

HGML ANTI-CORRUPTION POLICY

1. GENERAL PROVISIONS

1.1 Purpose and Objectives of the Policy

HGML Anti-Corruption Policy (hereinafter – the “Policy”) is the underlying document establishing the key principles, requirements and procedures adopted by HGML and its subsidiaries (collectively the HGML Group) to prevent corruption, mitigate the risks of bribery and corruption and ensure compliance with all laws applicable to the HGML companies.

The HGML Group is committed to applying the highest standards of ethical conduct and integrity in its business activities. Every employee and individual acting on HGML’s behalf is responsible for maintaining HGML’s reputation and conducting company business honestly and professionally.

Implementation of the Anti-Corruption Policy and anti-corruption procedures ensures legitimacy, transparency and openness of HGML activities to all its stakeholders.

This Policy is designed to:

- establish the key principles and regulations for HGML companies’ anticorruption activities, as well as formulate the fundamental rules, standards and codes of conduct, which must be adhered to;
- protect the HGML companies’ reputation;
- keep all stakeholders informed about HGML companies’ “zero tolerance” to any forms of corrupt practices;
- ensure compliance with all applicable laws to the HGML companies;
- to determine an adequate procedure for the mitigation of corruption and bribery risks.

1.2 Scope of Application

This policy applies to all individuals working at all levels and grades, including directors, senior managers, officers, employees (whether permanent, fixed-term or temporary), consultants, contractors, agents, trainees, seconded staff, agency staff, and subsidiaries acting for, or on behalf of HGML and any of our subsidiaries or their employees, wherever located. This policy applies to all dealings and transactions in all countries where HGML operates.

The HGML employees are required to read, understand, and adhere to this policy. In addition, HGML managers are required to enforce the policy and ensure that employees, individuals, and entities for which they are responsible, are aware of, understand, and adhere to the requirements of this policy.

Fundamental principles and requirements of the Policy equally apply to joint ventures, contractors of HGML companies, including suppliers, agents, intermediaries, consultants, representatives and other individuals and legal entities, to the extent such responsibilities are implied by agreements with them, stated in their internal documents, or expressly derived from the applicable laws (including anticorruption laws).

2. PROHIBITION OF CORRUPT PRACTICES

The HGML Group applies a “zero tolerance” attitude to any form of corrupt practices within its business activities as well as to violations of this Policy. All employees have an obligation to uphold the ethical standards of the Policy, and must take responsible steps to prevent any Policy violations.

An employee will be reprimanded and/or terminated (or other disciplinary actions will be applied to such employee) for any intentional violation of this Policy or for failing to report violations of the Policy which are known to him/her. If required by applicable laws, breaches of the Policy may be reported to law enforcement agencies and may result in criminal proceedings being issued against the HGML Group’s employees and/or other parties involved.

At the same time, HGML undertakes that no prohibition will be imposed (including dismissal, demotion, deprivation of bonuses, etc.) on the employees who refuse to participate in corrupt activities even if such

refusal results in HGML companies' failure to gain commercial and/or competitive advantages and/or losses that cannot be avoided without breach of this Policy.

3. TOP LEVEL COMMITMENT

The management of the HGML Group must in practice (through their words and actions) demonstrate their personal commitment to ethical behavior and compliance with the requirements of the applicable anticorruption laws and HGML internal regulations, including this Policy, in order to form a "zero tolerance" attitude towards any forms of corruption.

4. REGULATION FOR THE MOST RISKY AREAS

4.1 Bribery

It is prohibited for the HGML Group employees and any party which renders services on behalf or for the benefit of the Group, including agents, representatives, consultants and other intermediaries, brokers, advisers:

- to promise, offer and/or give bribes, including bribes to governmental officials;
- to request, agree to receive and/or accept bribes;
- to make facilitation payments in favor of governmental officials and other persons.

A "bribe" or "bribery" is giving or offering money, securities, property, rendering of services or any advantage, whether directly or indirectly, to any person (including public officials), with the intention of influencing their actions or decisions, to reward them for improper performance, in order to gain any improper advantage, or for any other improper purpose.

Bribery is also requesting or receiving items similar to those indicated above whether directly or indirectly, from any person (including public officials), intending that, as a consequence, a relevant function or activity should be performed improperly, whether by an employee of the HGML Group or another person.

Facilitation payments is to provide funds, property, property rights and interest, services, and other financial or other advantages in order to ensure execution or to facilitate standard statutory procedures or actions, provided that such payments are not stipulated by the laws and other regulations of a particular country, but are commonly used as a part of its local business practices.

If an employee of the Group is offered, or requested to give, a bribe or make a facilitation payment, he/she must refuse any such offer or request (even if an employee is forced to make such activity by different means). The employee shall inform local or corporate legal officer or the ethics hotline about any such case. The local or corporate legal officer shall in turn report the incident to the ethics hotline within a reasonable period of time.

4.2 Gifts, Hospitality and Business Entertainment Expenses

According to the HGML Code of Business Conduct and Ethics, gifts, including services, special acknowledgments and entertainment, shall not put the recipient in a situation where an HGML employee's ethics might be called into question or into the situation of the conflict of interest.

Gifts, souvenirs and promotional items may not be accepted if their amounts exceed normal business practice and limits defined in the Code of Business Conduct and Ethics and in this Policy.

Symbolic tokens given/accepted in accordance with the common business practice or souvenirs given/accepted in the course of formal events are an exception. However, the cost of such gifts, souvenirs, and services may not exceed the value of US\$ 100 (including applicable taxes).

Gifts, services and entertainment expenses offered by employees of the Group entity exceeding the above stated limit shall be approved by the general director / managing director of the respective Group entity and should be registered in a special gift register (see Appendix 1 to this Policy).

All gifts whose value cannot be identified by the recipient/gift provider should be reported as well.

Corporate Legal Department and subsidiaries' legal departments (or in-house lawyers) are responsible for maintaining a gifts register. Employees of the HGML Group shall provide such department with information on all gifts, services and entertainment they offered or accepted.

It is prohibited to give gifts, pay for goods, works or services, or provide any other tangible or intangible benefits for the benefit of government authorities employees (or persons as directed by them, including family members and other relatives) intended to influence actions or omissions of state employees regardless of whether such actions were made directly or through agents or third parties. Information on all gifts offered to governmental officials shall be reflected in the register irrespective of the gift's value.

4.3 Charity and Sponsorship

The HGML Group may perform charity activity and sponsorship if these activities:

- are aimed at achieving community or social goals
- are in accordance with applicable laws;
- have a positive impact on the Group's reputation;
- do not impact decisions made by authorities of any level or their representatives, and cannot be regarded as an open or hidden payment.

The HGML Group does not make charitable donations for the benefit of authorities of any level or governmental officials, political parties, religious and commercial organizations. However, the HGML Group and its subsidiaries may provide direct charity support to those who are in need within projects proposed by the above mentioned persons and organizations, provided that such charity activities are in compliance with the established anticorruption principles and requirements (i.e. not used for corrupt purposes including for the purpose of illegally obtaining business advantages for the Group).

All charity and sponsorship activities rendered by the Group are subject to preliminary approval by Chief Executive Officer of the management company of the Group based on the internal assessment procedures (see Appendix 2 which should be completed for each charity / sponsorship case).

All charitable donations and sponsorship shall be recorded in a special register and also should be recorded separately in accounting. Corporate HR department is responsible for maintenance of this special register. In addition, key information about charitable and sponsorship activities shall be disclosed on official website in the Internet, in the Annual report or otherwise. Twice a year a list of donations provided to the Board of Directors with a breakdown with all individual items over US\$1,000.

The Group ensures control over the proper use of funds granted within the framework of charitable and sponsorship activities and reserves the right to monitor proper use of funds allocated for charitable and sponsorship activities.

4.4 Political Contributions

The HGML Group and its subsidiaries do not finance directly or through agents political parties and political movements, as well as any representative thereof.

However, the HGML Group respects and acknowledges the right of its employees to be personally involved in political activities at their leisure time if such political activity:

- is carried at employees' own expense;
- should not be associated with HGML;
- should not be inconsistent with their rights and official duties in the course of their employment by HGML and its subsidiaries.

4.5 Interaction with Suppliers and Contractors

For the purposes of this Policy, suppliers and contractors mean legal entities, individuals or individual entrepreneurs who:

- render services to the Group (and its subsidiaries) or operate on behalf or for the benefit of the Group;
- are not part of the Group and are not employees of any Group subsidiary.

In addition, suppliers and contractors may include consultants, agents and other intermediaries.

In accordance with main cooperation principles stated in the HGML Code of Business Conduct and Ethics, the Group seeks to do business with reputable suppliers and contractors that are not involved in any corruption or bribery proceedings. The Group informed suppliers and contractors regarding anticorruption policies applied by the Group by including special wording in contracts with suppliers and contractors (anticorruption clauses) and directly inform its suppliers and contractors about the Group's policy in this area. Any exclusion of such anticorruption clause from a contract shall be approved in writing by the responsible functional director after a written consultation with the Legal Department of the Company.

Also the Group expects its counterparties to prevent cases of corruption on their part, as well as on the part of employees of the Company.

For the purpose of minimizing corruption risks, all suppliers and contractors with which the Company conducts or plans to conduct business shall be subject to the assessment procedure. The assessment procedure includes checking the "red flags" listed in Appendix 3 (responsibility of the contract initiator), as well as, where necessary and based on the decision of the responsible functional director, additional procedures performed by Security Department.

5. HGML HOT-LINE

The HGML Group encourages its employees, suppliers and contractors to report to a special ethics and anti-corruption hot-line facts of its employees' involvement in corrupt practices when performing their official duties as soon as they become aware of such cases and other cases of violation of Code of Business Conduct and Ethics and this Policy.

hotline@highlandgold.com or 8-800-700-33-84

If any doubts exist, an employee shall seek further consultation. Consultations can be obtained from a local or corporate legal officer on how to act in particular circumstances or via the ethics compliance hotline

hotline@highlandgold.com or 8-800-700-33-84

All information reported via this communication channel is confidential and is subject to further investigation. To ensure an unbiased management of reports received, the hot-line is administrated by Internal Audit.

The Group undertakes that any individual, acting in good faith and having reported a committed or planned violation of the Code of Business Conduct and Ethics and this Policy will not be subject to any penalties, prosecution and / or any form of discrimination.

Providing knowingly false information by the Group employees or other persons to the hot-line shall constitute a breach of this Policy and relevant provisions of the legislation. The breaching person may be held liable in accordance with the applicable legislation and sanctions in accordance with internal regulations may be imposed on such person.

6. IMPLEMENTATION COMPLIANCE WITH THE POLICY

6.1 Policy Requirements

All employees are responsible for the success of this policy and should ensure that they use it to disclose any suspected danger or wrongdoing. Employees are invited to comment on this Policy and suggest ways in which it might be improved. Comments, suggestions and queries should be addressed to corporate Legal Department or directly to the hot-line.

All employees should know the policy, its requirements and the ways of communication.

The general director/managing director of each entity of the HGML Group is responsible for timely communication of the Policy requirements to the employees of such entity. All new employees of the Group shall become familiarized with the requirements of this Policy within 30 days of commencement of their employment in the Group.

Employees of the Group shall go through anticorruption training. The frequency and content of such training shall be determined based on the job duties of each individual employee, and prescribed in internal regulatory documents.

6.2 Risk Assessment

The management of the Group shall initiate a periodic corruption risk assessment at least once every two years or more frequently due to the changes in laws in jurisdictions where the Group operates. Corporate Legal Department is responsible for initiation and performing risk assessment.

6.3 Accounting and Recordkeeping

Accounting and records of Group and its subsidiaries are maintained in full compliance with the requirements of the applicable laws and applicable internal regulations.

The general director/managing director of each entity of the HGML Group is responsible for the organization of storage of records and documents evidencing implementation of controlling procedures (including assessment results for suppliers and contractors, gifts register, charity and sponsorship questionnaire, etc.) for a period of at least 10 years.

6.4 Review and Monitoring

The Board of Directors will regularly review this policy, assessing the efficiency of both its terms and implementation. Any improvements identified as being necessary will be made as soon as possible in order to ensure that the policy is suitable, adequate, up to date and effective at all times.

The results of monitoring and review procedures with respect to compliance of the HGML Group and its subsidiaries with this Policy and applicable anticorruption legislation, as well as analysis of their effectiveness, efficiency and adequacy are included in the report which is considered by the Audit Committee on an annual basis.

Appendix. Potential risk scenarios: "red flags"

The following is a list of possible red flags that may arise during the course of work and which may raise concerns under various anti-bribery and anti-corruption laws. The list is not intended to be exhaustive and is for illustrative purposes only.

If you encounter any of these red flags while working for us, you must report them promptly to your line manager OR to your Legal officer OR to the ethics hot-line:

- you become aware that a third party engages in, or has been accused of engaging in improper business practices;
- you learn that a third party has a reputation for paying bribes, or requiring that bribes are paid to them, or has a reputation for having a "special relationship" with government officials (including foreign government officials);
- a third party insists on receiving a commission or fee payment before committing to sign up to a contract with us, or carrying out a government function or process for us;
- a third party requests payment in cash and/or refuses to sign a formal commission or fee agreement, or to provide an invoice or receipt for a payment made;
- a third party requests that payment is made to a country or geographic location different from where the third party resides or conducts business;
- a third party requests an unexpected additional fee or commission to "facilitate" a service;
- a third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services;
- a third party requests that a payment is made to "overlook" potential legal violations;
- a third party requests that you provide employment or some other advantage to a friend or relative;
- you receive an invoice from a third party that appears to be non-standard or customized;
- a third party insists on the use of side letters or refuses to put terms agreed in writing;
- you notice that we have been invoiced for a commission or fee payment that appears large given the service stated to have been provided;
- a third party requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to us;
- you are offered an unusually generous gift or offered lavish hospitality by a third party;
- third party insisted on exclusion of anti-corruption clause from the contract;
- anti-corruption clause has been excluded from the contract without appropriate approval;
- a conflict of interest arises for the Group employees involved in interaction with a third party.