



DEPUIS 1963





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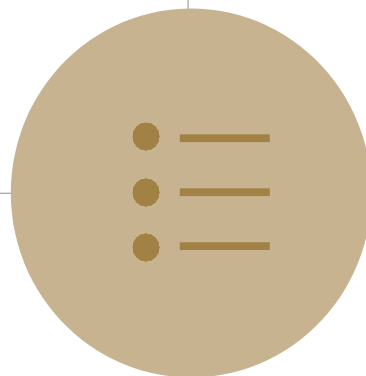


Introduction

to our Code of Ethics and Business Conduct

The Culture of our company, its vision and values associated with the fairness, reliability, and integrity of its staff will make a difference in our business and with our customers

This Code must be considered as a summary of the rules and principles governing us within the company and guiding our business decisions and how we shall behave.





Message from the General Manager



With the development of the bauxite resources of its concession and through the aluminum value chain, CBG's mission is to participate in the advancement of humanity, while creating value for its shareholders and developing a mutually beneficial partnership with each of its stakeholders.

In fulfilling this noble mission, our management philosophy is based on a long-term vision that reconciles the objectives of economic profitability and sustainable development, as well as on fundamental values and principles that require us to act with integrity and responsibility at all times.

All our actions are governed by a value system, which we defend and which must be the key to our success.

Act for the respect

- Of People and Human Rights
- Of Communities, the Environment, and biodiversity
- Of national and international laws and our policies and procedures

Provide for the safety

- Of our employees and our operations

Fight against

- Corruption and fraud
- Antitrust and discriminatory practices

This Code of Ethics and Business Conduct:

- ✓ Helps to guide our actions in all circumstances and in all places,
- ✓ Reminds us of the principles and rules to be complied with, the conduct to be adopted and to be avoided within the scope of our activities
- ✓ Proposes to us ways to follow when faced with sensitive situations,
- ✓ Is a common reference document for all our employees, as well as our stakeholders: customers, suppliers, industrial and commercial partners when doing business with CBG.

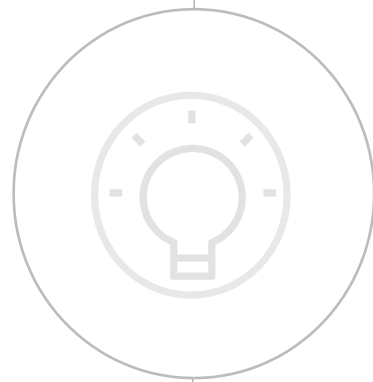
I invite all CBG employees to adopt the Company's values of integrity and to respect the guidelines of this Code of Ethics and Business Conduct, which is a guarantee of our good reputation.

The General Manager
Souleymane Traoré





I. WHO ARE WE ?



“CBG: we make more than bauxite”





Our vision



To position ourselves as a worldwide leader in the bauxite industry, contributing to sustainable development and the advancement of humanity

Our mission



To develop Guinea's bauxite resources for the benefit of our shareholders and other stakeholders.

Our values



Excellence

- To be a world benchmark in terms of health and safety for our employees, our operations, and our neighboring communities;
- To be a world benchmark in complying with social and environmental standards;
- To offer our employees benchmark working and living conditions;
- To create and offer economic and developmental opportunities to local communities, while maintaining a relationship of mutual trust with them;
- To maintain a warm hearted work environment, guided by a team spirit that fosters a positive working atmosphere to achieve our business objectives;

Integrity

- To act honestly, ethically and transparently in the conduct of our business in order to preserve Company's integrity;
- To treat all our stakeholders fairly
- To fight against all forms of fraud, corruption, discrimination, harassment and with a particular attention to sexual harassment, intimidation and exploitation against women.

Respect

- To respect people and Human Rights;
- To respect society in its different beliefs, its cultural, traditional and customary diversity;
- To respect the laws and internal regulations;

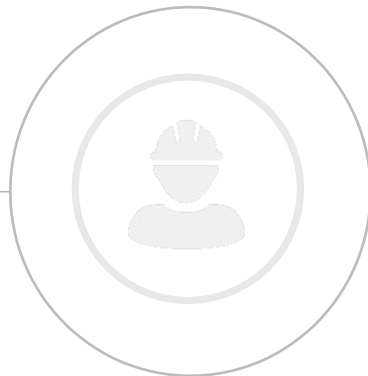




II. Our Commitments and Expectations

Toward all our stakeholders

These rules, which cannot be considered exhaustive, must be strictly applied within the scope of our professional activities.





Our Commitments

Towards



a. Our Shareholders

Why ?

They are our shareholders, and we convey their image.

What ?

We need to create value for our shareholders by adding value to the concession's bauxite resources.

We must provide the shareholders with complete and accurate information on the Company's financial position and the results of its operations.

We must also provide reasonable assurance to the shareholders regarding the reliability of financial information, management, protection of assets, compliance with regulations and internal rules and procedures.

How ?

- By complying with the highest health, safety, security, environmental and social standards.
- By acting with responsibility and integrity in the conduct of business to protect their reputation.
- By ensuring the integrity of financial data, protecting assets, and guaranteeing transparency



It is our responsibility to treat each other with respect and dignity, to cultivate teamwork because "Individually we are a drop of water, together we are an ocean".



b. Our Employees

Why ?

Employees are the company's most important resource because without them, operations cannot take place.

What ?

Eliminate any conduct that reduces productivity and creates an intimidating, hostile and disrespectful work environment.

How ?

- By promoting equal treatment, non-discrimination and equal opportunities for workers,
- By promoting safe and healthy working conditions and protecting the health of workers in compliance with the norms and standards to which we are committed,
- By promoting respect and preventing all forms of harassment and discrimination in the workplace,
- To establish, maintain, and improve the relationship of trust between employees and management,
- By limiting access to employees' private information to only those who have a right of access,
- By eliminating the use of forced labour.
- Banishing all recourse to child labour (*)
- Respecting national and international laws on labour law, working time and child protection (*)
- By encouraging our employees to report, any breach of this Code of Ethics and Business Conduct via the dedicated helpline or directly via email to the Ethics Committee as listed on page 47 and 50 of this Code.

Sources:

- ✚ (*) *Labour Code in the Republic of Guinea N°L/2014/072/CNT du 10 Janvier 2014, Chapitre VII.*
- ✚ (*) *Child code of the Republic of Guinea*
- ✚ (*) *Fundamental rights at work and international labour standards (ILO), Chapter 4, 6.*





c. Our Customers

Why ?

A supplier exists only when its customers exist.

What ?

To provide them with bauxite produced in compliance with the highest health, safety, security, environmental and social standards,

To put at their disposal, a value-creating product, in accordance with our contractual commitments in terms of quality, quantity and price.

How ?

- By paying close attention to our customers' needs, by constantly monitoring, evaluating and improving our product, services, technology and processes in order to ensure the quality of our bauxite and innovation at every step of the production process.
- By working every day to the total satisfaction of our customers, by complying with the highest health, safety, security, environmental and social standards, and by relying on our ISO policy and certification.





d. Our Suppliers



Why ?

We are committed to treating our suppliers fairly by respecting the principle of competition and we ask our suppliers to comply with the principles of our Code of Ethics and Business Conduct.

CBG complies with laws and legal requirements as well as with human rights, and actively works to reduce the negative environmental and health impacts of processes, services and operations.

We encourage suppliers (*) to do the same and implement certified environmental management systems.

() The term 'supplier' used in this Code of Conduct must be understood in the broad sense of the term and includes suppliers, Contractors, EPCM, EPC, BOT, Business Grouping, Consortium, Intermediary, Third Party, Stakeholder, without being restrictive...*

Sources :

✚ (*) Labour Code in the Republic of Guinea
N°L/2014/072/CNT du 10 Janvier 2014, Chapitre VII.

✚ (*) Child code of the Republic of Guinea

✚ (*) Fundamental rights at work and international labour standards (ILO), Chapter 4, 6.

What ?

To seek to establish mutually beneficial relationships in accordance with negotiated and fair contractual terms and conditions.

How ?

- By implementing a transparent process for selecting suppliers in compliance with health, safety, security, environmental and social standards as well as the principles set forth in this Code of Conduct.
- By decisions that are made on the basis of objective criteria, such as price and quality, but also reliability and integrity in terms of supplier's ethics.
- By maintaining cordial, frank and competitive relations in order to benefit from the best quality-price balance,
- By continuously evaluating our suppliers from the moment they are registered in our database to the moment they provide their services, and this in an objective manner through the strict application of our current purchasing procedure and policy,
- By prioritizing communication, professionalism and respect for commitments.
- By inviting them to strictly, comply with the present Code of Ethics and Business Conduct, to take inspiration from it and spread it among their organizations.
- By asking to ban all use of forced labour or child labour (*), respecting national and international laws on law, working hours and child protection (*)
- By encouraging all our stakeholders to report any breach of this Code of Ethics and Business Conduct via the dedicated helpline or directly via email to the Ethics Committee as listed on page 47 and 50 of this Code.





e. Communities

Why ?

We are a socially responsible company and we conduct operations that may have social and environmental impacts. Therefore, special attention must be paid to the rights, concerns, standards, and customs of the local communities in which we operate.

There is no longer any doubt that the success of any company like CBG depends on the well-being of its employees, but also that of the communities with whom the Company must establish trusting, sustainable and transparent relationships, and contribute to their development.

What ?

Through our activities, we participate in the economic and social development of the community and are particularly attentive to the opportunities for their development through our Community Relations Department.

This translates into understanding others through active listening, managing complaints in an effective and respectful manner, accepting and respecting diversity and bringing harmony to human relations, but even more importantly, ensuring everyone's health and safety.

How ?

By:

- Respecting the cultures and beliefs of the communities surrounding our operations.
- Preventing or mitigating the potential impacts of our operations on the health, safety and well-being of the neighboring communities.
- Taking into account the concerns and expectations of the communities in our decision-making process.
- Implementing complaints mechanisms to investigate these complaints and by reporting the findings to the impacted communities.
- Participating through our activities in the economic development of neighboring communities,
- Carrying out the rehabilitation of the mined areas,
- Behaving like a responsible company
- By inviting all Community-related complaints to be lodged via the help line on page 48 of this Code.





f. Public Authorities



Why ?

We must maintain good relations with public authorities, because they are involved in the majority of cases at every step in the implementation of our activities, projects and relations with the communities, and because they represent the authority in the country where we operate.

What ?

Because CBG is an apolitical company, we are therefore prohibited from associating in any way whatsoever (clothing, vehicles, buildings, houses made available by CBG for professional purposes) with political or related activities, as well as from using funds, goods, services or objects of value of the Company in favor of or in support of political parties or candidates.

However, CBG respects and encourages the commitments of its employees who, as citizens, participate in public life during their own leisure time and at their own expense.

Sources :

- ✚ [CBG Rules and regulations, Title IV, Article 42, 43.](#)
- ✚ [Decree D/2017/219/PRG/SGG, promulgating Law L/2017/041/AN of 04 July 2017 on the prevention, detection and repression of corruption and related offences, Article 67.](#)
- ✚ [African Union convention on preventing and combating corruption signed off by the republic of guinea the 12/04/2012, Article 10, 11.](#)
- ✚ [ECOWAS Protocol on Corruption](#)
- ✚ [FCPA \(Foreign corrupt practice act\) USA 1977, Page 16.](#)
- ✚ [UKBA \(UK Bribery Act 2010, section 5.1.3](#)
- ✚ [Transparency International](#)
- ✚ [OECD: Convention on combating bribery of foreign public officials in International Business.](#)

How ?

- We are committed to respecting all national and supranational laws.
- We must behave as a socially responsible company by fulfilling all our legal, conventional, and tax obligations.
- Total transparency in our reporting obligations.
- To ensure that any donation to public entities complies with the legal provisions and the procedure written for this purpose.





Our Expectations



Why ?

At CBG, respect for each and every individual is essential.

We expect our executives to lead with humility, to strive for excellence, to embrace scientific thinking, to focus on process, to ensure quality at source, to think in a systematic manner, to maintain constant communication, to create value for customers, and above all, to avoid wasteful spending..

What ?

We expect our managers, supervisors and employees to comply with the core values and principles set forth in this Code of Conduct and to report any and all deviations of which they become aware.

We must give meaning to our Company and develop a sense of belonging, constantly improve ourselves by developing our skills and thus make us better able to defend the Company when it finds itself in difficulty.

How ?

- By expecting our employees to work with honesty, objectivity, impartiality, by safeguarding the credibility and reputation of the Company and by refraining from putting their own interests ahead of those of CBG.
- That each and every employee is fully aware that the actions he or she takes in the course of his or her work must be carried out in accordance with this Code of Ethics and Business Conduct, the compliance with policies and procedures, and CBG's rules and regulations.
- By expecting our stakeholders (*1), as well as their own stakeholders (*2), to adopt and abide by principles equivalent to those set out in our Code of Ethics and Business Conduct.

(*1) Stakeholders (Suppliers, Intermediaries, Contractors, and Subcontractors) direct to CBG.

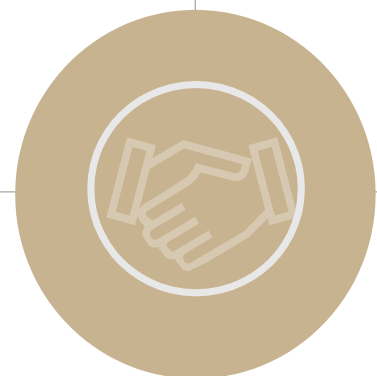
(*2) Suppliers, Intermediaries, Contractors, Subcontractors of our stakeholders, Indirect to CBG.





III. Our Code of Conduct

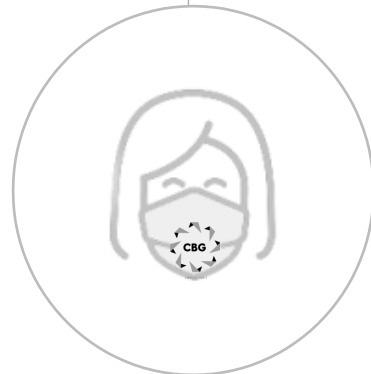
Compliance with the Code of Ethics and Business Conduct implies that each and every one of us must use our common sense, judgment, loyalty and conscience when acting in CBG's interests.





Health & Safety

Because we are worth it!





Health & Safety

Why ?

Health and safety issues are part of our core values and are a top priority for the Company.

What ?

- The health of our employees, communities and other stakeholders
- The safety of our employees, communities and other stakeholders
- The safety of our operations and the physical integrity of our equipment
- **Our objective is:**
- That employees and subcontractors come to work in our facilities and return home safely every day.
- To maintain the safety of the communities surrounding our operations
- To maintain the integrity of our equipment

How ?

- To implement an integrated management system related to health, safety, environmental and social risks;
- To comply with all legal, regulatory and administrative requirements that apply to us, as well as to respect our contractual commitments related to health and safety issues
- To analyze, identify and manage health, safety, environmental and social risks
- We expect our Managers and supervisors to lead by example and show leadership on health and safety issues.
- We expect our stakeholders (subcontractors, suppliers, etc.) to adopt and comply with our health and safety policies and procedures.
- We expect our employees to:
 - Comply with policies, procedures and other health and safety standards in the performance of their daily activities and tasks.
 - To strictly comply with the Company's health and safety policies, procedures and regulations.
 - To always wear PPE (Personal Protective Equipment) depending on the location and the type of task to be carried out in accordance with the relevant regulations.
 - To stop and defer the work of colleagues or subcontractors if we think that they are not doing it safely.
 - To report any incident, accident, illness, unsafe or hazardous health situation.
 - To avoid entering facilities and working under the influence of alcohol or drugs.
 - Under no circumstances should we undertake a task for which we do not have the required training, accreditation or if we are medically unfit.



Environment & Biodiversity





Environment & Biodiversity



Why ?

“A cleaner and healthier environment is a good thing in itself, but it is also good for business.”

What ?

CBG is deeply committed to avoiding or reducing negative impacts on the Environment and Biodiversity by avoiding or reducing any pollution generated by the activities of its operations and/or projects. We honestly and responsibly respond to any issues and concerns regarding our environmental actions and the impact of our operations on the Environment.

How ?

- Since the beginning of our operations, we have incorporated environmental compliance into our production strategy.
- To comply with all applicable environmental laws, policies and standards.
- CBG has adopted and is implementing a solid environmental risk and impact management system.
- To that end, CBG has adopted the environmental and social performance standards of the IFC (International Finance Corporation), which are the world benchmark in the field: PS3: Prevention and Mitigation of Pollution, and PS6: Biodiversity Conservation and Sustainable Management of Natural Resources.
- To understand and mitigate the impacts that our activities and products could have on the Environment when we plan, build, operate, decommission and close our operations
- To implement rational and practical actions: rational use of energy and water, prevention of water, air and soil pollution.
- To avoid or reduce the production of waste; to recover and reuse or dispose of its waste in a manner that is safe for human health, the environment, and biodiversity.
- To commit to a process of continuous improvement of our environmental performance.
- To report any incident, accident, spill into the environment or damage to biodiversity.





DEPUIS 1966

Employment & Employees





EMPLOYMENT & EMPLOYEE

Why ?

We pay particular attention to the working conditions of our employees:

To promote fair treatment, non-discrimination, and equal opportunities for employees.

- ✓ To promote safe and healthy working conditions and to protect the health of employees.
- ✓ To prevent harassment in the workplace.
- ✓ To establish, maintain and improve relations between employees and Management

What ?

CBG considers its employees to be the most important asset in its mission to create value for its shareholders and its stakeholders. They are a critical factor in the prosperity and sustainability of the Company.

How ?

- We are committed to complying with local laws, international agreements and industry labor agreements. We recognize that people have the right to choose whether or not to belong to a union or to seek collective bargaining.
- CBG has adopted and implements the IFC's PS2 Workforce and Working Conditions performance standard.
- We believe that each and every person should be treated with dignity and respect. Intimidation or harassment of any kind is unacceptable in our workplace.
- We value diversity and offer the same opportunities to all employees, based on their ability and capacity, regardless of race, gender, nationality, ethnic origin, religion or age.
- Individuals who believe that they have witnessed or been subjected to discrimination or harassment should immediately report the incident to their supervisors, senior managers or designated contacts in the Human Resources Department or the Compliance Department (*)

(*) [Please refer to CBG's Grievance Mechanism](#)

- No retaliatory action shall be taken against an employee for reporting an issue concerning possible discrimination, intimidation or harassment. Employees may raise their concerns and file reports without fear of reprisal. Any questions about what constitutes bullying, discrimination or harassment should be directed to the employee's supervisor with the Compliance Department using the dedicated helpline as listed on page 47 of this Code or in person.
- To emphasize Management's responsibility in these areas at all levels of the organization.



Communities





Communities



Why ?

We have communities living near our facilities or operations. We consider it is critical to have a relationship of trust with these communities in the respect of their rights and cultural heritage. Our acceptance by these communities is an essential condition for the social tranquility and viability of our Company.

What ?

- ✓ Communities are populations established around the areas where we run our operations or projects, and which may be impacted by our activities.
- ✓ We work with the communities to understand the impacts of our activities, and with the community and other stakeholders to undertake appropriate sustainability initiatives that reflect community priorities and are focused on local development.

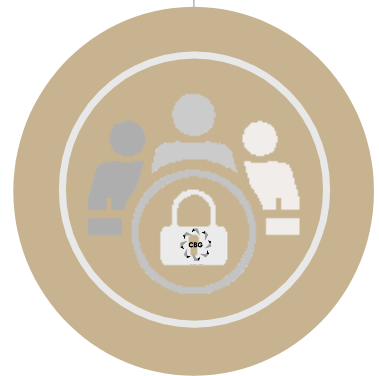
How ?

- As part of our operations and interactions with the communities, we are implementing a robust social impact and risk management system.
- To that end, CBG has adopted the environmental and social performance standards of the IFC (International Fund Corporation) which is a world benchmark in the industry.
- To anticipate and avoid the negative impacts of our operations or projects on the health and safety of the Communities.
- To ensure that CBG personnel and assets are protected in accordance with applicable human rights principles and in a manner that avoids or minimizes exposure of affected communities to risks.
- To avoid or limit involuntary relocation.
- To anticipate and avoid, or to limit the negative social and economic impacts resulting from the acquisition of land or restrictions on its use.
- To improve or at least restore the livelihoods and living conditions of displaced populations.
- To improve the living conditions of physically displaced populations by providing adequate housing with security of tenure in resettlement sites.
- To protect cultural heritage from the negative impacts resulting from our operations or projects.
- To implement an appropriate stakeholder involvement process, a communication procedure, and a grievance mechanism with the communities, allowing communities to lodge all complaints related to Community aspects through the help line on page 48 of this Code. No retaliatory action shall be taken against plaintiffs for reporting an issue concerning possible discrimination, intimidation or harassment. Plaintiffs may raise their concerns and file reports without fear of reprisal.
- To initiate and participate in the development project for the benefit of the communities based on their identified priorities.
- To listen to and show respect for communities everywhere and in all instances.
- To foster local content (jobs, and acquisition of goods and services) where possible.
- To rehabilitate sites at the end of their use.





Protection of Personal Data





Protection of Personal Data

Why ?

Personal information/personal data must be protected to preserve the privacy of individuals.

What ?

Personal information/personal data (employees, customers, suppliers, and other third parties) obtained during the course of employment must be protected from unauthorized disclosure and/or use.

How ?

- To comply with applicable laws, policies and procedures for the collection, use, retention, sharing and deletion of personal information or data.
- To immediately report to the Compliance Department if you accidentally disclose or receive personal information without authorization.
- If you uncover a security, breach that may have given someone unauthorized access to personal information, report it immediately to the Compliance and IT Departments.
- Any CBG employee who intentionally discloses or misuses personal information will be held accountable and will be subject to disciplinary action as well as civil and criminal penalties.





Protection of Assets





DEPUIS 1966



Protection of Assets

Why ?

The items making up the Company's assets must be protected against personal misuse, subtraction, and alteration.

What ?

The Company's tangible, intangible and financial assets are CBG's property and form part of its holdings.

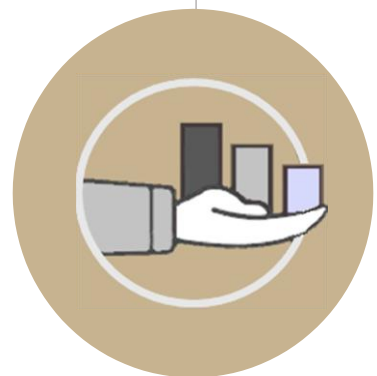
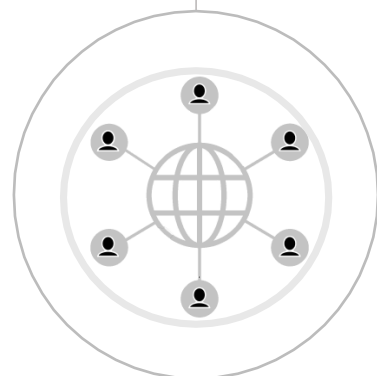
How ?

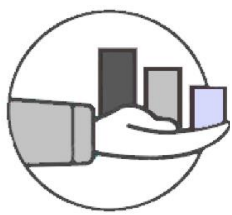
- We do not obtain, use or divert Company assets or financial resources for personal (including family) purposes or for personal benefit, or for any activity that causes a conflict of interest, or is inappropriate or illegal.
- We have electronic resources such as e-mail, Internet and telephone to help us do our job. We may occasionally use these resources for personal purposes if such use does not affect Company systems, result in undue costs to the Company, or interfere with our work duties.
- By protecting all assets against theft, loss, damage or abuse.
- By not forgetting that your obligations of confidentiality remain valid even after you have left CBG. All information about CBG must be given back before you leave the Company.
- By understanding that information on CBG's computers, including e-mail, is the property of CBG and will not be treated as private communications, except as required by law.
- We protect our intellectual property (including patents, copyrights, trademarks, and trade secrets) and closely monitor any unauthorized use of our intellectual property by third parties.
- We respect the intellectual property of others, such as our suppliers, customers and competitors, and use their intellectual property only when we are authorized to do so.





Financial Information & Communication





Financial Information & Communication

Why ?

Keeping accurate business records is fundamental to good decision-making. Our shareholders rely on CBG to use and provide accurate information so that they can and do make informed decisions. Our ledgers, records and accounts must accurately reflect all transactions and activities, and must comply with applicable laws, regulations and standards.

What ?

The information and documents you create or use in the course of your work are business records. CBG's financial statements are another type of business record, as are: production reports and test results; safety and security documents; expense reports; invoices; time sheets; e-mail and voice mail communications.

How ?




- By ensuring that all information and business records we prepare are accurate and complete and in compliance with applicable laws, standards and procedures.
- Applying generally accepted accounting principles.
- By never falsifying a file or trying to hide the true nature of a transaction.
- By not attempting to bypass internal controls and procedures, even if you think it would be harmless and time saving.
- By always cooperating with CBG's internal and external auditors and by being open and honest with them.
- By never concealing or destroying records to avoid disclosure in legal or government actions.
- By being familiar with our business records management policies, as well as the records retention schedule that applies to any file and information in any format, including electronic and paper.
- By following the instructions, you have received from CBG's Legal Department in terms of record retention, such as the required retention of records related to any pending or anticipated legal action, government investigation or audit.
- We maintain accurate and faithful registers of all financial and non-financial documents of the Company, in accordance with the document retention policies
- We do not alter, destroy or delete Company property or records unless authorized to do so.



Respect for Human Rights

The preamble of the Universal Declaration of Human Rights calls on "all individuals and all organs of society" to promote and respect human rights. All CBG employees and their suppliers must respect these fundamental rights at work, derived from national (*) and international standards (*) which define universal principles such as prohibition of forced labor, prohibition of child exploitation, equal opportunities (Gender, Ethnicity, Religion...), freedom of union membership, respect for maximum working hours, as well as not allowing coercion, intimidation or verbal abuse in the workplace.

Sources :

-  (*) Labour Code in the Republic of Guinea N°L/2014/072/CNT du 10 Janvier 2014, Chapitre VII.
-  (*) Child code of the Republic of Guinea
-  (*) Fundamental rights at work and international labour standards (ILO), Chapter 4, 6.





Respect for Human Rights

Why ?

We believe in and support the United Nations Universal Declaration of Human Rights.

Sources :

- ✚ [United Nations, Universal Declaration of Human Rights, Dec. 10, 1948](#)
- ✚ [European Convention of Human Rights, of November 04, 1950](#)
- ✚ [Unicef, International Convention on Children Rights of 1989](#)
- ✚ [African Union, African Chart of Human Rights and Peoples of 1981](#)

What ?

We respect human rights and are committed to avoiding Human Rights abuses.

How ?

- We are committed to operating in accordance:
- With the Universal Declaration of Human Rights of the United Nations (UN)
- With the United Nations Guiding Principles for Business and Human Rights
- Ten principles of the United Nations Global Compact
- Voluntary Principles on Security and Human Rights
- We are committed to identifying and addressing negative risks and impacts to human rights from the perspective of the right holder, and we manage them.
- We expect our suppliers to comply with the same human rights standards as we do.
- We reject all forms of child labor or slavery, including forced labor.
- We work with public and private security suppliers/providers to avoid security arrangements that violate human rights. We minimize the use of firearms for the security of our sites.
- We respect the freedom of CBG employees to join, or refuse to join, legally authorized associations or organizations.
- By demonstrating due diligence with our suppliers to assess their compliance with human rights.
- By ensuring that human rights concerns and complaints are investigated and resolved where appropriate, and that the results are reported to the relevant stakeholders
- By reporting any human rights issues to your manager or to the CBG Compliance Department.
- By never threatening, punishing, disciplining or retaliating against anyone, inside or outside CBG, for raising or helping to resolve a human rights issue.
- By ensuring that application of this Code does not impede access of employees and community members to judicial or administrative remedies that might be available under the law or through existing arbitration procedures, or substitute for grievance mechanisms provided through collective agreements.





Government
Civil Society
Political Activity





Government Civil Society Political Activity

Why?

Our ability to conduct business is directly affected by government decision-making and civil society activities, so it is important that we have open and constructive relationships with them.

What?

We are building lasting and trusting relationships with the government. We are working with international organizations and the civil society in a respectful and open manner. It is up to our employees whether or not to participate in political life in a responsible manner.

How?

- We engage in public policies and legislative issues that affect our business. We bring relevant information and share our experiences to help create strong policy, regulation and legislation.
- Disclosure of CBG information to public authorities must be expressly authorized by General Management, and this information is only given to duly mandated authorities.
- We do not restrict individual rights and freedoms. Employees and subcontractors can support political parties, candidates or campaigns on their own time and with their own money.
- As a company, we do not get involved in the political affairs of parties and do not make any payments to political parties or political candidates.
- The use of Company funds, goods, services or objects of value in favor or aid of political parties or candidates for public office remains strictly prohibited;
- We must not use CBG's time, facilities or goods for political purposes, except with the prior written authorization of General Management.





IV. Compliance Program & Objectives

Our business activities and our relationships with customers and authorities are characterized by sound business ethics and respect for human rights.





Enforcement of the Code

This Code of Ethics and Business Conduct outlines and summarizes CBG's existing policies and procedures and should be used as a support tool for understanding the basic rules and principles governing our activities.

It defines the framework and the limits of our decisions, the conduct and the state of mind to adopt in business and when facing difficult situations.

Violation of applicable laws or of this Code of Ethics and Business Conduct, may result in severe penalties for our Company or anyone involved, and may have detrimental effects on the reputation of our shareholders.

Any employee who violates this Code of Conduct or any of the underlying Company Policies will be subject to disciplinary action, which may result in termination and criminal prosecution.

Practical advice

■ Where can I find the Code?

Employee:

The current version of the Code of Ethics and Business Conduct, as well as all our policies & procedures, manuals and guides can be found on our [Intranet](#).

Notice : Any future changes or revision of CBG's Code of Conduct will be communicated towards our employees via our internal communication Email.

Supplier :

The Code of Ethics and Business Conduct is available on our [Extranet: http://www.cbg-guinee.com](http://www.cbg-guinee.com)

Notice : Any future changes or revision of CBG's Code of Conduct will be communicated towards our Business Partners via Email.

■ Is knowing the Code enough?

This Code of Conduct is a summary. You can find more information on specific topics in the policies or procedures, manuals or guides.

■ How can I get training?

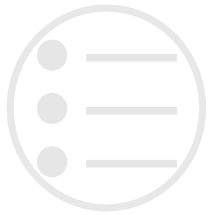
Each and every new employee is invited to attend an induction session on Compliance upon hiring, then a more specific training which will depend on the level of "Risks" related to their activity.

CBG regularly organizes training, both online and in standard classroom format, and provides information to support and comply with this Code of Ethics and Business Conduct.

■ When must I ask for help?

If in doubt about an issue relating to a question of Ethics or Business Conduct, always seek advice from your immediate supervisor or your Compliance Officer.



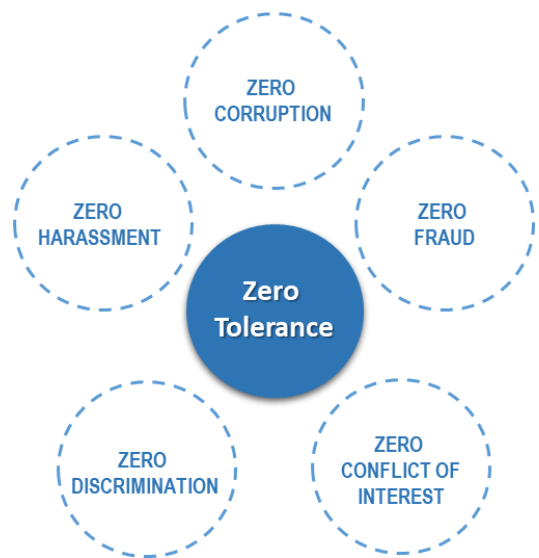


Program & Compliance Objectives

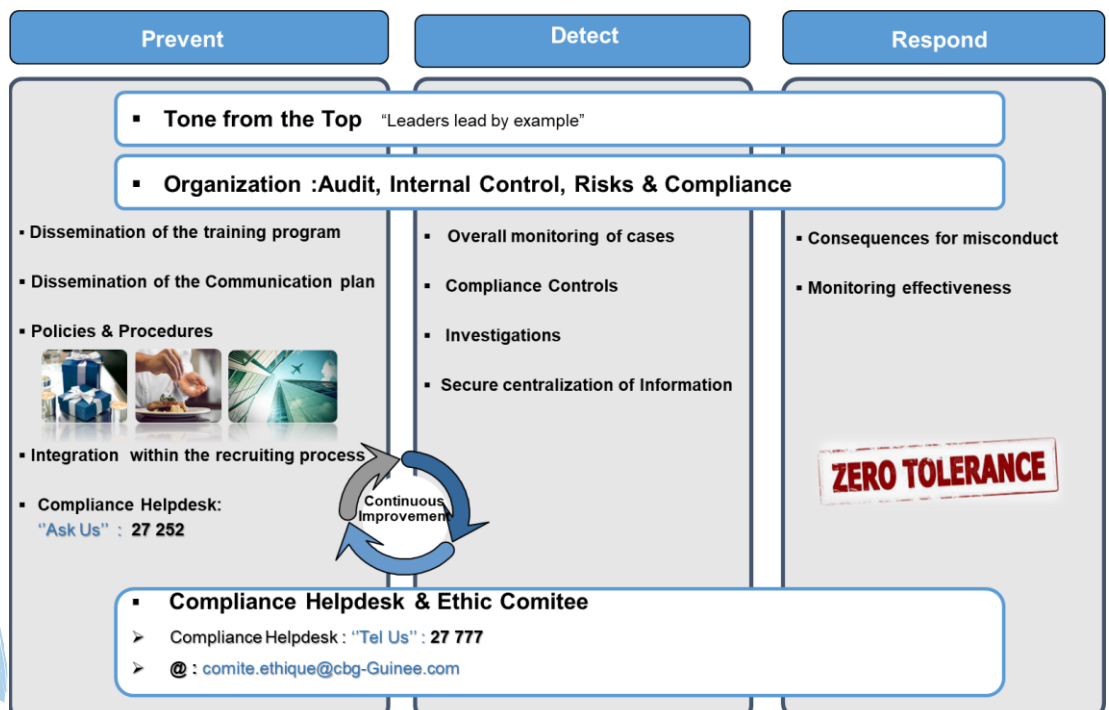
A Code of Ethics and Business Conduct, like any other code, is only valid if its enforcement is made by the people to whom it applies. This cannot be done without appropriate sanctions, which guarantee its enforceability in the event the principles it promotes are violated.

It is part of a rigorous compliance program, which is based on the principle of **"Zero Tolerance"** aimed at **preventing, detecting and responding** to any breach to the Code of Ethics and Business Conduct and to national and international standards and legislation, in terms of Anti-corruption, Antitrust fight in force and compliance with environmental and biodiversity standards

It demands unflinching integrity on the part of all in the performance of the tasks entrusted to it.

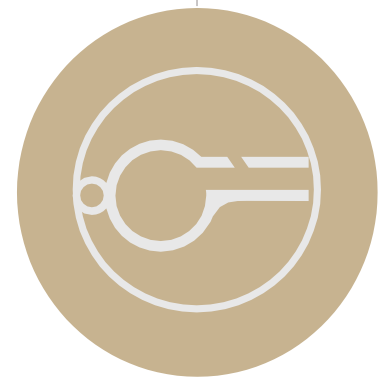


Program Overview





Fight against Corruption



✚ CBG, through its shareholding, is a Public/Private capital Company and must therefore enforce all the conventions and agreements in the fight against corruption (*)

Sources:

- ✚ CBG Rules and regulations, Title IV, Article 42, 43.
- ✚ Decree D/2017/219/PRG/SGG, promulgating Law L/2017/041/AN of 04 July 2017 on the prevention, detection and repression of corruption and related offences, Article 67.
- ✚ African Union convention on preventing and combating corruption signed off by the Republic of Guinea the 12/04/2012, Article 10, 11.
- ✚ ECOWAS Protocol on Corruption
- ✚ FCPA (Foreign Corrupt Practices act) USA 1977, Page 16.
- ✚ UKBA (UK Bribery Act 2010, section 5.1.3





Corruption & Bribes

Why?

First of all, because **CBG** must be in compliance with national and supranational laws, standards, agreements and treaties, as well as in relation to its own internal rules - Policy & Procedure and internal regulations.

What?

Corruption

Corruption is the act of promising, offering or granting to a public official or any other individual, directly or indirectly, an undue advantage for him/herself or for another individual or entity, in order to perform or refrain from performing an action in the exercise of their functions

or

the fact that a public official or any other individual solicits or accepts, directly or indirectly, an undue advantage, for him/herself or for another individual or entity in order to perform or refrain from performing an action in the exercise of their functions.

Bribes

Are means by which an illegal transaction, in monetary form or in kind, is carried out with the aim of obtaining an undue commercial advantage, if it is made and if it violates applicable laws or if it is contrary to usual commercial practices.

They cover payments directly or indirectly made, through a third party, or to a family member or friend.



Reprehensible Actions

TO COMMIT ACTS OF CORRUPTION

Corruption or a bribe is the act of promising, offering or granting to a public official or any other individual, directly or indirectly, an undue advantage for him/herself or for another individual or entity to perform or refrain from performing an action in the exercise of his/her functions or the fact that a public official or any other individual to solicit or accept, directly or indirectly, an undue advantage, for him/herself or for another individual or entity in order to perform or refrain from performing an action in the exercise of its functions.





Gifts & Hospitality

Why?

CBG, by virtue of its shareholding, is a Public/Private capital company and must therefore apply all conventions and agreements in the fight against corruption.

What?

Gifts or Hospitality, given or received, in use in business are generally authorized if they are in accordance with applicable laws, rules defined by the Company and its values, local customs and the policies of all parties concerned.

They can take various forms such as: meals, invitation to professional events, travel, entertainment, delivery of an object, voucher and without being restrictive.

They may not be given or received immediately or in the future with the aim of obtaining compensation or any undue advantage and must be made in full transparency.

Anyone who makes or receives a gift on behalf of CBG has the obligation to make a prior declaration by using the appropriate form (*) to the Compliance Department, who will analyze whether the request complies with legal provisions and respects CBG's relevant provisions and will record it either in the register of Donations, Sponsoring or in the register of declaration of gifts and invitations.

Document:

 [Hospitality Approval Form](#)



Reprehensible Actions

TO GRANT OR ACCEPT DISPROPORTIONAL GIFTS AND HOSPITALITY

When an employee grants or accepts **disproportionate** gifts, hospitality or favors from a supplier or a third party in connection with Company business and **he/she does not declare it**, he/she commits a reprehensible action liable to sanctions on the part of the Company. **Disproportionate** means gifts or hospitality that do not respect local values, laws, customs, rules and policies of all parties involved.





Conflict of Interest

Why?

Conflict of Interest, in the same way as other types of offences dealt within this Code of Ethics, harms the reputation and deteriorates the financial assets of the Company. CBG has no tolerance for this form of practice.

What?

A **conflict of interest** becomes a reprehensible action when the individual who is supposed to understand this notion, learned through training and communications regularly provided within the Company, and who has made the prior declaration with the form in force, is nevertheless in a situation where he/she is aware of it, that the action taken is contrary to the Company's rules of ethics and compliance, by not declaring this fact beforehand, and knowingly acts in the interest of another individual or company with which he or she maintains a privileged relationship to the detriment of the interest of the Company in which he or she works. Several cases of conflict of interest can be reprehensible if they are not declared in time, such as :

- ✓ When an individual has the opportunity to use his or her position within the company for direct or indirect personal financial gain
- ✓ When a personal relationship affects an employee's decisions or professional judgment.



Reprehensible Actions

ACT IN FAVOR OF AN INDIVIDUAL OR A COMPANY WHEN A CONFLICT OF INTEREST SITUATION ARISES

A **conflict of interest** occurs when an individual is involved in interests, one of which could corrupt the motivation for an action in the other individual.

In the context of CBG, it occurs when an employee's personal interest could affect his or her judgment or decision-making in the performance of his or her functions, against the interest of the Company.

We must always be as transparent as possible about our activities and external relations.

Conflicts of interest can be prevented or dissipated through open and honest discussion. We recommend that you read the Guide on Conflict of Interest (*) and declare it, if applicable, by using the form available on the CBG Intranet (*).

Documents:

- [Guide on the notion of Conflict of Interest](#)
- [Conflict of Interest Declaration Form](#)





Insider Trading

Why?

Insider trading is the act of transmitting or using privileged information, which we legitimately hold through our position within the Company, to a third party with the aim of favoring them.

Information is privileged when it has the effect of creating a situation of inequality. Privilege is the use or disclosure of critical information before it becomes public knowledge.

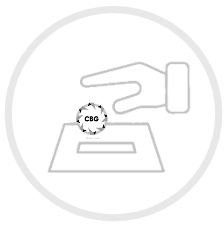


Reprehensible Actions

Insider Trading may be defined as a crime committed by all individuals who have information in the performance of their duties.

Insider trading is formally prohibited in our practices both between us and between our partners and us.

At CBG, anyone who has access to privileged information in the exercise of his or her profession is deemed to be an insider.



Charitable Contributions

Why?

Charitable contributions (donations, sponsorships, etc.) are part of CBG's commitment to the civil society and reflect our identity as a socially responsible Company acting to preserve a sustainable environment.



Reprehensible Actions

Charitable contributions or donations may not be offered or pledged if the purpose is to influence "public" actions and thereby obtain or secure improper advantages.



Other reprehensible Actions

EMBEZZLING FUNDS OR GRANTING UNLAWFUL FUNDINGS

Illicit financing involves methods of transferring money or goods, such as diamonds, gold and drugs (Non-exhaustive List) from one country to another.

It can be tax evasion, money laundering across borders, while misappropriation is the fraudulent appropriation of property by a person for his or her own self-interest who had been trusted to manage money and funds held by another individual or by a third party organization.

MONEY LAUNDERING

Money laundering occurs when companies or individuals attempt to conceal or disguise the proceeds of an illegal activity by moving them in a way that hides their source and makes them legitimate. Be vigilant and guard against the use of these funds to pay for goods and services.

THEFT

Theft occurs when CBG's assets are unlawfully removed from CBG and punished by CBG's internal regulations in Article 55 §16.





Answer



We use continuous training, proactive communication and we transparently monitor our activities to prevent and fight against all forms of corruption, strictly applying the compliance program and objectives:

Prevent

Dissemination of a training and communication program covering a wide range of topics in terms of Anti-Corruption mechanisms and Procurement Transparency.

Detect

CBG has acquired a set of tools to detect any breach to its Code of Ethics and Business Conduct.

Respond

CBG will respond effectively to all reprehensible actions by applying its internal rules and regulations or by referring the matter to the Ethics Committee, who will rule according to the seriousness of the facts.

How?

Via The Internal Rules and Regulations

According to article 40 of the internal rules and regulations and within the framework of its activities, CBG promotes ethical values to all its stakeholders in accordance with the Code of Ethics and Business Conduct.

Any violation of these values may result in disciplinary action, as provided for in the internal rules and regulations, up to and including dismissal.

Thus the facts and actions listed below are subject to disciplinary sanctions within the Company and even to criminal sanctions for some of them. No excuse or pressure can justify a breach of the law, which will be sanctioned with **Zero Tolerance**.

Via The Ethics Committee

Its main mission is to ensure the strict application of laws, the Code of Ethics and Business Conduct, internal rules and regulations, policies and procedures and internal controls that the Company has established and to ensure their applicability and regular updating.

Via the law

Decree D/2017/219/PRG/SGG of July 4, 2017 on the prevention, detection, and repression of corruption and related crimes, the AFRICAN UNION Convention on preventing and fighting corruption, the ECOWAS Protocol on the fight against Corruption, the FCPA and the UKBA condemn all these actions for criminal prosecution up to 10 years in prison.





DEPUIS 1966

Antitrust





Fight against Antitrust Practices

Why?

Because CBG believes in the concept of fair and transparent market and because of its nature as a bauxite exporting company and its shareholding structure, it is required to comply with the rules on competition transparency.

What?

Prohibition of hindering free competition by the creation of groups aimed at establishing, maintaining and benefiting from a monopoly via an agreement on rising and falling prices.

Agreements or understandings with a competitor regarding prices (to fix, increase, stabilize or lower prices, or to eliminate or reduce competition) or regarding the allocation of customers (customer groups, business sectors, products or geographical areas) are illegal. Even an informal, unwritten understanding of a common goal may be illegal.

How?

By training our employees to ensure that they are familiar with applicable competition laws. Agreements that are particularly sensitive in terms of competition laws should not be negotiated or entered into without involving the Legal Department.

By the presence of the Compliance Department during the opening of the offers obtained from the bidders to a call for tenders.

By the presence of the Compliance Department during the Technical and Financial evaluations to a call for tenders.





V. Support Services





Compliance Support Service

What?

The Support Service,

Is a fundamental component of CBG's Compliance program.

This support service is responsible for answering questions from employees, suppliers and other stakeholders on all matters related to Ethics and Compliance.

It also serves to obtain advice in order to avoid any doubts related to this topic.

Why?

“Ask Us”

In order to answer your compliance questions, please contact our Compliance Support Service

Answer





Our Whistleblowing System

The **whistleblower system** is a fundamental element of CBG's Compliance program.

It should be used when there are grounds to suspect that laws, human rights or the Code of Conduct are being violated.

Potential violations are included in our section "Fight against Corruption" and Anti-Trust.

Each employee must, without fear of reprisal from anyone, use the whistleblower system to inform our Compliance Officer about any inappropriate or unlawful activity.

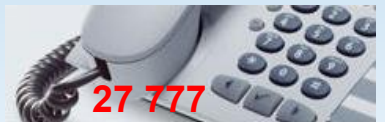
It is intended not only for our employees but also for our suppliers and other stakeholders.

"Tell Us"

In order to allow you to bring to our attention facts contrary to the Code of Ethics and Business Conduct, contact our **"Tell Us"** Support Service, without any fear, it will guarantee anonymity and confidential treatment of complaints or denunciations. Whistleblowers are protected by the company against intimidation and dismissal.

At this stage of the process, information is carefully verified and all parties concerned are presumed innocent.

"Tell Us"



Or

By sending us your whistleblowing by email at:

@ : comite.ethique@cbg-guinee.com

This email is secure and only the Compliance Officer has access to it.



Misuse of the system



CBG will not tolerate unfounded accusations or other actions motivated by personal reasons. If proven, any misuse of the Compliance Support Service may have consequences for those involved. Individuals who raise concerns in good faith will be protected by the Company. This applies to both parties, both to the party making the report as well as to the party who is the subject of the report. Our desire is to improve cooperation, and not to increase the number of conflicts.





Other Support Services

Community

Concerning the procedure for handling complaints related to Community aspects,

➤ Please refer to procedure [CBG HSEC Pro 5060](#)

@ : communityteam@cbg-guinee.com

☎ : + 224 623 233 175

Projects

This procedure concerns the handling of complaints from *suppliers, Contractors, EPCM, EPC, BOT, Business Grouping, Consortium, Intermediary, Third Party, Stakeholder to be understood in broad sense without being restrictive...* related to Projects.

➤ Please refer to procedure [111 HSE 56](#)

☎ : + 224 623 233 770

✉ : **Drop your complaint in the boxes provided to that effect**

Human Resources

This procedure concerns the management of claims and demands of CBG employees related to Human Resources, in order to ensure the fair and equitable reception and treatment of all claims and demands of the rights of the employees of the company in the context of the performance of their Employment Contract.

Concerning the procedure for handling complaints related to Human Resources, please refer to the **CRT (*)**, the **Union** or [to the Procedure](#).

(*) *Conseiller en Relation du travail / Labour Relations Advisor*



: **The list of representatives is available on the Intranet**



: **Drop your complaint in the boxes provided to that effect**





Ethics Committee

The Ethics Committee is independent from management and may be contacted by any employee or business partner who has been aware of an action that undermines the values advocated by the Code of Ethics and Business Conduct.



It acts according to the rules and values, which guarantees complete confidentiality to those who wish to do so.





Ethics Committee



What?

Its main mission is to ensure the strict application of the laws, the Code of Ethics and Business Conduct, the internal rules and regulations, the policies and procedures and internal controls, and to ensure their applicability and regular updating.

Why?

The Ethics Committee is responsible for:

- Ensuring that the Code of Ethics and Business Conduct is widely disseminated and for proposing any amendments it deems necessary;
- Listening, supporting and advising employees and other stakeholders;
- Making recommendations to the management teams on all ethical issues and drawing their attention to any risk that our activities may be called into question for ethical and compliance reasons...
- Ruling on illicit conduct and practices prohibited by the Code of Ethics and Business Conduct and imposing sanctions commensurate with the seriousness of the actions

Answer

Referral

Who can bring a case to the Ethics Committee?

- It may be brought by any employee who is aware of an action that violates the values advocated by the Code of Ethics and Business Conduct.
- All third parties having a business relationship with CBG may thus refer the matter to the Ethics Committee for the same reasons.

How to file a complaint with the Ethics Committee?

There are different channels of communication in order to raise the matter with the Ethics Committee:

@ : comite.ethique@cbg-guinee.com

☎ : Internal Whistleblowing line: 27 777

📱 : External Whistleblowing Line: +224 610 007 235

📧 : "Blue" boxes available in every Department

What to report?

It is necessary to refer to the Ethics Committee as soon as you are aware of or note a situation in violation of our Code of Ethics and Business Conduct, namely and without limitation:

- a. Any situation involving fraud, corruption, theft and threats:
 - Identity of the alleged perpetrators and their accomplices;
 - Location and date, if possible.
- b. Any form of discrimination (non limitative):
 - ◆ Origins ◆ Age
 - ◆ Gender ◆ Appearance
 - ◆ Health ◆ Etc.
- c. Conflict of interest & Insider Trading

Or any other practice tending to tarnish CBG's image.





Revision

This Code may be revised at any time at the request of the General Management, the Ethics Committee and/or the Board of Directors or at the latest, 3 years from the date of the last official publication, with aim to ensure continuous improvement in order to meet the new legal or regulatory requirements and the recommendations of the governance bodies.

Inspiration

This Code of Ethics and Business Conduct was inspired by, among others, the Codes of Conduct of:

- ❖ Alcoa
- ❖ Rio Tinto
- ❖ Siemens
- ❖ Alstom
- ❖ Total

As well as the performance standards of the IFC and the Universal Declaration of Human Rights.



Direction Générale sise à Kamsar – B.P. 100 Kamsar | Conakry : 9^{ème} étage, Immeuble Zein - B.P. 523 Conakry - Guinée
Bureaux Outre-Mer : Boké Services Management Inc, Pittsburgh, PA – USA | Boké Service Cie, Bruxelles - Belgique
Contacts: Email: infocbg@cbg-guinee.com | Tel: (+ 224) 623 233 897 | Site web: www.cbg-guinee.com
Numéro d'immatriculation Fiscale : 703457069 | RCCM.GN-KAL.2018. B.086.588 du 13/09/2018

