9.0 Amendment Register

Document No.	Page Amended	Revision No.	Amendment Date
KCM-P-29	Transferred to new template. Replaced contractor with Business Partner. Removed UK Bribery Act 2010 under supporting Documents. Included the Anti-Corruption Act, 2012 Amended clause 8.0.	1.0	14.11.22
	Replaced Contractor with Business Partner.	2.0	27.08.25