



Vendor Code of Conduct

1 August 2025

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1 PURPOSE AND APPLICATION OF THE CODE

IN Code, the term 'Vendor' will also include 'Supplier', and vice versa.

This Code describes the fundamental principles that should govern the everyday business conduct of DRDGOLD Limited, (the Company) in its dealings with Vendors and Suppliers. This Code has been endorsed by the Company's board and senior management, and applies to all employees, officers and directors, irrespective of seniority, within every entity owned or controlled by the Company. It recognises their responsibility to provide ethical leadership in the exercise and execution of their duties.

The Code represents a non-negotiable commitment to doing the right thing.

2 COMMITMENT

DRDGOLD and its associates and business partners, including its employees, commits itself to:

- Maintaining in all its activities the highest standards of competence, integrity and ethical behaviour, thereby ensuring that its reputation is beyond reproach.
- To free, fair and transparent business competition and is equally committed to competing ethically and in compliance with the laws that foster and facilitate competition in the marketplace;
- To being a law-abiding entity in all aspects of its business;
- Fair dealing and integrity in the conduct of its business;
- Promoting a corporate culture that is non-sectarian; and
- Socially and environmentally responsible behaviour.

The Company requires its vendors, employees, officers and directors to adhere to and be bound by the Code and to always:

- Act in good faith, with the utmost honesty and integrity;
- Act with integrity in dealings with fellow employees, officers or directors and other stakeholders;
- Refrain from any behaviour or activity that involves criminal intent, and which may result in financial loss or prejudice to the Company;
- Comply with the spirit and letter of the laws, regulations and standards governing the industry and associated occupations and professions;
- Behave in a way that is professional and beyond reproach;
- Be aware of the health and safety risks in the workplace and comply with all the relevant health and safety standards;
- Conduct oneself in a safe and appropriate manner and ensure that a safe working environment for fellow employees and other stakeholders is not compromised;
- Refrain from using corporate information for any purpose other than that for which it was intended;
- Maintain the confidentiality of company information, even after the termination of employment for whatever reason; and
- Refrain from engaging in practices or pursuing private interests which could conflict with those of the Company, or which could result in the Company suffering losses or damages as a result.

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The Company is committed to upholding and enforcing industry laws and standards and to be bound by the Code as follows:

- The Company acknowledges that all its employees have a right to work in a safe and healthy environment. This commitment is supported by ongoing training in occupational health and safety and the provision of certain medical services for its employees;
- All employees are entitled to fair employment practices. These include fair remuneration and the opportunity for advancement or promotion, based solely on knowledge, competence, experience and performance; and
- The Company respects and defends the rights of all employees to a working environment free of discrimination based on attributes unrelated to job performance. These include discrimination against race, gender, religious belief, political affiliation, age or disability.

3 HONESTY AND GOOD FAITH DEALINGS

DRDGOLD is committed to preventing and eliminating bribery and corruption whenever it might occur and has a policy of not engaging in bribery, extortion and corruption in either the private or public sector.

Employees are not permitted to solicit, offer, promise, authorise or accept a bribe, kickback or any other payment including facilitation payments.

4 CONFLICTS OF INTEREST AND ACCEPTING GIFTS

Conflicts of interest arise when a director, officer or employee allows a personal or outside interest to interfere with or influence his or her job performance and responsibilities, or when a director, officer or employee engages in conduct that is not in the best interest of DRDGOLD.

The DRDGOLD directors, officers and employees are therefore expected to make or participate in business decisions and actions on behalf of DRDGOLD based on the best interests of DRDGOLD and not based on personal relationships or benefits.

5 BUSINESS TRANSACTIONS AND PROCUREMENT

Purchase contracts and tender awards must be made based on quality, service, price and availability, within the parameters of the DRDGOLD's Procurement Policy and any applicable laws. DRDGOLD's purchasing power must not be used for personal or any related benefits.

6 FINANCIAL INTEREST IN A SUPPLIER, CUSTOMER, CONTRACTOR OR OTHER SERVICE PROVIDER

Directors, officers and employees are permitted to make bona fide investments. However, should the nature of their work require them to negotiate with any supplier, customer, contractor or other service provider in whom they (or their family members or related third parties) have a personal or financial interest, they must disclose the nature and extent of their interest to the CEO and seek their prior approval including, if necessary, recusing themselves from any decision-making process relating to that entity in which they (or their family members or related third parties) have an interest.

DRDGOLD is committed to afford suppliers of goods, services and capital fair opportunity to compete for the DRDGOLD's business on the grounds of capability, competitive pricing, quality and service.

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All DRDGOLD's dealings with suppliers, potential suppliers and financial institutions will be conducted in accordance with transparent sourcing policies and ethical procurement practices, based on the Company's procurement policies.

7 DECLARATION OF INTEREST

A declaration of interest procedure is in place whereby the employees at corporate as well as operational level are obliged to disclose their respective interests in any business arrangement with DRDGOLD or any customer, supplier, contractor or other service provider in which he or she or his or her family members or related third parties have a personal or financial interest to the office of the Company Secretary.

The members of the board are required to table a declaration of interest at every quarterly board meeting.

8 GIFTS, HOSPITALITY AND ENTERTAINMENT

Giving or receiving any payment or gift including a bribe or kickback is prohibited, except where such receipt is not in return for a favour. Such exceptions at the corporate level are governed by a requirement that the details of such exception, whether it be in the form of a gift, hospitality, entertainment or other favours, be entered in a gift register kept in the office of the CEO as a proper record of the same.

At the operational level, the same rules apply, and the register is kept in the office of the general manager or head of the operation.

9 PROHIBITION AGAINST BRIBERY, FRAUD AND CORRUPTION

DRDGOLD's officers and employees are expected to comply with applicable laws in all countries to which they travel; in those where they operate; and in those where DRDGOLD does business. Such compliance includes laws prohibiting bribery, corruption and the conducting of business with specified individuals, companies or countries. Any activity that could be perceived as an attempt to improperly influence or mislead government officials to obtain favourable treatment must also be avoided.

Company policy, the United States Foreign Corrupt Practices Act and the laws of many other countries prohibit DRDGOLD and its officers, employees and agents from giving, or offering to give, money or anything of value to a foreign official, a foreign political party, a party official or a candidate for political office with the purpose, intended or otherwise, of influencing the official acts or decisions of that person or entity; and whereby as a result the Company obtains or retains business, or secures any improper advantage.

A foreign official is an officer or employee of any or all of the following: a government; any governmental department, agency or instrumentality thereof; a government-owned corporation; certain international agencies, such as the World Bank or the United Nations; any person acting in an official capacity on behalf of the World Bank, United Nations or such agency.

This Code of Conduct stipulates DRDGOLD's requirements for vendor vetting including procurement practices, governance, health and safety standards, environmental responsibility, and societal well-being.

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10 DRDGOLD COMMITMENT TO VENDORS

10.1 Engagement

Engagements with suppliers, as well as potential suppliers, are conducted with transparency and in accordance with ethical procurement practices. We believe in fostering relationships built on trust, integrity, and mutual respect.

10.2 Decisions

Our procurement decisions, including purchase contracts and tender awards, are based on key factors such as capability, competitive pricing, quality, and service. We also prioritize sourcing from our local communities whenever possible, fostering economic growth and development in the regions where we operate.

10.3 Transformation

Our procurement practices are designed to align with the transformation and empowerment goals set forth in the relevant BBBEE guidelines.

11 VENDOR ENVIRONMENTAL SOCIAL AND GOVERNANCE (ESG) REQUIREMENTS

11.1 Environment

We prioritize the protection of our environment and the conservation of natural resources. Therefore, we expect our suppliers to align with our commitment to minimizing waste generation and emissions to the air, water, and land. This includes strategies focusing on waste reduction, re-use, recycling, and safe disposal.

Environmental Management Systems

The Supplier will comply with ISO 14001 or related standards in terms of Environmental Management Systems and all relevant Acts.

11.2 Sustainability

The Supplier will comply with the United Nations Global Compact and the World Gold Council principles to continually improve sustainable development performance.

11.3 Social

Our suppliers are expected to respect and actively participate in our social and economic improvement initiatives, aimed at uplifting and improving the welfare of our host communities.

11.4 Safety

Our suppliers share responsibility for the health and safety of their employees and must comply with all relevant health and safety rules and regulations, as mandated by the applicable legislation.

11.5 Training

The Supplier will ensure its employees are adequately trained for their work.

11.6 Personal Protective Equipment (PPE)

The Supplier will ensure employees working on site wear adequate PPE in terms of legislation.

12 GOVERNANCE

12.1 Code of Conduct

All suppliers must comply with this Code of Conduct and all relevant laws, rules, and regulations pertaining to their areas of expertise and supply.

12.2 Prohibition Against Bribery, Fraud and Corruption

As a company, we have a zero-tolerance approach to bribery, fraud, and corruption. We are firmly committed to preventing and eliminating these unethical practices, both within the private and public sectors. Our employees are strictly prohibited from soliciting, offering, promising, authorizing, or accepting bribes, kickbacks, or any other form of payment, including

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facilitation payments. We uphold the highest standards of integrity and expect the same from all our stakeholders.

12.3 Risk Management Principles

The Supplier will comply with ISO 31000 or a code that provides similar assurance with regards to Risk Management.

12.4 Statutory Requirements

The Supplier will comply with all South African laws, especially the following depending on the nature of the Contract:

- Constitution of South Africa, Act 108 of 1996.
- Broad Based Black Economic Empowerment Act, Act 53 of 2003
- Compensation for Occupational Injuries and Diseases Act, Act 130 of 1993.
- Competition Act, Act 89 of 1998.
- Employment Equity Act, Act 55 of 1998.
- Hazardous Substances Act, Act 15 of 1973.
- Mine Health and Safety Act, Act 29 of 1996.
- Mineral and Petroleum Resources Development Act, Act 49 of 2008.
- National Environmental Management Act, Act 107 of 1998.
- Occupational Diseases in Mines and Works Act, Act 78 of 1973.
- Occupational Health and Safety Act, Act. 85 of 1993.
- Prevention and Combating of Corrupt Activities Act, Act 12 of 2004.
- Value Added Tax Act, Act 89 of 1991.

12.5 Fiduciary and Financial Legislation

The Supplier will comply with all relevant financial Acts (e.g. FICA, FAIS, the Companies Act, Exchange Control, Vat, etc.)

12.6 Fronting is prohibited

Fronting means a deliberate circumvention or attempted circumvention of the B-BBEE Act and the Codes. Fronting commonly involves reliance on data or claims of compliance based on misrepresentations of facts, whether made by the party claiming compliance or by any other person.

12.7 Value added Tax (VAT)

A VAT tax clearance certificate to be supplied annually.

12.8 Black Economic Empowerment (BEE) status

The Supplier must comply with the Broad-Based Black Economic Empowerment Act, 2003. A current BEE status report must be submitted annually.

12.9 Screening of directors

Assurance to be given that company directors have no links to government officials or political parties, that a director has not in the past been removed from an office of trust due to dishonesty, been declared insolvent, or criminally convicted and/or imprisoned.

12.10 Gift, anti-bribery policies

The company must have a gift and anti-bribery policy in place.

12.11 Quality

The Supplier will comply with ISO 9001 or a code providing for similar standards of assurance with regards to quality assurance.



Niël Pretorius
Chief Executive Officer

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