

Conflict of Interest Declaration and Non-Disclosure Agreement

Updated May 2019

A. CONFLICT OF INTEREST POLICY

1. Introduction

- a) The Responsible Mining Foundation ('the Foundation'), through the Responsible Mining Index ('the Index') manages and promotes, aims to independently, impartially and reliably measure, monitor, review and publish the performance of individual companies (whether publicly listed or not) with respect to their efforts to implement responsible mining practices.
- b) The Foundation does not directly or indirectly recommend the purchase or sale of equity securities, nor does it hold such assets.
- c) The Foundation reserves the right to protect its strategic and financial interests, and the integrity, impartiality and independence of its activities and works.

2. Risks associated with conflicts of interest

- a) Transparent management and criteria of the Index, as well as full transparency about and management of (potential) conflicts of interest, are crucial to the credibility of the Index and that of the Foundation;
- b) A material conflict of interest is an interest which, in view of all the circumstances, could reasonably be expected to: affect the independence or impartiality of the person with the interest; potentially pose a real or perceived risk through association to the integrity of the Foundation; potentially pose risk to the strategic, reputational and financial viability of the Foundation.
- c) Material conflicts of interests of individuals related to the Index or the Foundation could lead to:
 1. biases in measurements, monitoring or reviews;
 2. biases in the publication of measurements, monitoring or reviews;
 3. misuse of privileged and confidential knowledge;
 4. misuse of strategic management information;
 5. risk to the real or perceived integrity, impartiality, independence and reputation of the Foundation and its works.
- d) Any person exercising influence on Index methodology, Index measurement or Index publication, including Foundation Board members, Expert Review Committee members, staff, contractors and volunteers, shall not have, directly or indirectly, a financial, economic or other personal interest which might be perceived to compromise their impartiality and independence in the context of assembling, processing or assessing information related to the publication of the Index.
- e) Any person with access to privileged strategic and financial information, including Foundation Board members, Expert Review Committee members, staff, contractors and volunteers, shall have no direct or indirect financial, economic or other personal interest which might be perceived to compromise the integrity of the Index or the Foundation, in any and all actions taken by them on behalf of or for the Foundation in their respective capacities.

3. Potential conflicts of interest include but are not limited to:

- a) having a direct or indirect sizeable business interest in a company that is measured by the Index;
- b) having direct or indirect possession, purchase or sale of equity securities in a company that is measured by the Index;
- c) providing privileged or confidential information or advice to third parties which can be used to decide on such purchase or sale;
- d) directly or indirectly receiving financial compensation or other favours from a company that is measured by the Index, or from a company that has itself a conflict of interest; financial compensation includes direct and indirect remuneration as well as gifts or favours worth EUR 50 or more;
- e) having a close family member (e.g. spouse, parent, child or spouse of a child, brother, sister, or spouse of a brother or sister) or a partner with such interests;
- f) direct or indirect association with any business, organisation, group or individual whose interests and activities compete or conflict with the interests and activities of the Foundation;
- g) direct or indirect association with any business, organisation, group or individual whose interests and activities might potentially compromise the real or perceived integrity, independence and impartiality of the Foundation;
- h) any other interests that have been deemed potentially conflicting by the Board.

4. Management of potential conflicts of interest

- a) *Disclosure*: Any person exercising influence on Index methodology, Index measurement or Index publication, or with access to strategic and financial information deemed privileged by the Foundation, whether as a Board member, Expert Review Committee member, staff member, contractor or volunteer, and who has a potential interest or associations as defined under item (3), shall disclose such interest, or a change in such interest, to the Board through the agreed Potential Conflict of Interest Declaration process within one month after the potential conflict arises;
- b) The Board shall publish all disclosed potential conflicts of interest at least once per year;
- c) The Board shall evaluate all disclosed potential conflicts of interest and assess whether they are 'material conflicts of interest';
- d) *Certification*: Any individual within or working with the Foundation who has the means to directly influence Index measurements or scores shall certify that he or she does not have potential conflicts of interest as defined under art. (3);
- e) Any outside contractor shall certify the independence, impartiality and reliability of its work; the existence of internal controls; compliance with legal requirements for having adopted a code of ethics or conflict of interest policy; and agree to honour the confidentiality of Index outcomes;
- f) The Board shall review this Policy at least once per year and apply all changes necessary to maintain the impartiality and credibility of the Index and the Foundation.

5. Corrective actions

- a) Any material conflict of interest or any violation of the rules set forth in this Policy shall prompt disciplinary and/or corrective action by the Board, which action may include but is not limited to the termination of any current contractual arrangement whether in writing or orally;
- b) A charge of incompletely or inaccurately disclosed conflicts of interest shall be directed to the Chair of the Board;

- c) The Board shall take no action until it has given the person charged with the alleged conflict of interest the opportunity to fully represent him/herself;
- d) The Board may appoint a disinterested person or committee to investigate the alleged conflict of interest;
- e) The person with the alleged conflict of interest shall not take part in any vote on the nature of the interest or any related decision.

B. POTENTIAL CONFLICT OF INTEREST DECLARATION

To be completed and signed by Foundation Board, Expert Review Committee, staff members, contractors and volunteers.

I have reviewed and understood the Conflict of Interest Policy of the Responsible Mining Foundation and agree to abide by it;

AND

I have no potential conflict of interest as defined in the Conflict of Interest Policy of the Responsible Mining Foundation;

OR

I report the following potentially conflicting interest(s), as defined in the Conflict of Interest Policy of the Responsible Mining Foundation (please describe fully, including name and nature of the interest):

- 1. _____
- 2. _____
- 3. _____

List continues on ____ annex page(s).

I hereby certify that the information provided is true and complete to the best of my knowledge; that I will adhere to decisions on conflicts of interest by the Board; and that I will report future changes to this information to the Board’s Chairman within one month after they arise.

Name: _____

Position: _____

Organisation: _____

Signature: _____

City, Date: _____

C. NON-DISCLOSURE AGREEMENT

Confidentiality of information is essential to the integrity and credibility of the Responsible Mining Index. Information shared with the Index by others is done so on the basis of good faith and this needs to be respected at all times.

At the same time, strategic discussions, contextual assessments, research results prior to official public disclosure, strategic plans and other matters pertinent to the effective operations of the Foundation and the achievement of its aims as mandated by the Foundation Board and supported in good faith by its funders, shall at all times remain confidential unless otherwise indicated by the executive leadership of the Foundation or the Chair of the Foundation Board.

Consequently:

- a. Any person exercising influence on Index methodology, Index measurement or Index publication, or with conscious or incidental access to Index information or other sensitive information, including Board members, Expert Review Committee members, staff, contractors and volunteers, shall hold all such confidential information in trust and confidence for the Foundation in order to prevent its dissemination at any time, unless such information becomes publicly known or the Foundation authorizes, in writing, its release.
- b. Any person within the Foundation or who works with the Foundation who has advance knowledge of Index outcomes shall not disclose any part of such outcomes to third parties before the formal time of release which shall be determined by the Foundation.
- c. Any person working for or with the Foundation who has knowledge of internal discussions and documents of a strategic, financial or confidential nature shall not disclose or disseminate such information to third parties unless such information becomes publicly known or the Foundation authorizes, in writing, its release

I understand that any and all research results, findings and outcomes are confidential until their formal time of release.

I understand that any material information within the possession of the Foundation, whether intended for release or not, remains confidential and the property of the Foundation until it has been released in the public domain, or the Foundation authorizes, in writing, its release.

I will honour the Foundation's rules with regards to non-disclosure.

I accept that this non-disclosure agreement will survive termination of contractual or other association with the Foundation.

Full Name: _____

Organisation: _____ Position: _____

Signature: _____ Place, Date: _____