

# **CODE OF ETHICS FOR DEFOLD MINE (PVT) LTD**

## **1. INTRODUCTION**

The purpose of this Code is to ensure that the Board and staff of Defold Mine P/L are honest, efficient, competent and accountable.

The general public has a right to expect that the Entity's board and staff are honest and competent and that they devote themselves wholeheartedly to achieving effective service delivery by Defold Mine.

## **2. APPLICABILITY OF THE CODE**

This Code is applicable to Members of Defold Mine's Board, Executive Management and all Employees.

## **3. APPLICATION OF OTHER LAWS**

In addition to this Code, members of Defold Mine's Board and employees must comply with other laws including but not limited to:

1. **The Public Entities Corporate Governance Act [Chapter 10:31]** which sets out their duties, and contains a detailed code of conduct which they must obey.
2. **The Public Finance Management Act [Chapter 22:19]** which, in section 45, states that employees of public entities must:
  - comply with Defold Mine's financial management systems
  - ensure that Defold Mine's resources and assets are used effectively, efficiently, economically and transparently
  - prevent irregular, pointless and wasteful expenditure, and
  - manage and safeguard Defold Mine's assets.
3. **The Labour Act [Chapter 28:01]** which lays down codes of conduct for all employers and employees.

Members of Defold Mine's Board and employees are expected to read and understand these laws. Copies of them are available at Defold Mine's Legal and/or Human Resources and Administration Departments

#### **4. BASIC DUTIES OF BOARD AND SENIOR STAFF MEMBERS**

Under the Public Entities Corporate Governance Act and this Code, Board members and employees owe the following basic duties towards the State, Defold Mine and its stakeholders and towards each other:

##### **4.1 Honesty and integrity**

Board members and employees:

- must perform their duties honestly, in good faith and in the best interests of Defold Mine. In their private life also, board members and employees are expected to show integrity and complete honesty
- must be honest and accountable in dealing with public funds, and must use Defold Mine's property and other resources effectively, efficiently and only for authorised official purposes.

##### **4.2 Duties to the State and Government**

Board members and employees:

- must be loyal to Zimbabwe
- must abide by the Constitution and obey the law when carrying out their duties and also in their private lives. If they do not know what the law is, they must take reasonable steps to find out, and
- must co-operate with public institutions established under the law and the Constitution.

##### **4.3 Relationship with the Public**

Board members and employees:

- must serve the public in an unbiased and impartial way in order to create confidence in Defold Mine.

- must be polite, helpful and reasonably accessible in their dealings with the public, treating members of the public as customers who are entitled to receive high standards of service
- must respect the concerns and needs of the public in performing their duties
- must treat all members of the public with equal respect, regardless of their nationality, race, colour, tribe, place of birth, ethnic or social origin, class, religious belief, political affiliation, opinion, custom, culture, sex, gender, marital status, age, pregnancy, disability or economic or social status
- must not abuse their positions to promote or prejudice the interest of any political party or interest group, and
- must recognise the public's right to obtain information about Defold Mine, apart from information that is specifically protected by law.

#### **4.4 Relationships with Co-workers**

Board members and employees:

- must co-operate fully with other members and employees to advance the public interest and in particular, the interests of Defold Mine
- must carry out all lawful instructions given to them by their superiors
- must treat their subordinates with proper respect, and must never abuse their authority over them by inducing them to breach their duty to DEFOLD MINE or to do something against the law
- must not engage in nepotism, i.e. they must not:
  - employ their relatives or friends in Defold Mine or improperly influence or encourage Defold Mine to employ their relatives or friends, or
  - favour relatives or friends in work-related activities
- must use the proper channels to air their grievances
- must not solicit benefits to which they are not entitled
- must deal fairly and professionally with their co-workers, regardless of their nationality, race, colour, tribe, place of birth, ethnic or social origin, class, religious belief, political affiliation, opinion, custom, culture, sex, gender, marital status, age, pregnancy, disability or economic or social status, and
- must not engage in any party-political activities in the workplace.

#### **4.5 Performance of Duties**

Board members and employees:

- must put the public interest first when carrying out their duties
- must do their best to achieve the objectives of Defold Mine cost-effectively and in the public interest
- must try to be creative in carrying out their duties, seeking innovative ways to solve problems and to increase effectiveness and efficiency
- must be punctual in reporting for work and, except for proper reasons, must work diligently during working hours
- must carry out their duties promptly, professionally and competently
- must keep proper records of what they do, particularly in regard to financial matters
- should try to avail themselves of continuous training and self-development throughout their careers
- must report fraud, corruption, nepotism, maladministration or other conduct which is criminal or prejudicial to the interests of Defold Mine or the public, and must encourage others to report such conduct
- in the case of board members and senior staff members, must ensure adequate protection for those who report fraud, corruption, nepotism, maladministration or other criminal or prejudicial conduct
- must give their superiors honest and impartial advice, based on all available relevant information, whenever required to give advice
- except when authorised or required by law to disclose it, or when disclosure is clearly in the public interest, must respect the confidentiality of information they acquire in the course of their work with Defold Mine, and
- in the case of board members, must:
  - be independent in their judgments and actions
  - diligently analyse all proposals placed before the board, and
  - take all reasonable steps to satisfy themselves as to the soundness of all decisions of the board.

#### **4.6 Conflict between Official Duties and Private Interests**

Board members and employees:

- must not do anything that prevents or hinders them from carrying out their official duties impartially. In particular:
  - they must not give preference to or favour a supplier in exchange for any personal benefit to themselves or their families or friends
  - they must not have a personal interest in any business transaction they conduct on behalf of Defold Mine
  - they must withdraw from any official action or decision-making process which may result in improper personal gain to themselves
  - they must not use their positions for personal gain
  - they must not engage in any activity that competes with Defold MINE or interferes with or hinders its activities or business, and
  - they must not take advantage of Defold Mine's property or use its property for personal gain or to compete with Defold Mine.
- must make full disclosure of any personal interest they may have in any decision that is being taken or transaction conducted on behalf of Defold Mine
- must disclose receipt of any gifts, payments, hospitality or other benefits that are or may be intended to influence or sway their judgement or prejudice their impartiality
- must not make improper use of information they acquire as board members or employees, and
- must disclose their assets fully when required to do so by law
- must disclose to the Board their Directorship(s) on the Board(s) of any other entity(ies), public or private, on which they sit, as well as any shareholding or interest, direct or indirect, they or any associate may have in other entities/companies.

#### **4.7 Personal dress and Conduct**

Board members and employees:

- when carrying out their duties, must dress and behave in a way that upholds the reputation of Defold Mine
- must not consume alcohol or other intoxicating substance when on duty

- must act responsibly in the use of alcohol or other intoxicating substances when off duty, and
- must not, whether in their official capacity or in their personal lives and dealings, engage in conduct likely to bring discredit upon Defold Mine.

## **5. COMPLIANCE WITH THE CODE**

Defold Mine shall appoint a member of its staff to be a “Compliance Officer”.

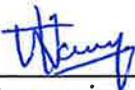
It is the responsibility of that officer to ensure that, once per annum or upon revision of this Code, every Board Member, every member of Executive Management and all employees of Defold Mine shall acknowledge and provide written affirmation that he/she is aware of the Code and has complied with the provisions thereof.

New Board Members and all new members of staff, at all levels, shall sign such acknowledgement (of awareness of the Code) at their time of their appointment.

## **6. REPORTING**

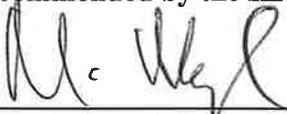
Whilst it is the responsibility of every Board Member, every member of Executive Management and all employees of Defold Mine to ensure his/her compliance with the Code, all violations of the provisions of the PECG Act, its accompanying Regulations as well as the provisions of this Code must be immediately reported to the Board through the Compliance Officer.

**Issued by the Acting Company Secretary**

  
\_\_\_\_\_  
W. Tanyanyiwa

01 / 09 / 2023  
Date

**Recommended by the HRRC Chairperson**

  
\_\_\_\_\_  
Dr. Eng. M. M. Manyuchi

01 / 09 / 23  
Date

**Approved by the Board Chairman**

  
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Mr. O. M. Moyo

02 / 09 / 23  
Date

**End.**