

Corporate Governance

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Effective governance is key to Petra's success and involves a process of continuous improvement; we need to review and adapt our processes to meet the ever evolving expectations of our stakeholders.

Peter Hill
Chair

Chair's Introduction to Governance



Effective governance is key to Petra's success and involves a process of continuous improvement; we need to review and adapt our processes to meet the ever-evolving expectations of our stakeholders.

Peter Hill CBE
Non-executive Chair

Dear shareholder,

Strong and effective corporate governance are essential to the long-term success of the Company and sit at the heart of Petra's approach. I continue to be impressed by Petra's high standards in this area, which are led by the Board from the top down, and I am pleased to report that the Board considers itself in full compliance with the requirements of the UK Corporate Governance Code, 2018 (the Code).

During FY 2022, we have looked to further enhance our Board strategy, structure and culture. Our aim is that by further embedding these essential components at the very heart of the Company, we can look to deliver optimal corporate governance.

Highlights for FY 2022 from a governance perspective are the following:

Board and Senior Management composition

As reported in the FY 2021 Annual Report, and with Gordon Hamilton retiring, Deborah Gudgeon became Chair of the Audit and Risk Committee with effect from 1 November 2021, having been appointed to the Board as an iNED on 1 July 2021. Deborah is a Chartered Accountant with over 30 years' corporate experience, including extensive experience in the mining sector, including in executive and iNED roles and as audit committee Chair at several UK-listed companies.

As reported in the FY 2021 Annual Report, we also welcomed Ms Alex Watson and Mr Johannes Bhatt who were appointed as Non-Independent NEDs on 1 July 2021, having been nominated by Franklin Templeton and Monarch respectively. Monarch also exercised their right under the Nomination Agreement between it and the Company to appoint Mr. Marius Kraemer as their Board Observer with effect from 1 July 2021.

On 1 March 2022, we welcomed Jon Dudas to the Board as our newest iNED, and as a member of the Audit and Risk, Nomination, Remuneration and Investment Committees. Jon has broad experience across the mining and resources sectors, in operations, general management, finance and strategy, and has held Board positions with major companies, all of which will greatly assist in the strategic development of the Company.

Mr Matthew Glowasky, who had been appointed as a Non-Independent NED in March 2021 following his nomination by Monarch, and who was a member of the Investment Committee, stepped down from the Board on 17 May 2022. Monarch indicated it does not intend to nominate a Director to replace Mr Glowasky, though it retains its right to do so under the Nomination Agreement.

At a Senior Management level, Jaison Rajan was appointed to Petra's Exco as Chief Operating Officer (COO) with effect from February 2022. Jaison had been the General Manager at the Cullinan Mine since 2019, having been instrumental in stabilising operations, as well as the delivery of Petra's Operating Model. The role of COO was reintroduced to ensure continuity of operations across all of Petra's mines, and to drive better integration and standardisation. As a result of this change, General Managers at the Cullinan Mine and Finsch now report into the COO rather than the CEO as they did previously. Further details regarding the composition of Petra's Exco can be found on page 78.

Board site visits, strategy and performance

Whilst the COVID-19 pandemic continued to cause disruption to Board and Committee meetings, particularly at the start of the Year, the relaxation of travel restrictions allowed the Board to hold their first full, physical meeting for over 18 months in November 2021, with previous meetings over that period having been conducted virtually. The relaxation of travel restrictions also allowed the full Board to conduct its planned site visit, in May 2022, to operations at the Cullinan Mine and Finsch (which included an underground tour at the Cullinan Mine). A smaller subset of the Board was also able to conduct site visits of operations at the Finsch and Cullinan Mine in October 2021 and the Williamson Mine earlier in May 2022. The latter visit included visiting security operations at the mine and receiving updates on the establishment of the IGM and the progress of various community projects.

In February 2022, the Board held a session to review and approve Petra's strategy that was then outlined at the Investor Day on 22 February 2022. The Board's strategy session looked at macroeconomic factors impacting Petra, including the robust diamond market that is supported by structural supply shortages, and Petra's strengthened financial platform. The session then went on to review and approve the strategy, which included the approach to be taken in Petra's new Sustainability Framework (further details of which are outlined at pages 38 to 40 in our Sustainability Report), maximising value from Petra's existing operations, including the capital projects at the Cullinan and Finsch Mines that were approved by the Board in November and February respectively, and pursuing a value-led growth strategy encompassing organic and inorganic opportunities.

In Q4 FY 2022, the Board undertook an externally facilitated evaluation of its own performance and that of the Board Committees. Even though an external Board evaluation had taken place recently, in August 2020, it was felt that significant recent changes to the composition of the Board and its Committees justified a further evaluation being undertaken. I am pleased to say that the external evaluator's overall assessment was that the Petra Board is an effective and high-performing board. A summary of how the evaluation was carried out and certain areas identified for improvement are outlined on page 84.

Culture, purpose and values

At the heart of all successful business operations is a culture, purpose and set of values which all stakeholders carry with them in what they give and take, to and from the Company. During FY 2022 and with the support of a professional services company called Blueprints, Petra commenced a key initiative to conduct a wholesale review of our culture, purpose and values, with a view to building a collective Formula for Success from the bottom up. Engagement at all employee levels started in FY 2022 and has already resulted in a revised purpose statement for Petra. For more information, see pages 10 to 13. Further work in reviewing Petra's culture to build a Formula for Success continues into FY 2023, and the outcome of this work will be reported on in the 2023 Annual Report.

Diversity

Petra remains committed to improving diversity levels throughout the workforce, management team and Board, noting the benefits a broad mix of expertise, skills and diversity brings to our performance.

Petra has several initiatives aimed at developing women into managerial positions, and in FY 2022, re-launched our Women in Leadership (WiL) programme. For further information on the diversity initiatives undertaken by Petra in FY 2022, see pages 59 to 62 of the Sustainability Report.

At the date of this report, 40% of our Board Directors are women, our Senior Independent Director (Ms Varda Shine) is a woman, 20% of our Board are from an ethnic background which is not white and five different nationalities are represented on our Board. We hope that future Board appointments will demonstrate our continued commitment to diversity.

Governance updates

Petra's culture will always be underpinned by a commitment to behaving ethically, and during the Year and as part of its Ethics and Compliance Programme, Petra conducted a review of its Code of Ethical Conduct as well as its anti-bribery and whistleblowing policies. This saw the Board adopting a revised Code of Ethical Conduct and new and updated anti-bribery and whistleblowing policies, which will shortly be rolled out across the organisation through awareness campaigns, workshops and training. Our Code of Ethical Conduct is an essential guide and summary of Petra's policies, standards and procedures that are relevant to the way we work, and the ethical conduct that is required from all staff as well as other business partners who work with us, or act on our behalf.

Other important governance developments for the Group during the Year included:

- ▶ The Board's approval of a new Tailings Management Policy that aligns with the Global Industry Standard on Tailings Management (GISTM) and that will provide a roadmap for Petra to achieve compliance with the GISTM by FY 2023. Further details on this are set out on our website at <https://www.petradiamonds.com/sustainability/environment/sustainability-environment-tailings-management/>
- ▶ The adoption and implementation of a new Stakeholder Engagement and Management Policy which simplifies and clarifies our stakeholder engagement processes. Further details on this are set out in the Sustainability Report on pages 15 to 22
- ▶ The Board has approved revisions to its Human Rights Policy Statement to include protections for human rights defenders and to reflect a new Human Rights Defenders Procedure that has been adopted
- ▶ The approval by the Board and implementation of a new Disclosure Policy to ensure that the Company has in place adequate procedures, systems and controls to identify inside information, and ensure that any inside information identified is properly considered by the Directors and, where required, disclosed to the market promptly
- ▶ The approval by the Board and implementation of an amended Share Dealing Code that requires Directors and the Company's employees to obtain clearances from the Company before dealing in Petra shares, and prohibits Directors and employees from dealing in Petra shares while they are in possession of inside information about the Group

Chair's Introduction to Governance continued

Stakeholder engagement, feedback and workforce engagement

Positive relationships, involving consistent two-way communication avenues with all of our stakeholders, are essential to the long-term success of our business. As a Board, we regularly receive feedback on the views and priorities of our key stakeholder groups, as set out on pages 30 to 32, and stakeholder views are considered when making strategic decisions.

We continually look to improve and strengthen our stakeholder engagement processes (as exemplified by the adoption of a new Stakeholder Engagement and Management Policy, as described above) and are pleased to have made significant progress this Year across a number of fronts.

Petra has long recognised the importance of understanding the views of our workforce to ensure they are part of Board discussions and factored into the Board's decision-making. With the resumption of international travel and in-person meetings, Ms Matloa, Chair of the SED Committee and designated employee engagement iNED, has been able to recommence face-to-face meetings with our workforce and the Board has been able to recommence its site visits to the Group's operations, and these engagements are further described on pages 81 to 82.

Furthermore, following the allegations of human rights breaches in connection with security operations at the Williamson mine, extensive engagements have taken place during the Year with national and local Government, and local communities to create awareness of the IGM and obtain feedback on how the IGM is envisaged to operate. Further positive engagements have also taken place with local communities through community projects such as the medical support services, sexual and gender-based violence awareness campaign and delineation and firewood projects, further details of which are set out on page 55 and pages 33 to 34 of the Sustainability Report.

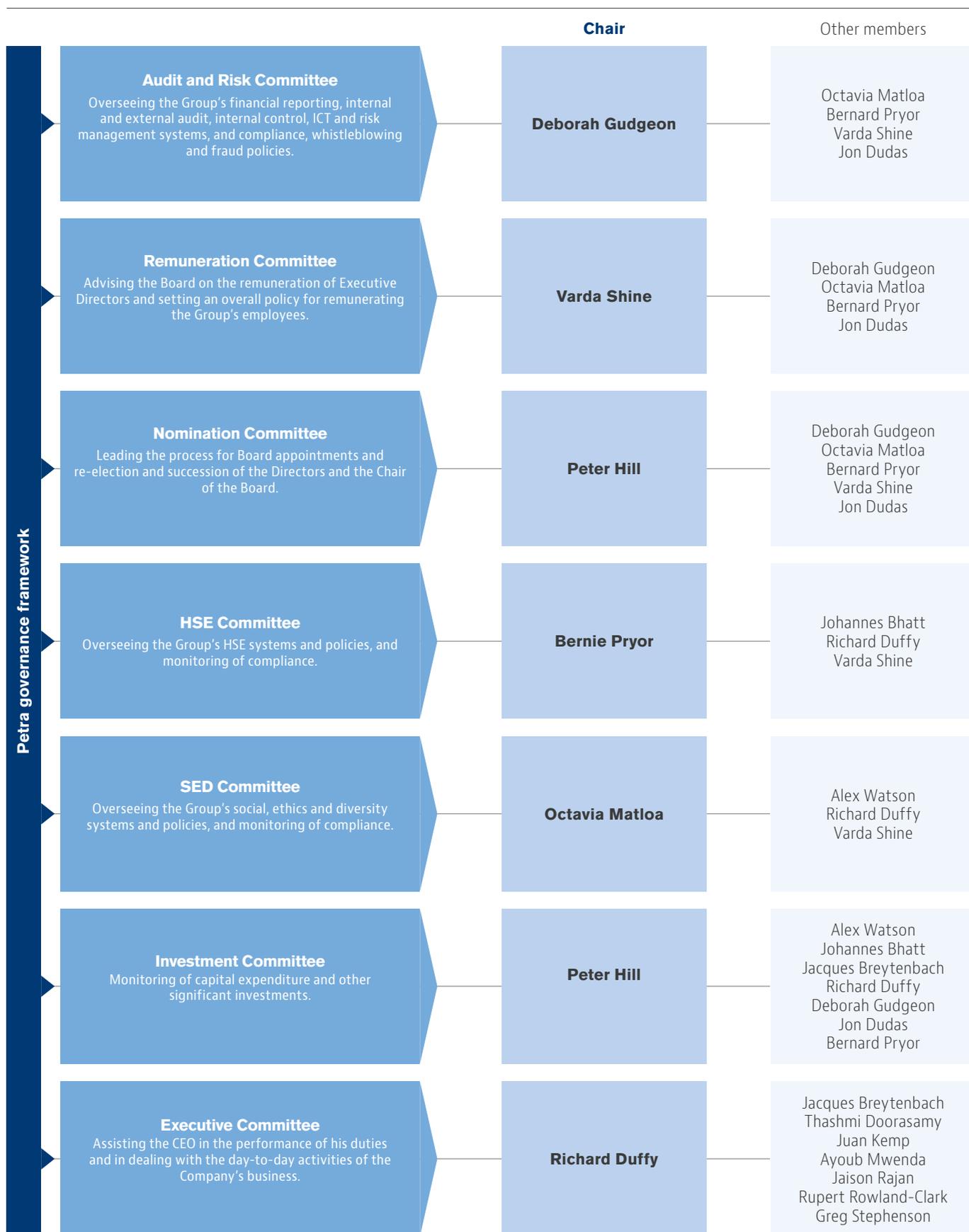
Should any stakeholder like to speak to me or Ms Shine, the Senior Independent Director, about any aspects of this Annual Report or the Company's performance, please do not hesitate to get in contact via our Corporate Communications team based in London (see page 212 for contact details).



Peter Hill CBE
Non-executive Chair
10 October 2022

Petra governance framework

(as at 30 June 2022)



Board of Directors (as at the date of this report)



Peter Hill, CBE N I
Non-executive Chair

Appointment date: January 2020 and as Chair in March 2020.

Qualifications: Chartered Engineer and Fellow of the Institution of Materials, Minerals and Mining, BSc in Mining Engineering (University of Nottingham), MBA (London Business School) and South African Mine Manager's Certificate of Competency.

Skills: Mr Hill is a mining engineer who has held numerous positions at Anglo American, Rio Tinto, BP Minerals and Consolidated Gold Fields plc, following which he was Chief Executive of Laird plc from 2002 to 2011. More recently he has held the role of non-executive chairman and non-executive director for a number of UK PLCs and UK Government organisations.

Experience: Mr Hill has extensive board experience and has been directly involved in four UK plc takeovers, a FTSE 100 merger, a FTSE 250 demerger and an IPO.

External appointments: Non-executive Chair of Keller Group plc.

Interest in the Company as at 30 June 2022: 140,000 shares (30 June 2021: nil).



Richard Duffy H S I E
Chief Executive Officer

Appointment date: April 2019.

Qualifications: BCom (University of the Witwatersrand) and MBA (Henley Management College).

Skills: In addition to his business, strategic and financial skills, Mr Duffy has extensive experience in open pit and underground mining and a proven focus on safety, productivity and community relations, having led multiple large-scale mining operations across Africa.

Experience: Mr Duffy has more than 30 years' global mining industry experience, initially with Anglo American and then AngloGold Ashanti, where he worked across business development, exploration and corporate finance. Mr Duffy was previously CFO and Executive Director of AngloGold Ashanti in 2013.

External appointments: Director of the Natural Diamond Council and member of the Board of St Mary's School (Waverly) Foundation (a non-profit organisation).

Interest in the Company as at 30 June 2022: 7,138 (30 June 2021: 240,000 shares - prior to share consolidation).



Jacques Breytenbach I E
Chief Financial Officer

Appointment date: February 2018.

Qualifications: CA (SA), BCompt (Hons) (University of South Africa) and Postgraduate Diploma in Auditing (University of the Witwatersrand).

Skills: Mr Breytenbach leads the financial management of the Company and is responsible for financial and management accounting and reporting, business development, treasury, financial controls and reporting.

Experience: Mr Breytenbach held the role of Finance Manager for Operations at Petra from 2006, with responsibility for financial management across the Group's operations, before being appointed Chief Financial Officer in June 2016.

Prior to joining Petra, he held various roles, culminating in Finance Manager for Capital Projects at Anglo Platinum.

External appointments: None.

Interest in the Company as at 30 June 2022: 11,982 shares (30 June 2021: 243,750 shares - prior to share consolidation).



Varda Shine R A N H S
Senior Independent
Non-executive Director

Appointment date: January 2019.

Qualifications: MSc Executive coaching (Hult/Ashridge) with various business and management courses at Technicon (Israel), Templeton College (Oxford), Cranfield and INSEAD.

Skills: Ms Shine is a non-executive director, executive mentor and expert adviser in the diamond industry, with significant experience and knowledge of stakeholders across the supply chain and a track record of delivering record sales and profits.

Experience: Ms Shine has 30 years' experience in the diamond industry, including eight years as the CEO of De Beers Trading Company (2006–2014). She is a trustee of the Teenage Cancer Trust.

External appointments: Director of Anglo Pacific Group plc (listed on the London and Toronto Stock Exchanges), Sarine Technologies Limited (Singapore listed) and Niron Metals plc.

Interest in the Company as at 30 June 2022: Nil (30 June 2021: nil).



Octavia Matloa S A R N
Independent Non-executive Director

Appointment date: November 2014.

Qualifications: CA (SA), BComm (Hons) (University of Cape Town), Postgraduate Diploma in Accounting (University of Pretoria) and Certificate in Theory of Accountancy.

Skills: Ms Matloa is a Chartered Accountant and brings broad business, financial and auditing experience to the Board.

Experience: Ms Matloa has 17 years of corporate experience of which 13 years is in the mining industry. She completed her articles with PwC in South Africa in 2000 and was appointed by court as the first woman curator in the insurance industry. She has also served on various public sector audit committees. Ms Matloa has founded a number of businesses, including Tsidkenu Chartered Accountants Inc. and Mukundi Mining Resources.

External appointments: None.

Interest in the Company as at 30 June 2022: Nil (30 June 2021: nil).



Bernard Pryor H A R N I
Independent Non-executive Director

Appointment date: January 2019.

Qualifications: Metallurgical Engineer (Royal School of Mines, Imperial College) and Chartered Engineer (Institute of Mines and Metallurgy).

Skills: Mr Pryor has a wide skill-set encompassing project acquisition, development and construction, and international commercial and general management, and has run large-scale, fully operational mining assets.

Experience: Mr Pryor has over 35 years' experience in the mining industry and has acted as the CEO for a number of mining companies, including Alufer Mining, MC Mining African Minerals Limited and Q Resources plc. Mr Pryor also held senior positions within Anglo American and was COO at Adastra Minerals Inc.

External appointments: Managing Director of Karo Mining Holdings.

Interest in the Company as at 30 June 2022: 13,000 shares (30 June 2021: nil).



Deborah Gudgeon **A R N I**
Independent Non-executive Director

Appointment date: July 2021.

Qualifications: BSc (Econ) (London School of Economics and Political Science) and CA (ICAEW).

Skills: Ms Gudgeon is a Chartered Accountant with a diverse skill-set, including corporate finance, restructuring and debt management, performance improvement and auditing.

Experience: Ms Gudgeon has 30 years' corporate experience. Following her qualification as a Chartered Accountant, she spent eight years as Finance Executive with the Africa-focused mining and trading group Lonrho plc, and then held positions with Deloitte, BDO and Gazelle Corporate Finance. She has also served as an independent non-executive director and audit committee Chair at Acacia Mining plc, Highland Gold plc and EVRAZ plc.

External appointments: None.

Interest in the Company as at 30 June 2022: Nil (30 June 2021: nil).



Johannes Bhatt **H I**
Non-Independent
Non-executive Director

Appointment date: July 2021.

Qualifications: MA in Business Administration and Economics (Universities of Augsburg and Stuttgart).

Skills: Mr Bhatt has a broad skill-set, including corporate finance, treasury and sustainability with many years of experience in the international mining industry.

Experience: Prior to his current roles, Mr Bhatt was a non-executive director of Zangezur Copper Molybdenum Combine (formerly part of the Cronimet Group) and Stemcor Global Holdings, a leading steel trading company. He was previously with Scholz Holdings GmbH, an international metals recycling group for ten years, latterly as Chief Financial Officer. His early career was with Deutsche Bank and Voith.

External appointments: Mr Bhatt is currently Managing Director of Incomet Capital GmbH, an investment company within the mining sector and a director of ANS Exploration Ltd, a gold and copper exploration company.

Interest in the Company as at 30 June 2022: Nil (30 June 2021: nil).



Alexandra Watson **S I**
Non-Independent
Non-executive Director

Appointment date: July 2021.

Qualifications: BCom (Hons) (University of Cape Town), CA (SA) and Emeritus Professor of Accounting (the University of Cape Town).

Skills: Ms Watson is an experienced non-executive director and chartered accountant and has a wide skill-set encompassing corporate governance, financial and other forms of corporate reporting, investment, broad business and financial experience.

Experience: Ms Watson has 28 years' experience in corporate governance, accounting and reporting, holding positions on listed boards for nearly 20 years. She is the Chair of the South African Financial Reporting Investigations Panel, having been the Vice-Chair of the Global Reporting Initiative, in 2019.

External appointments: Ms Watson is Chair of Coronation Fund Managers in South Africa and is an independent non-executive director of Steinhoff International Holdings NV and Advtech Limited. Ms Watson also chairs Steinhoff's Audit and Risk Committee.

Interest in the Company as at 30 June 2022: Nil (30 June 2021: nil).



Jon Dudas **A R N I**
Independent Non-executive Director

Appointment date: March 2022.

Qualifications: BSc in Mining Engineering and MSc in Mineral Economics (University of the Witwatersrand), MBA (Heriot-Watt University) and South African Mine Manager's Certificate of Competency.

Skills: Mr Dudas has a wide skill-set encompassing project acquisition, development and construction, and international commercial and general management, and has run large-scale, fully operational mining assets.

Experience: Mr Dudas has over 37 years' experience in the mining industry, and prior to his current roles, was President and CEO of BHP's aluminium division, and Executive Chair of Worsley Alumina (Australia) and Mozal Aluminium (Mozambique). He was previously the non-executive Chair of the National Atomic Agency of Kazakhstan. His early career was as a Graduate Mining Engineer with Harmony Gold Mines, progressing to General Manager of Winkelhaak Gold Mine.

External appointments: Chair of Samruk-Kazyna, the sovereign wealth fund of the Republic of Kazakhstan.

Interest in the Company as at 30 June 2022: Nil (30 June 2021: N/A).

Committee key

- A** Audit and Risk Committee
- N** Nomination Committee
- R** Remuneration Committee
- H** Health, Safety and Environment Committee
- S** Social, Ethics and Diversity Committee
- I** Investment Committee
- E** Executive Committee (Exco)
- Chair

Board changes in FY 2022

With effect from 1 March 2022, Mr Dudas was appointed to the Board, and as a member of the Audit and Risk, Remuneration, Nomination and Investment Committees.

On 17 May 2022, Mr Glowasky stepped down from the Board.

Executive Committee (Exco)



Juan Kemp
Chief Technical Officer

Qualifications: BSc (Metallurgical Engineering) (Potchefstroom University); and MA (Business Administration) (North West University Business School).

Experience: Juan joined Petra after the purchase of the Cullinan Mine and became the Surface Manager and Group Metallurgical Manager for all seven of Petra's treatment plants. He was subsequently promoted to General Manager in 2011 and in July 2019 was appointed as Project Executive. Later that year, he became Petra's Chief Technical Officer. He has nearly 30 years' experience, with a depth of knowledge of both the Koffiefontein Mine (having worked in a broad spectrum of operational roles before becoming Plant Manager under De Beers' tenure), as well as the Cullinan Mine (where he acted as Metallurgical Manager for several years) and was an integral member of the team that re-engineered the De Beers South Africa business model. Before being promoted into the De Beers diamond mines, Juan worked at the East Rand Gold and Uranium Division of Anglo American in Johannesburg, where he worked as a Mineral Processing Engineer.



Rupert Rowland-Clark
General Counsel and
Company Secretary

Qualifications: BSc (Economics and Politics) (Bristol University) and Solicitor (England and Wales).

Experience: Rupert assumed the role of General Counsel and Company Secretary in June 2021. He leads Petra's Legal, Company Secretary, Risk, Assurance and Compliance functions and reports into the Chief Executive Officer and Chair. He has over twenty years' legal and executive experience, most recently at Tullow Oil plc, an African-focused FTSE 250 oil and gas company, where he was General Counsel from 2015 to 2020. Prior to Tullow, Rupert was a mergers and acquisitions lawyer at global law firm, Freshfields Bruckhaus Deringer LLP, where he worked on a broad range of significant transactions across multiple sectors and jurisdictions.



Gregory Stephenson
Sales and Marketing Executive

Experience: Gregory has 35 years' experience in the buying and selling of diamonds. He has led the Sales team at Petra Diamonds since 2008 where he oversees the preparation, valuation and marketing of Petra's rough diamonds, as well as managing the full sales process of the South African and Tanzanian production. Prior to joining Petra, Gregory owned and managed GDR Diamonds, Johannesburg, for ten years where he purchased rough diamonds throughout southern Africa, provided independent valuations in Angola and acted as head valuator for a large Belgian company in Moscow. His ability to do this stemmed from his global experience at De Beers, London, where he started his career as a trainee diamond buyer in 1988. This included two years of intensive training in all facets and sizes of rough diamonds and time spent at the Overseas Purchasing Division where, over the span of eight years, he went on multiple tours and secondments, which included Kinshasa, Brazzaville, Mbuji-Mayi, Kahemba, Luanda, Johannesburg and Antwerp.



Jaison Rajan
Chief Operating Officer

Qualifications: BSc (Mining Engineering) (University of the Witwatersrand), MBA (Mineral Economics and Business Administration) (University of Cape Town) and Mine Manager's Certificate of Competency (South Africa).

Experience: Jaison has over 20 years' industry experience in various mineral commodities including heavy minerals, diamonds, manganese and coal. Jaison was appointed Chief Operating Officer at Petra Diamonds in 2022, having been General Manager of Cullinan Diamond Mine for the previous three years. Prior to joining Petra he worked as General Manager at Khutala Colliery having worked for eight years in a variety of managerial roles at BHP Billiton at the Wessels diamond mine and Hotazel Manganese mines before this. Jaison also has an in depth understanding of the Finsch Mine, having started his career at the mine when it was owned by De Beers. During this time he acted a section leader, ensuring safe control, management, direction of underground excavations and infrastructure within the Ore Extraction Production area.



Thashmi Doorasamy
Group HR and Public Affairs Executive

Qualifications: BAdmin (Hons) (Public Finance) (University of Durban Westville).

Experience: Thashmi joined Petra in February 2020 as HR and Public Affairs Executive after spending 18 years at the Massmart Group, a leading retailer in South Africa. Her pivotal role was HR Director for Massbuild from 2003 to 2013. During this time, Thashmi and her team oversaw the integration of the newly purchased building supply company Builders Warehouse, into the Massmart group. The merger expanded successfully into the wider South African and African market, leading to Thashmi's promotion in 2013, to Group Compliance Officer for Massmart. Later that year Massmart was purchased by the Walmart Group. Thashmi led the integration of Massmart's South African businesses, into the Walmart Group with a focus on compliance. In 2015, she joined the Taste Group, overseeing the People Roll-Out plan for Starbucks, following the recently purchased Starbucks licence in South Africa.



Ayoub Mwenda
Country and Mine Manager: Tanzania

Qualifications: BSc (Mining Engineering) (University of Zambia) and registered Professional Engineer (Tanzania).

Experience: Ayoub has worked at the Williamson mine for 27 years in a number of technical and managerial operating roles. Before joining Williamson, Ayoub worked as a Mining Engineer at Chingola and Mufulira copper mines in Zambia, before moving to Tanzania as a Mining Engineer at Buckreef gold mine. After joined Williamson in 1994 (as a Mining Manager), he was promoted to Production Manager supervising both the mining and processing plant. After assuming the role of Assistant General Manager, Ayoub became General Manager in November 2019. Ayoub has overseen the restart of operations at Williamson, following its period of care and maintenance.

Corporate Governance Statement

UK Corporate Governance Code compliance

Petra recognises the importance of maintaining high standards of corporate governance. The Company looks to not only comply with all applicable governance regulations in the jurisdictions in which it operates but also to meet best practice wherever possible.

Petra is not subject to a code of corporate governance in its country of incorporation, Bermuda. However, as a London Stock Exchange (LSE) Main Market company with a premium listing and its tax domicile in the UK, Petra is required to comply with the UK Corporate Governance Code 2018 (the Code) and to explain in this statement any areas of non-compliance with the Code.

As at the date of this report, and for the financial year under review, the Board considers that Petra has complied in full with the provisions of the Code. A copy of the Code can be obtained from the Financial Reporting Council's website (<https://www.frc.org.uk>). This report, together with the other reports in the "Corporate Governance" part of this document, explains how the principles of the Code have been applied by the Company.

Code Section 1: Board leadership and Company purpose	Details on how the Board promotes the long-term success of the Company is provided in the Strategic Report on pages 20 to 21. The Company's recently updated purpose and values are set out on pages 10 to 11. Petra's strategy is outlined at pages 14 to 17. Our Section 172 statement is set out on pages 30 to 32.
Code Section 2: Division of responsibilities	Details of the Board and Exco, as well as Petra's governance structure and Board activities for FY 2022, are described at pages 75 to 80 and 85 to 86.
Code Section 3: Composition, succession and evaluation	The findings of the FY 2022 Board Evaluation are set out at page 84. The report of the Nomination Committee is at pages 112 to 113.
Code Section 4: Audit, risk and internal control	The report of the Audit and Risk Committee is at pages 90 to 98. A description of Petra's principal risks is set out at pages 101 to 111.
Code Section 5: Remuneration	Petra's Directors' Remuneration Report for FY 2022 is at pages 122 to 136.

Matters reserved for the Board

- ▶ Vision and strategy
- ▶ Financial Statements and reporting (supported by the Audit and Risk Committee) and trading updates
- ▶ Financing strategy
- ▶ Budgets, expansion projects, capital expenditure and business plans (supported by the Investment Committee)
- ▶ Material acquisitions and divestments
- ▶ Corporate governance, ethics and culture
- ▶ Risk management and internal controls, including consideration of the Viability Statement (supported by the Audit and Risk, Remuneration and HSE Committees)
- ▶ Health, safety, social and environmental matters (supported by the HSE and SED Committees)
- ▶ Appointments and succession plans (supported by the Nomination Committee)
- ▶ Executive Director remuneration (supported by the Remuneration Committee)

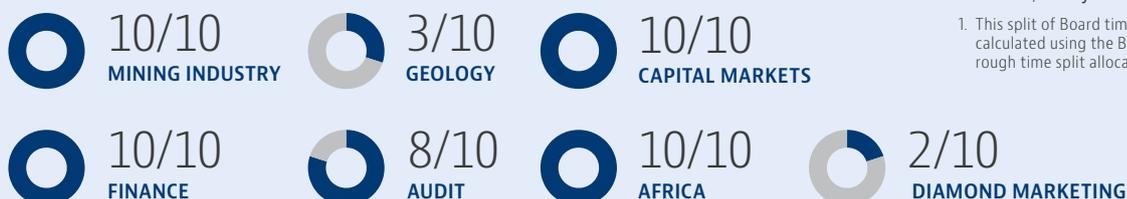
Board time in FY 2022¹



- Strategy and risk
- Corporate and finance
- Operations and projects
- Governance, social, ethics and diversity
- Health, safety and environment

1. This split of Board time is an estimate only and is calculated using the Board meeting agendas and rough time split allocated to each item in advance.

Board experience (as at 10 October 2022)



Corporate Governance Statement continued

The role of the Board

The Board is responsible for the long-term success of the Company. Petra's Board should have the necessary combination of skills, experience and knowledge, as well as independence (with regard to the iNEDs), to properly discharge its responsibilities and duties.

In order to fulfil its role, the Board:

- ▶ Sets the Company's strategic aims, ensures that the necessary resources are in place for the Company to meet its objectives, and reviews management performance in achieving such objectives
- ▶ Provides leadership of the Company within a framework of effective systems and controls which enable risks to be assessed and managed
- ▶ Develops the collective vision of the Company's purpose, culture, values, and the behaviour it wishes to promote in conducting business, and ensures that its obligations to its shareholders and other stakeholders are understood and met
- ▶ Carries out all duties with due regard for the sustainability and long-term success of the Company

The role of the Chair

Mr Hill:

- ▶ Leads the Board and is primarily responsible for the effective working of the Board
- ▶ In consultation with the Board, ensures good corporate governance and sets clear expectations with regards to Company culture, values and behaviour
- ▶ Sets the Board's agenda and ensures that all Directors are encouraged to participate fully in the activities and decision-making process of the Board
- ▶ Is the ultimate custodian of shareholders' interests
- ▶ Engages with shareholders and other governance-related stakeholders, as required
- ▶ Meets with the Senior Independent Director and with the iNEDs without the Executive Directors present, in order to encourage open discussions and to assess the Executive Directors' performance
- ▶ Identifies induction and development needs of the Board and its Committees
- ▶ Chairs the Nomination Committee, thereby playing an important part in assessing and advising on the appropriate composition of the Board and its skill-set and also chairs the Investment Committee

The role of the Chief Executive Officer

Mr Duffy:

- ▶ Is primarily responsible for implementing Petra's strategy established by the Board and for the operational management of the business
- ▶ Leads and provides strategic direction to the Company's management team
- ▶ Runs the Company on a day-to-day basis
- ▶ Implements the decisions of the Board and its Committees, with the support of Exco
- ▶ Monitors, reviews and manages key risks
- ▶ Ensures that the assets of the Group are adequately safeguarded and maintained
- ▶ Is the Company's primary spokesperson, communicating with external audiences, such as investors, analysts and the media
- ▶ Leads by example in establishing a performance-orientated, inclusive and socially responsible Company culture
- ▶ Chairs the Exco and is a member of the HSE and SED Committees, thereby having direct involvement in the strategic management of Petra's HSE and SED issues, including labour relations, and is also a member of the Investment Committee

The role of the Senior Independent Director

Ms Shine:

- ▶ Provides a sounding board for the Chair and serves as an intermediary for the other Directors as necessary
- ▶ Is available to shareholders if they have concerns which contact through the normal channels has failed to resolve, or for which such contact is inappropriate
- ▶ Leads the iNEDs in undertaking the evaluation of the Chair's performance
- ▶ Is a member of Petra's Audit and Risk, Remuneration, Nomination, HSE and SED Committees, thereby having oversight of the Group's material risks, issues and opportunities, and bringing her skill-set and independent judgement to the benefit of these Committees

The role of the NEDs

Ms Shine, Ms Matloa, Mr Pryor, Ms Gudgeon, Ms Watson, Mr Bhatt and Mr Dudas:

- ▶ Challenge the opinions of the Executive Directors, provide fresh insight in terms of strategic direction, and bring their diverse experience and expertise to the benefit of the leadership of the Group
- ▶ Assess the performance of the Chair
- ▶ Scrutinise the performance of the Executive Directors in terms of meeting agreed goals and objectives
- ▶ Ensure that the governance, financial information, controls and systems of risk management within the Group are robust and appropriate
- ▶ Determine the appropriate levels of remuneration of the Executive Directors
- ▶ Provide a breadth of skills and experience to Board Committees and, in the case of iNEDs, independence

How our Board operates

Board and Committee meetings

The full Board normally meets formally in person at least four times a year for Board meetings and also speaks at other times as necessary in order to discuss operational matters and ongoing performance against the Group's development and production plans, including internal budgets and external guidance to the market. There is frequent communication between Board members outside of the set meeting dates, in order to stay abreast of business developments.

The formal Board and Committee meeting dates are scheduled to address key events in the corporate calendar and are allocated sufficient days to allow for considerable interaction by the members, both inside and outside of the formal meetings. Rolling agendas have been developed for the Board and for the Audit and Risk, Remuneration and SED Committees to ensure the necessary standing items are covered during the course of the Year, and sufficient time is allocated to strategic discussions, with extra time factored in for ad hoc and additional items. Agendas are agreed with the Chair (or with the Chair

of the relevant Committee) and timeframes set in advance for the various meetings, thereby ensuring that the full agenda can be covered in the time allotted. Site visits, dinners and other social engagements are also attended by Board members outside of the meeting times to allow for better understanding and more informal discussion of issues; this assists in clarification and engagement, meaning that consensus during the meeting is more easily attained.

Packs for the meetings are prepared by management following input on the agendas formulated by the Company Secretary and the respective Chairs, and made available electronically prior to the meeting via a secure online Board portal, thereby allowing the Directors adequate time to consider the variety of issues to be presented and debated. In the minutes of the meetings, issues identified for follow-up are set out, ensuring that matters raised by the Directors are actioned and reported back in a timely manner.

In addition to formal Board and Committee meetings, the Chair holds frequent meetings with NEDs during the Year, enabling free discussions without the Executive Directors present.

	Board meetings 9 held	Audit and Risk Committee 4 held	Remuneration Committee 3 held	Nomination Committee 2 held	HSE Committee 4 held	SED Committee 4 held	Investment Committee 3 held	Annual General Meeting 1 held
Peter Hill	9/9	n/a	n/a	2/2	n/a	n/a	3/3	1/1
Richard Duffy	9/9	n/a	n/a	n/a	4/4	4/4	3/3	1/1
Jacques Breytenbach	9/9	n/a	n/a	n/a	n/a	n/a	3/3	1/1
Varda Shine	8/9 ¹	2/4 ²	3/3	2/2	4/4	4/4	n/a	1/1
Octavia Matloa	9/9	2/4 ³	3/3	2/2	n/a	4/4	n/a	1/1
Bernie Pryor	8/9 ¹	4/4	3/3	2/2	4/4	n/a	3/3	1/1
Deborah Gudgeon	8/9 ¹	4/4	3/3	2/2	n/a	n/a	3/3	1/1
Alexandra Watson	9/9	n/a	n/a	n/a	n/a	4/4	3/3	1/1
Johannes Bhatt	9/9	n/a	n/a	n/a	4/4	n/a	3/3	1/1
Jon Dudas ⁴	4/4	1/1	1/1	1/1	n/a	n/a	n/a	n/a
Gordon Hamilton ⁵	1/1	2/2	2/2	1/1	n/a	n/a	n/a	1/1
Matthew Glowasky ⁶	5/7	n/a	n/a	n/a	n/a	n/a	2/2	1/1

1. Owing to the meeting being called on short notice and outside of the Board's usual meeting cycle, Ms Shine, Mr Pryor and Ms Gudgeon were unable to attend the Board meeting on 18 January 2022, at which the approval of the shareholder circular for the related party transaction (the Framework Agreement) was approved.

2. Owing to a personal emergency, Ms Shine was unable to attend the Audit and Risk Committee on 27 June 2022.

3. Owing to personal reasons, Ms Matloa was unable to attend two Audit and Risk Committee Meetings.

4. Mr Dudas was appointed to the Board as a member of the Audit and Risk, Nomination, Remuneration and Investment Committees with effect from 1 March 2022.

5. Mr Hamilton retired from the Board with effect from 19 November 2021.

6. Mr Glowasky stepped down from the Board with effect from 17 May 2022.

Site visits

Visiting Petra's operations in person and interacting with Senior Management and employees is very important for all Board members. Annual site visits are usually arranged for the NEDs to ensure that, in addition to papers presented at Board meetings, they continue to stay informed of developments and progress at the operations, as well as allowing for interaction with and feedback from employees at a range of levels throughout the business and assisting with the ongoing evaluation of Company culture. Whilst COVID-19 travel restrictions impacted on the number of site visits that could be undertaken during the first few months of the Year, the Executive Directors visited the operations on a regular basis as part of their day-to-day business, and the following site visits were conducted by the iNEDs in FY 2022:

- ▶ October 2021: Mr Hill and Mr Pryor visited the Cullinan Mine and Mr Hill visited the Finsch Mine

- ▶ Early May 2022: Mr Hill visited the Williamson Mine which included visiting security operations at the mine and receiving updates on the establishment of the Independent Grievance Mechanism and the progress of various community projects
- ▶ Late May 2022: the full Board visited the Head Office in Johannesburg and the Finsch and Cullinan Mine. The Cullinan Mine and Finsch visits involved extensive tours of operations at both mines (including underground at the Cullinan Mine), operational updates from management teams (including on the expansion projects) and meetings with the Women in Mining groups

Corporate Governance Statement continued

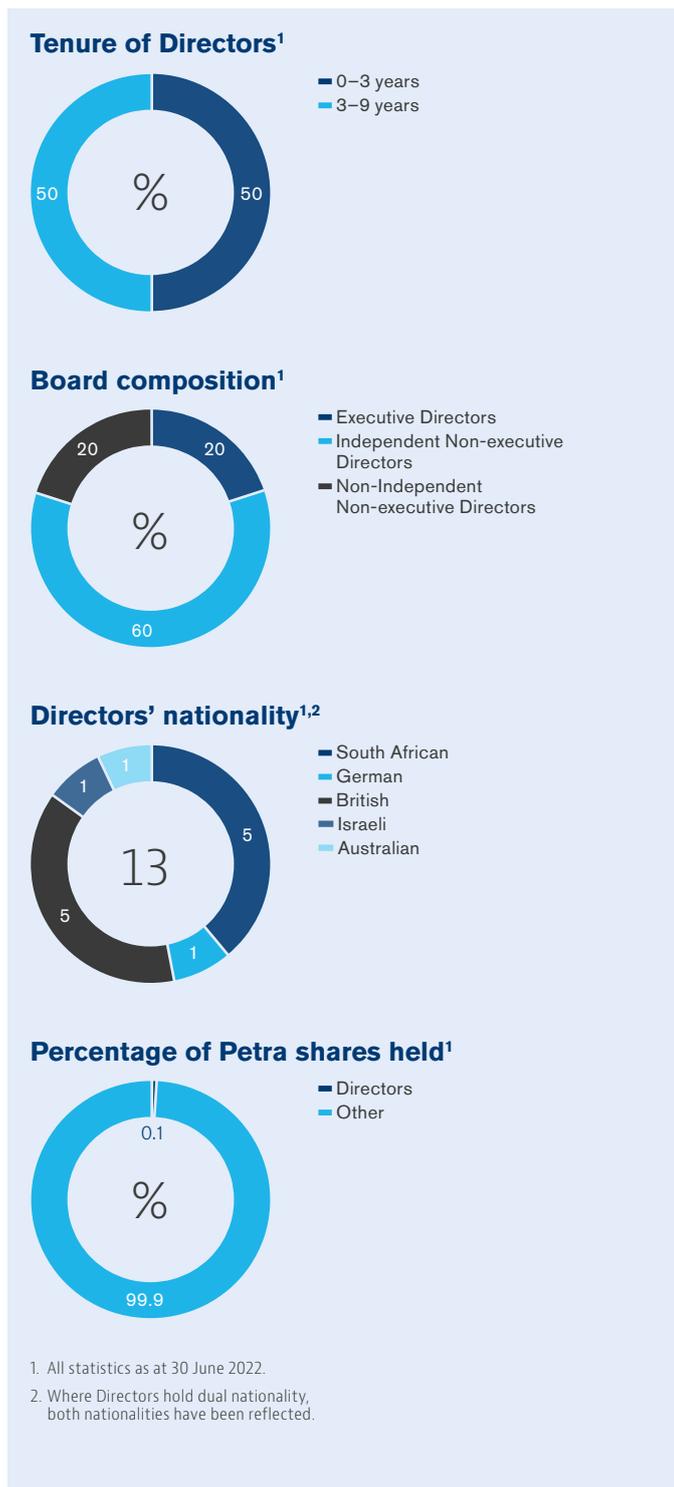
How our Board operates continued

Employee engagement

Ms Matloa, Chair of the SED Committee, is the designated workforce engagement iNED. The aim of the role is to help ensure the views and concerns of the workforce are brought to the Board’s attention and taken into account in deliberations and decisions, helping the Board understand if employees are aligned to, and able to respond to, the Company’s priorities. A formal document outlining the key principles and parameters of the role was approved by the Board in FY 2021. Whilst COVID-19 restrictions impacted engagements during the first

few months of the Year, Ms Matloa visited the Cullinan Mine in March 2022 to hold sessions with the workforce, unions and management at the Mine. Ms Matloa reported back to the Board her observations (which were generally positive) with areas of concern duly considered.

The Board normally has several opportunities throughout the Year for employee engagements, with site visits (as outlined above), as well as informal meetings in which the Board welcomes feedback and open communication.



Board and Senior Management composition by ethnic background

	Number of Board members	Percentage of the Board	Number of senior positions on the Board (CEO, CFO, SID and Chair)	Number in executive management (Executive)	Percentage of executive management (Executive)
White British or other White (including minority-white groups)	8	80%	4	5	62.5%
Mixed/multiple ethnic groups	1	10%	—	—	—
Asian/Asian British	—	—	—	2	25%
Black/African/Caribbean/Black British	1	10%	—	1	12.5%
Other ethnic group, including Arab	—	—	—	—	—
Not specified/prefer not to say	—	—	—	—	—

Why our Board is effective

Director commitment

The Directors' biographies and duties can be found on pages 76 to 77 and 80. During the Year, there were no significant changes to the iNEDs' external commitments and they are considered to have sufficient time to fulfil their duties, as confirmed by the external Board evaluation, carried out in Q4 FY 2022. The Non-executive Chair is also considered to have sufficient time to fulfil his duties.

Executive Directors may, subject to Board consent, accept external appointments to act as non-executive directors of other companies. However, the Board reserves the right to review such appointments to ensure no conflicts of interest, and that the time spent on fulfilling such obligations would not affect the respective Director's contribution to Petra. Any fees for such appointments would normally be retained by the Director concerned. Currently, the Executive Directors' external appointments do not affect their contribution to Petra.

The Chair and NEDs are required to inform the Board of any proposed new directorships and a similar review process would be undertaken to ensure they can adequately fulfil their obligations as Directors of the Company.

Assessment of Director independence

Upon his appointment on 1 January 2020 and at the time of assuming the role of Non-executive Chair on 31 March 2020, Mr Hill was considered to be independent, and continues to be independent, in accordance with the Code.

The Board also considers Ms Shine, Ms Gudgeon, Ms Matloa, Mr Pryor and Mr Dudas to be independent in accordance with the Code. All iNEDs are independent of any relationship listed in the provisions of the Code. None of the iNEDs received any fees from the Company in FY 2022 other than their contractual iNED fees, as set out on page 130 of the Directors' Remuneration Report.

Mr Bhatt and Ms Watson, having been nominated by Monarch and Franklin Templeton, respectively, in accordance with the Nomination Agreements between those entities and the Company, are not considered to be independent in accordance with the Code.

Conflicts of interest

Whilst conflicts should be avoided, the Board acknowledges that instances arise where this is not always possible. In such circumstances, Directors are required to notify the Chair before the conflict arises and the details are recorded in the minutes. If a Director notifies the Board of such an interest, they may be, if requested by the Chair, excluded from any related discussion and will always be excluded from any formal decision.

Process used in relation to Board membership, succession planning and appointment process

Petra's Nomination Committee is responsible for reviewing the skills, expertise, composition and balance of the Board on an ongoing basis as part of the Company's succession planning. When considering new appointments, a brief is prepared and an independent external search agency is utilised to identify potential candidates. Read more about the work of the Nomination Committee on pages 112 to 113.

Director induction, information, training and development needs

Detailed knowledge of the specialist world of diamonds (including diamond marketing), the global mining industry, international capital markets, applicable UK legislation/LSE regulation, Sub-Saharan Africa (particularly South Africa), ESG matters and Petra's unique business and operations, is crucial to the Board's ability to effectively lead the Company.

Petra has an induction programme designed to bring new Directors up to speed as quickly as practicable, following their appointment to the Board. Such an induction would typically involve meetings with the Board and various members of Senior Management and an information pack of all necessary corporate documents, including the Company's latest Annual Report, Sustainability Report, the Bye-Laws, Committee Terms of Reference and other key Group policies, such as the Code of Ethical Conduct, enabling them to familiarise themselves with the Group, its procedures and current activities. A site visit to one or more of the Group's key operations is held to provide the new Director with further information on the operations, including production/expansion plans and key ESG considerations.

In order to ensure that existing Board members retain the relevant and up-to-date knowledge and skill-set to properly discharge their duties, ongoing training and other professional development opportunities are provided by the Company and/or the Directors attend external courses and conferences on their own professional behalf. Training is arranged as appropriate to suit each Director's individual needs, and covers topics such as industry developments, governance, technical subjects related to diamond mining, communication strategies and ESG matters. Board training on specific topics is requested by the Board members and then provided by a specialist at the Board meeting.

Corporate Governance Statement continued

Why our Board is effective continued

Director induction, information, training and development needs continued

During the Year, the Board received formal training by law firm Ashurst on their statutory duties and on the regulatory framework for UK listed companies, including the UK's corporate governance requirements and culture, the UK's Listing Rules, the UK's Market Abuse Regulation and the UK's Takeover Code.

The Company's Corporate Communications team acts as a conduit of regular information to the Board and Senior Management, providing

regular briefings by email on relevant topics, such as key diamond industry trends, peer group developments and socio-economic information about Petra's countries of operation, as well as internal Company news.

The Company Secretarial function also provide the Board and Senior Management with ongoing updates on legal and regulatory changes, including in relation to corporate governance matters, and the Board has continual access to the advice and services of the Company Secretarial function, as required.

Evaluation of the Board's performance

Board evaluation

An externally facilitated Board evaluation was undertaken in August 2020, the results of which were reported on in the FY 2020 and 2021 Annual Reports.

Owing to the significant changes to the composition of the Board and its committees in FY 2021 and early FY 2022, it was decided to hold a new external Board evaluation in FY 2022. This evaluation was undertaken by Donata Denny, an independent and respected Leadership Coach and Professional Development Adviser who had conducted the external evaluation in August 2020.

The evaluation took place in Q4 FY 2022 and consisted of each Director completing a focused questionnaire, followed by a one-on-one confidential interview with the external facilitator, and then a facilitated Directors' workshop held in June 2022 to discuss the results and the actions to be taken forward during FY 2023. The views of external stakeholders who have regular interactions with the Board were also sought.

The evaluation of the performance of the Chair was undertaken by Ms Shine, the Senior Independent Director, based on feedback obtained by the external facilitator from the Board. The Chair then subsequently appraised the performance of each Non-executive Director by meeting each Director individually to review their knowledge and effectiveness at meetings, and the overall time and commitment to their role on the Board, using the feedback obtained by the external facilitator from the Board to support these appraisals.

The evaluator's overall assessment was that the Petra Board is an effective and high performing board. The assessment identified areas with scope for improvement that were discussed with the external facilitator in the June 2022 feedback session with the Board. The Company Secretary then agreed an action plan with the Board for how to address these areas for improvement, also taking into account feedback the Company Secretary had sought and received from the Board during Q4 FY 2022, on the quality of Board information and meeting logistics.

Areas for improvement from these Board evaluations included:

Strategic focus	Following the focus in FY 2020 and FY 2021 on the Restructuring, the alleged breaches of human rights arising from security operations at the Williamson mine and disruption caused by the COVID-19 pandemic, the Board needs to continue to reposition itself to being more strategic in outlook.
Board strategy session	Whilst the Board's strategy session held in February 2022 was highly praised, there were various suggestions for how it could be improved further ahead of the Board's strategy session to be held in FY 2023.
Value proposition	Continued focus on and increasing awareness of Petra's value proposition, recognising that this was a key focus at the Investor Day that was held in February 2022.
Management access	Continuing to improve the Board's access to management, recognising how the easing of COVID-19 travel restrictions has already helped significantly with the Board being able to conduct site visits in October 2021 and May 2022, as outlined on page 81.
Increased NED engagements	Increasing the number of informal engagements between Non-executive Directors between Board and Committee meetings to enhance Board dynamics (which were assessed as being good) and contributions.
Board papers and agendas	Further ways in which Board and Committee papers and agendas can be further enhanced to support the Board's focus on strategic objectives and risk management were identified, whilst recognising improvements recently made to the papers and agendas, and through the new online Board portal.
Board training	Suggestions for Board training topics for FY 2023.

Key Board and Board Committee activities in FY 2022

CATEGORY	ACTIVITY	STAKEHOLDERS CONSIDERED
Strategic	<ul style="list-style-type: none"> ▶ Approved expansion projects at the Cullinan Mine and Finsch to extend their mine plans, involving capital expenditure of c.\$390 million and projected IRRs of over 30% ▶ Held strategy session in February 2022, which approved the approach to be taken in Petra's new Sustainability Framework, and focusing on maximising value from Petra's existing operations whilst pursuing a value-led growth strategy encompassing organic and inorganic opportunities ▶ Approved Framework Agreement and MoU for Williamson that, once completed, will see Petra reduce its exposure in Tanzania while retaining control and sharing in the upside ▶ Approved commencement of process for a responsible exit from Petra's investment in the Koffiefontein mine ▶ Approved the refinancing of Petra's First Lien debt facility ▶ Reviewed and approved KPIs to deliver strategy during the Year and assessed performance against KPIs on an ongoing basis ▶ Received presentations from the Company's advisers on strategic options 	Shareholders, Financial Stakeholders, Host Governments, Employees, Unions, Local Communities, Suppliers
Operations	<ul style="list-style-type: none"> ▶ Received reports at every Board meeting from the CEO on operational performance, including on mining, processing, security (including security operations at the Williamson Mine), human resources and community relations ▶ Received reports at every Board meeting from the CEO on the performance of Project 2022 ▶ Received updates on the progress of the Business Re-engineering Projects at the Finsch and Koffiefontein Mines ▶ Received updates on the progress of the expansion projects at the Cullinan Mine and Finsch after their approval by the Board ▶ Conducted operational site visits at the Cullinan Mine and Finsch in October 2021 (involving subset of the Board) and May 2022 (involving full Board) and at the Williamson Mine in May 2022 (involving subset of the Board) 	Shareholders, Financial Stakeholders, Regulators, Employees, Unions, Local Communities, Suppliers
Health and Safety	<ul style="list-style-type: none"> ▶ Received reports at every Board meeting from the CEO and the Chair of the HSE Committee on Health and Safety performance across the Group, including the management of COVID-19 infections and the roll-out of vaccinations ▶ Approved a new Tailings Management Policy that aligns with the Global Industry Standard on Tailings Management (GISTM) and that will provide a roadmap for Petra to achieve compliance with the GISTM by FY 2023 	Employees, Local Communities, Regulators
Finance, reporting and risk management	<ul style="list-style-type: none"> ▶ Approved the Group's preliminary results for FY 2021, interim results for H1 FY 2022 and trading updates for FY 2022 ▶ Approved the FY 2021 Annual Report ▶ Reviewed and approved the Group's FY 2023 budget ▶ Received reports at every Board meeting from the CFO regarding the Group's financial performance and on the diamond market ▶ Reviewed the Group's internal audit findings and principal risks on a quarterly basis ▶ Received regular reports from the Chair of the Audit and Risk Committee 	Shareholders, Financial Stakeholders, Host Governments, Regulators, NGOs

Corporate Governance Statement continued

Key Board and Board Committee activities in FY 2022 continued

CATEGORY	ACTIVITY	STAKEHOLDERS CONSIDERED
Governance	<ul style="list-style-type: none"> ▶ Approved the appointment of Jon Dudas to the Board ▶ Engaged with significant shareholders ▶ Conducted external evaluation of Board's performance and internal evaluation of Board information and meeting logistics ▶ Approved a share consolidation of one new share for every 50 existing shares in issue which was approved by the shareholders at Petra's AGM in November 2021 ▶ Approved a shareholder circular in which Directors recommended the approval of the Framework Agreement (see above) that constituted a related party transaction for the purposes of the UK Listing Rules ▶ Reviewed succession plans for Board and Senior Management and approved principle relating to length of service for iNEDs ▶ Approved awards under the PSP to Executive Directors and employees, and annual bonuses and salary increases for Executive Directors ▶ Approved a new Disclosure Policy and amended Share Dealing Code ▶ Reviewed and updated Terms of Reference for the Audit and Risk, Remuneration and Nomination Committees ▶ Reviewed Directors' independence and conflicts of interest 	Shareholders, Employees, Host Governments, Regulators, NGOs
Sustainability	<ul style="list-style-type: none"> ▶ Approved the FY 2021 ESG & Sustainability Report ▶ Approved the approach to be taken in Petra's new Sustainability Framework ▶ Received regular reports from the Chairs of the HSE and SED Committees, including in relation to the IGM and Restorative Justice Projects at Williamson ▶ Approved revisions to its Human Rights Policy Statement to include protections for human rights defenders and to reflect a new Human Rights Defenders Procedure that has been adopted ▶ Adoption and implementation of a new Stakeholder Management Policy which simplifies and clarifies Petra's stakeholder engagement processes ▶ Visited community projects near the Finsch and Williamson Mines during site visits in October 2021 and May 2022 	Local Communities, Employees, Host Governments, Regulators, NGOs, Shareholders
Culture	<ul style="list-style-type: none"> ▶ Approved a revised Code of Ethical Conduct and new and updated anti-bribery and whistleblowing policies ▶ Received regular briefings on employee and community relations ▶ Received regular reports from the Chair of the SED Committee ▶ Considered Octavia Matloa's employee engagement report for her CDM meetings in March 2022 ▶ Met with Women in Mining groups on the site visits to the Cullinan Mine and Finsch in May 2022 	Employees, Local Communities, Shareholders, Host Government, NGOs