

Part C – SUPPLY AGREEMENT DEFINITIONS

2024-2025 Supply Agreement Category means the supply arrangement documented by business model as follows:

- (i) a Dealer (International) 2024-2025 Supply Agreement; and/or
- (ii) an Industrial Sightholder 2024-2025 Supply Agreement;
- (iii) an Integrated Retailer (International) 2024-2025 Supply Agreement; and/or
- (iv) an Integrated Retailer (Beneficiation) 2024-2025 Supply Agreement; and/or
- (v) a Manufacturer (International) 2024-2025 Supply Agreement; and/or
- (vi) a Manufacturer (Beneficiation – Botswana) 2024-2025 Supply Agreement; and/or
- (vii) a Manufacturer (Beneficiation – Namibia) 2024-2025 Supply Agreement; and/or
- (viii) a Manufacturer (Beneficiation – South Africa) 2024-2025 Supply Agreement.

2024-2025 Supply Agreement or 2024-2025 Rough Diamond 2024-2025 Supply Agreement or Supply Agreement means the core contractual arrangement between GSS, NDTC, DBCM and/or De Beers Canada (as the case may be) and a Sightholder for the supply of Diamonds over the 2024-2025 Supply Period comprising:

Part A – Supply Particulars (as applicable to each individual Supply Agreement Category; and

Part B – 2024-2025 Supply Terms and Conditions; and

Part C – Supply Agreement Definitions; and

Part D – Conditions of Sale for Botswana Sights; and/or Conditions of Sale for Namibian Sights; and/or Conditions of Sale for South African Sights; and

Part E – Supply Planning Fee Terms and Conditions; and/or Integrated Retailer Service Fee Terms and Conditions (as applicable).

2024-2025 Supply Documentation or 2024-2025 Rough Diamond Supply Documentation means together (or, where relevant, any of) (i) the 2024-2025 Supply Agreement comprising (a) the Supply Particulars, (b) the 2024-2025 Terms and Conditions of Supply, (c) the Supply Agreement Definitions, (d) the Conditions of Sale, and (e) the Supply Planning Fee Terms and Conditions and/or the Integrated Retailer Service Fee Terms and Conditions (as applicable); and (ii) the Supplemental Documentation comprising (a) the Best Practice Principles and the associated BPP Assurance Programme, (b) the Key Individual Declaration of Integrity & Probity, (c) the Compliance Group Declaration of Integrity & Probity, (d) the Sightholder Operational Facility Policy, (e) the Sightholder Signature Licence and Guidelines, (f) the DTC Data Licence, and (g) any other documents referred to in those documents over the 2024-2025 Supply Period.

2024-2025 Supply Period means the period commencing on 1 January 2024 and terminating on 31 December 2025, comprising the 2024 Selling Period, and the 2025 Selling Period.

2024-2025 Supply Terms and Conditions means Part B of the 2024-2025 Supply Agreement which sets out the principal contractual terms and conditions of the supply arrangement between GSS, NDTC and/or DBCM and the Sightholder.

Account Plan means a customer relationship management tool containing information relating to (amongst other things) a Sightholder's organisational structure, financial position and/or diamond business (including its diamond distribution and manufacturing requirements) which is used by GSS, NDTC and DBCM (as applicable) (and/or relevant other business units of De Beers Group with which the Sightholder has, or may in the future have, a commercial relationship) to improve its understanding of, and support for, the Sightholder's diamond business, and/or by GSS, NDTC and/or DBCM (as applicable) in certain supply decisions to the extent set out in the Supply Agreement.

AFSA means the Arbitration Foundation of South Africa.

Aggregated Diamonds means Boxes containing Diamonds sourced from any one country or combination of countries (but excluding boxes containing Diamonds sourced solely from a mine or mines in Canada or Namibia (to the extent applicable).

Anti-Corruption Laws means:

- (i) the OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions 1997 ("OECD Convention");
- (ii) the Foreign Corrupt Practices Act ("FCPA") of 1977 of the United States of America (as amended by the Foreign Corrupt Practices Act Amendments of 1988 and 1998);
- (iii) the Bribery Act 2010 of the United Kingdom;
- (iv) the Prevention of Corruption Act, the Penal Code and the Corruption, Drug Trafficking and Other Serious Crimes (Confiscation of Benefits) Act of Singapore;
- (v) the United Nations Convention against Corruption 2003; and/or
- (vi) any other applicable law which:
 - (a) prohibits the offering of any gift, payment or other benefit to any person or any officer, employee, agent or advisor of such person; and/or
 - (b) is broadly equivalent to the FCPA and/or the Bribery Act 2010, or was intended to enact the provisions of the OECD Convention, or which has as its objective the prevention of corruption, and which is applicable in the jurisdiction in which we and you are registered, conduct business and/or in any aspect of the relevant Contract is to be performed.

Arbitration Notice means a notice served by GSS, NDTC and/or DBCM (as applicable) as the claimant on the Sightholder, as applicable, to proceed with a dispute by way of arbitration.

B-BBEE means Broad-Based Black Economic Empowerment as defined in the South African Broad-Based Black Economic Empowerment Act No. 53 of 2003 as revised from time to time (relevant for applications to DBCM only).

Beneficiation Compliance Criteria means together (i) the Mandatory Beneficiation Compliance Criteria, and (ii) the Relative Performance Beneficiation Criteria, as set out in Schedule 1 to the 2024-2025 Supply Terms and Conditions.

Beneficiation Declaration means data submitted by a Sightholder to GSS (Botswana), NDTC and/or DBCM (as applicable) in respect of a Sightholder's satisfaction of the Beneficiation Compliance Criteria (as applicable).

Best Practice Principles or **BPP** means the standards of conduct with regards to business, social and environmental responsibilities that apply to the entire De Beers Group, all Sightholders and certain third parties, including Substantial Contractors of De Beers Group and Sightholders, as further defined in the Best Practice Principles Assurance Programme Manual, as published from time to time on the De Beers Group website.

Best Practice Principles Assurance Programme or **BPP Assurance Programme** means the systematic means of monitoring compliance by members of De Beers Group, Sightholders, relevant Contractors (which include, for the avoidance of doubt, Substantial Contractors) and, where relevant, their business partners in the diamond industry, with the Best Practice Principles. The BPP Assurance Programme has been developed to provide evidence to supply chain partners, consumers and other interested stakeholders which confirms that the exploration, extraction, sorting, cutting and polishing of Diamonds, and the manufacture and sale of diamond jewellery by members of De Beers Group or by Sightholders, are undertaken in a professional, ethical and environmentally friendly and accountable manner.

Best Practice Principles Compliance Criteria means the Best Practice Principles and the Best Practice Principles Assurance Programme.

Box means a box of Diamonds sorted by Category and description and offered from time to time by GSS, NDTC and/or DBCM (as applicable) to Sightholders.

BPP SMART System means the online database and tool for BPP managers of De Beers Group (or any part thereof) or (as the case may be) a Sightholder Compliance Group (or any part thereof) to help manage compliance with the BPP requirements and the Best Practice Principles Assurance Programme.

Business Secrets includes (without limitation):

- (i) the ITO of any Sightholder other than the Sightholder making a complaint; and
- (ii) the actual value and nature of Diamonds supplied at any Sight to any Sightholder other than the Sightholder making a complaint.

Buyback means a request from a Sightholder to reject up to a certain percentage of the Diamonds by carat weight, pursuant to the Conditions of Sale (as applicable) and the Sight Operational Guidelines as published from time to time by GSS, NDTC, and/or DBCM (as applicable).

Category means one or more of the categories (as the context so requires) of Diamonds as may be amended by GSS, NDTC and/or DBCM (as applicable) in its absolute discretion from time to time.

Citizen means a citizen of Botswana as defined in the Citizenship Act of Botswana 1982.

Compliance Criteria means (i) the Best Practice Principles; (ii) the Financial Compliance Criteria; and (iii) the Beneficiation Compliance Criteria (as published by GSS, NDTC and/or DBCM (as applicable) from time to time) and used by GSS, NDTC and/or DBCM (as applicable) in order to assess a Sightholder's eligibility to (a) hold Sightholder status; and (b) receive supply from GSS, NDTC and/or DBCM (as applicable).

Compliance Group has the meaning given to that term in Schedule 2 to the 2024-2025 Supply Terms and Conditions.

Compliance Group Declaration of Integrity and Probity means a compliance declaration submitted by a Sightholder on behalf of its Compliance Group.

Conditions of Sale means Part D of the 2024-2025 Supply Agreement which sets out the contractual terms and conditions applicable to Sight transactions in each respective Supply Location.

Confidential Information means information of the kind covered by the obligation of professional secrecy within the meaning of Article 339 of the Treaty on the Functioning of the European Union (ex-Article 287 of the Treaty establishing the European Community).

Consolidation Group has the meaning given to that term in Schedule 2 to the 2024-2025 Supply Terms and Conditions.

Contract means any contract for the sale of Boxes between GSS, NDTC and/or DBCM (as applicable) and a Sightholder.

Contractor has the meaning given to that term in Schedule 2 to the 2024-2025 Supply Terms and Conditions.

DBCM means De Beers Consolidated Mines Proprietary Limited.

De Beers Approved Auditor means the auditor of a Sightholder that has been approved by GSS for the purpose of submitting a Financial Workbook in respect of complying with the Financial Compliance Criteria.

De Beers Group means De Beers Plc and any corporate entity in which De Beers Plc directly or indirectly (i) holds or controls a majority of the voting rights either by means of an equity shareholding or by written agreement with the shareholders; or (ii) can appoint or remove a majority of the board of directors. Any Producer Partnership DTC also forms part of De Beers Group.

De Beers Rough Diamond Source means rough diamonds sourced from GSS, NDTC and/or DBCM (as applicable) including but not limited to ITO availability, Ex Plan Availability, Exceptional Stones, Un-aggregated Diamonds and any other out of balance stocks offered by De Beers from time to time (as applicable).

De Beers Sightholder Portal or Sales Planning System means the online Sightholder sales planning system for allocations and applications hosted by GSS, also referred to as the Sightholder Extranet.

Dealer (International) 2024-2025 Supply Agreement means a supply contract entered into between GSS and a Sightholder for

the purpose of supplying Diamonds to Sightholders operating a dealing business model.

Dealing Activity means for the purpose of an ITO Re-planning Process (as applicable), a Sightholder's dealing activities over the preceding Selling Period demonstrated by reference to the information/data submission by a Sightholder as set out in the individual Supply Particulars to the Dealer (International) 2024-2025 Supply Agreement.

Declarations means the applicable declarations that a Sightholder provides to GSS on behalf of its Compliance Group, which may include the Beneficiation Declaration, the Key Individual Declaration of Integrity and Probity, and/or the Compliance Group Declaration of Integrity and Probity.

Demonstrated Demand means the value of cumulative purchases made by a Sightholder, from De Beers Rough Diamond Sources within a Selling Period by reference to the Minimum Demonstrated Demand Threshold, as set out in the Supply Particulars.

Demonstrated Demand Requirements means by reference to eligibility to participate in an ITO Re-planning Process, a Sightholder (i) meeting the Minimum Demonstrated Demand Threshold; and (ii) meeting the Minimum Box Demand Level (as applicable).

Diamond means all-natural rough gem quality diamonds, which are uncut, uncleaved, unsawn and untreated and which may be offered for sale by GSS, NDTC and/or DBCM (as applicable) to Sightholders.

Diamond Producing Countries means Botswana, Namibia, Canada and South Africa, as the context so requires.

Diamond Related Business has the meaning given to that term in Schedule 2 to the 2024-2025 Supply Terms and Conditions.

Diamond/s from DTC Provenance Claims Guidelines means the guidelines for using the trade marks "DTC" and "DIAMOND TRADING COMPANY" as further described in the DTC Licence.

DIE means a designated investment exchange as recognised by the United Kingdom's FCA.

DTC Licence means the licence pursuant to which a Sightholder is entitled to use, subject to the terms of such licence, the trade marks "DTC" and "DIAMOND TRADING COMPANY".

Effective Federal Funds Rate or **EFFR** means the rate per annum equal to the rate on overnight federal funds transactions calculated by the Federal Reserve Bank of New York.

Eligible Entity has the meaning given to that term in Schedule 2 to the 2024-2025 Supply Terms and Conditions.

Exceptional Circumstance means a circumstance that (i) is temporary; (ii) involves a reasonable extraordinary event outside the usual business of the Sightholder; and (iii) will, in the reasonable opinion of GSS, NDTC and/or DBCM (as applicable), prevent the Sightholder from being able to comply with its obligations in respect of the submission of a Financial Workbook under paragraphs 12.4 and 13.2 of the 2024-2025 Supply Terms and Conditions. An Exceptional Circumstance may include, but is not limited to, a Sightholder undertaking a significant corporate restructure.

Exceptional Stone(s) means Diamonds which are either true fancy colours (as from time to time determined by GSS, NDTC and/or DBCM (as applicable)) and/or are individually valued by GSS, NDTC and/or DBCM (as applicable) at US\$250,000 or more (or such other value as GSS, NDTC and DBCM (as applicable) may, in its absolute discretion, decide).

Ex Plan Availability means supply of non-ITO goods for a Sightholder which may comprise of surplus, cut-offs, buy-backs, refusals and out of balance stocks which it shall make available in the form of individual assortments.

Facility has the definition given to it in the Operational Facility Policy as published from time to time by GSS, NDTC, and/or DBCM (as applicable).

FCA means the UK Financial Conduct Authority.

Financial Compliance Criteria means the IFRS Compliance, Unqualified Audit and Maximum Leverage criteria, as set out in Schedule 1 to the 2024-2025 Supply Terms and Conditions.

Financial Intelligence Act 2012 means the Namibian Financial Intelligence Act 2012, as implemented by the Financial Intelligence Centre.

Financial Intelligence Act 2022 or **the FIA** means the Botswana Financial Intelligence Act 2022, as implemented by the Financial Intelligence Agency.

Financial Intelligence Agency means the Botswana Financial Intelligence Agency.

Financial Intelligence Centre means the Namibian Financial Intelligence Centre.

Financial Workbook means the pro-forma template a Sightholder must submit to GSS following the conclusion of the applicable fiscal year (and as notified by GSS from time to time) to demonstrate satisfaction of the Financial Compliance Criteria.

Force Majeure Event has the meaning given to that term in paragraph 11.3 of the 2024-2025 Supply Terms and Conditions.

GSS means De Beers Global Sightholder Sales (Proprietary) Limited, trading as DTC (as applicable).

GSS (Botswana) means the sale of rough diamonds to Sightholders by GSS for beneficiation purposes in Botswana.

GSS (International) means the sale of Diamonds to 'international' Sightholders by GSS in Botswana (but not necessarily for beneficiation purposes).

IFRS means International Financial Reporting Standards.

IND-AS means the Indian Accounting Standard adopted by companies in India and issued under the supervision of Accounting Standards Board as in effect from time to time.

Industrial Diamonds means diamonds made available for supply by GSS to Industrial Sightholders for industrial application.

Industrial Sightholder means a Sightholder to which Boxes of Industrial Diamonds are or may be supplied subject to the Industrial Sightholder 2024-2025 Supply Agreement and additional Industrial Sightholder 2024-2025 Supply Documentation.

Industrial Sightholder 2024-2025 Supply Agreement means a supply contract entered into between GSS and an Industrial Sightholder for the purpose of supplying Industrial Diamonds to Industrial Sightholders for industrial application.

Industrial Sightholder 2024-2025 Supply Documentation means together (or, where relevant, any of) (i) the Industrial Sightholder 2024-2025 Supply Agreement comprising (a) the Supply Particulars, (b) the Industrial Sightholder 2024-2025 Terms and Conditions of Supply, (c) the Supply Agreement Definitions, (d) the Industrial Sightholder Conditions of Sale, and (e) the Industrial Sightholder Supply Planning Fee Terms and Conditions; and (ii) the Supplemental 2024-2025 Supply Documentation comprising (a) the Best Practice Principles and the associated BPP Assurance Programme, (b) the Key Individual Declaration of Integrity, (c) the Compliance Group Declaration of Integrity & Probity, and (d) any other documents referred to in those documents over the 2024-2025 Supply Period.

Integrated Retailer 2024-2025 Supply Agreement means a supply contract entered into between GSS and a Sightholder for the purpose of supplying Diamonds to Sightholders operating an integrated retailer business model.

Integrated Retailer ITO Services means any of the services set out in the Appendix to the Integrated Retailer Service Fee Terms and Conditions.

Integrated Retailer Service Fee means in respect of Sightholders that, by invitation only, voluntarily elect to receive a 2024-2025 Integrated Retailer Supply Agreement, the fee payable of the total value in US dollars (or part thereof) of the Boxes purchased by the relevant Sightholder at each Sight Location during the Selling Period (or such other amount or period as is notified by GSS, (as the case may be) from time to time in accordance with the 2024-2025 Supply Documentation), which is payable by such Sightholders to GSS for the Integrated Retailer ITO Services.

ITO means the aggregate quantity and nature of Diamonds GSS, NDTC and/or DBCM (as applicable) intends to make available for inspection by (but shall not be obliged to supply to) a Sightholder at the relevant Sight Location during the subsequent Selling Period (or such other Selling Period as is agreed between GSS, NDTC and/or DBCM (as applicable) and a Sightholder from time to time in accordance with the 2024-2025 Supply Documentation).

ITO Re-planning Process means the process by which a Sightholder is eligible through the fulfilment of the Demonstrated Demand Requirements in a Selling Period to participate and compete for an ITO in a subsequent Selling Period, and subject to the provisions of paragraph 8 of the 2024-2025 Supply Terms and Conditions.

ITO Swaps Policy means the swaps policy which may be offered by GSS, NDTC and/or DBCM (as applicable) to Sightholders.

Key Account Manager or **KAM** means the main point of contact between Sightholders with Planned ITOs and/or Integrated Retailer ITOs and GSS, NDTC and/or DBCM (as applicable) who assist in managing that relationship.

Key Individual means an individual who:

- (i) is the principal/owner of the Sightholder; and/or
- (ii) is a partner in the Sightholder; and/or
- (iii) is a director or shadow director (as recognised by local law) of the Sightholder; and/or
- (iv) holds a senior day to day management position in the Sightholder; and/or
- (v) is the legal or beneficial holder of a majority of the shares in the Sightholder or is the individual entitled to exercise or control the exercise of a majority of the voting rights over the shares in the Sightholder; and/or
- (vi) is entitled or able to appoint or remove a majority of the members of the board of the Sightholder or to otherwise exercise dominant influence over the Sightholder.

Key Individual Declaration of Integrity and Probity means a compliance declaration submitted by a Key Individual of Sightholder.

Kimberley Process means the trade regime to prevent the flow of conflict diamonds as implemented by the Kimberley Process Certification Scheme ("KPCS").

KPCS means the Kimberley Process Certification Scheme.

Laboratory-Grown Diamond or LGD or Synthetic Diamond or Laboratory-Created Diamond means an artificial product that has essentially the same chemical composition, crystal structure and physical properties as a diamond. A LGD must only and always be disclosed as 'synthetic diamond', 'man-made', 'laboratory created', 'laboratory-grown' or 'artificial' and the description must be equally as conspicuous and immediately preceding the word 'diamond'.

Large Stone(s) means a Diamond which (i) weighs greater than 14.8 carats and (ii) has a value that is greater than US\$1,000 per carat (or such other value as may be determined by GSS, NDTC and/or DBCM (as applicable) from time to time in its absolute discretion), but shall not include an Exceptional Stone (or any other Category as may be determined by GSS, NDTC and DBCM (as applicable) from time to time).

LCIA means the London Court of International Arbitration.

LGD Business Activities means including, but not limited to, the creation, manufacturing, polishing, processing, and/or trading (sale or purchase) of LGDs and/or jewellery incorporating LGDs, as applicable.

Lot means a packet of individual Diamonds that together with other Lots makes up a Box.

Mandatory Beneficiation Compliance Criteria means the criteria set out in Schedule 1 to the 2024-2025 Supply Terms and Conditions.

Manufacturer (Beneficiation – Botswana) 2024-2025 Supply Agreement means a supply contract entered into between GSS (Botswana) and a Sightholder for the purpose of supplying Diamonds to Sightholders operating a manufacturing business model for beneficiation purposes in Botswana.

Manufacturer (Beneficiation – Namibia) 2024-2025 Supply Agreement means a supply contract entered into between NDTC and a Sightholder for the purpose of supplying Diamonds

to Sightholders operating a manufacturing business model for beneficiation purposes in Namibia.

Manufacturer (Beneficiation – South Africa) 2024-2025 Supply Agreement means a supply contract entered into between DBCM and a Sightholder for the purpose of supplying Diamonds to Sightholders operating a manufacturing business model for beneficiation purposes in South Africa.

Manufacturer (International) 2024-2025 Supply Agreement means a supply contract entered into between GSS (International) and a Sightholder for the purpose of supplying Diamonds to Sightholders operating a manufacturing business model.

Manufacturing Activity means for the purpose of an ITO Re-planning Process (as applicable), a Sightholder's manufacturing activities over the preceding Selling Period demonstrated by reference to the information/data submission by a Sightholder as set out in the individual Supply Particulars to the Integrated Retailer (International) 2024-2025 Supply Agreement, Integrated Retailer (Beneficiation) 2024-2025 Supply Agreement, Manufacturer (International) 2024-2025 Supply Agreement, Manufacturer (Beneficiation - Botswana) 2024-2025 Supply Agreement, Manufacturer (Beneficiation - Namibia) 2024-2025 Supply Agreement, and/or Manufacturer (Beneficiation - South Africa) 2024-2025 Supply Agreement (as applicable).

Minimum Allocation Level means, as applicable to each Supply Agreement, the minimum allocation offer that a Sightholder needs to be allocated from an individual De Beers Rough Diamond Source in the ITO Re-planning Process to qualify for an ITO in a subsequent Selling Period, as set out in the Supply Particulars. If following the ITO Re-planning Process, an allocation offer is less than the Minimum Allocation Level, the initial allocation of the relevant Box or Boxes will be removed and redistributed.

Minimum Box Allocation Level means the minimum number of Boxes that a Sightholder needs to be allocated at a Box level from an individual De Beers Rough Diamond Source in the ITO Re-planning Process to qualify for an ITO in that Box (subject to also meeting the Minimum Allocation Level) in a subsequent Selling Period, as is set out in the Supply Particulars. If following the ITO Re-planning Process, an allocation offer is less than the Minimum Box Allocation Level, the initial allocation of the relevant Box or Boxes will be removed and redistributed. The Minimum Box Allocation Level is the same value as the Minimum Box Demand Level.

Minimum Box Demand Level means the purchases at an individual Box level that a Sightholder must have made within a Selling Period to be eligible to participate in the ITO Re-planning Process for that Box in a subsequent Selling Period, and which is set out in the Supply Particulars.

Minimum Demonstrated Demand Threshold means meeting the threshold of Demonstrated Demand as is set out in the Supply Particulars in order to be able to be eligible to participate in an ITO Re-planning Process (as applicable).

NDTC means the Namibia Diamond Trading Company (Proprietary) Limited.

NDTC FIA Guidelines means a guidance document published by NDTC (version October 2023, as amended from time to time) which sets out information relating to the financial compliance

requirements of the Financial Intelligence Act 2012 and related disclosures for NDTC Sightholders only.

Non-Substantial Contractor has the meaning given to it in the Best Practice Principles Programme Manual, as published from time to time on the De Beers Group website. For the avoidance of doubt, Non-Substantial Contractor includes any relevant Virtual Contractor. A Contractor that is not a Substantial Contractor but that is used or engaged by four or more Sightholders (or Compliance Groups, as defined in Schedule 1 to the 2024-2025 Supply Agreement) shall be deemed to be a Non-Substantial Contractor for the purposes of the 2024-2025 Supply Documentation (as applicable).

Operational Facility means as defined in an Operational Facility Policy.

Operational Facility Policy means the policy as published from time to time by GSS (Botswana), NDTC and/or DBCM (as applicable) relating to the operational status of a Sightholder Facility.

PDS means preferred delivery schedule of a Sightholder.

Planned ITO means an ITO under which a Sightholder will (i) receive the Planned ITO Services and (ii) pay the Supply Planning Fee to GSS, NDTC and/or DBCM (as applicable) or DBCM (as the case may be).

Planned ITO Services means the relevant services set out in the Appendix to the Sightholder Supply Planning Fee Terms and Conditions which are provided by GSS, NDTC and/or DBCM (as applicable) or DBCM (as the case may be) to Sightholders that voluntarily elect to receive a Planned ITO.

Producer Partnership DTC means any joint venture sales company in which the De Beers Group is in partnership with any of the Diamond Producing Countries or any other country.

Prominent Influential Person means a person who is entrusted with public functions within Botswana or by a foreign country, his or her close associates or immediate member of the family or an international organisation and includes (a) a president; (b) a vice-president; (c) a cabinet minister; (d) a speaker of the national assembly; (e) a deputy speaker of the national assembly; (f) a member of the national assembly; (g) a councillor; (h) a senior government official; (i) a judicial officer; (j) a kgosi; (k) a senior executive of a private entity; (l) a senior executive of a public body; (m) a senior executive of a political party; (n) religious leaders; (o) senior executives of international organisations operating in Botswana; (p) a person who has in the last five years held any of the positions referred to in paragraphs (a) to (o); or (q) such person as may be prescribed.

Relative Performance Beneficiation Criteria means the criteria set out in Schedule 1 to the 2024-2025 Supply Terms and Conditions.

Sanction Authority means any of the United Nations, the European Union, Her Majesty's Treasury in the United Kingdom, the United States Department of Treasury's Office of Foreign Assets Control, the United States State Department, the governments of the Commonwealth of Australia, Switzerland, South Africa or any replacement of other regulatory body enforcing economic and trade sanctions legislation in such countries.

Sanctioned Entity means any person, being an individual corporation, company, association or other entity who:

- (i) is the subject or target of a SDN Sanction or in respect of which a SDN Sanction has been imposed or targeted; or
- (ii) is owned, operated, controlled by any person who is the subject or target of a SDN Sanction or in respect of which a SDN Sanction has been imposed or targeted; or
- (iii) is the subject or target of a State Sanction or in respect of which a State Sanction has been imposed or targeted.

Sanctions means any SDN Sanction, State Sanction and any other similar sanctions, regulations, statutes, prohibitions and official embargo measures that relate to the enforcement of economic and trade sanctions which are maintained, amended and imposed by any Sanction Authority (each a Sanction).

SDN Sanction means any Sanction used as a basis for listing a person on specially designated nationals or blocked person's lists and or any replacement lists which are maintained and imposed by any Sanction Authority.

Selling Period means a fixed period as set out below during which supply will be made available during the 2024-2025 Supply Period (subject to the provisions of the 2024-2025 Supply Documentation):

2024 Selling Period – 1 January 2024 to 31 December 2024; and

2025 Selling Period – 1 January 2025 to 31 December 2025.

Services means any of the services set out in the Appendix to the Supply Planning Fee Terms and Conditions and includes both the Standard ITO Services and Planned ITO Services (in each case, in respect of a Sightholder) and the Standard Supply Planning Services and Planned Supply Planning Services, or any one of them, as applicable.

Sight means the occasion during an ITO organised by GSS, NDTC and/or DBCM (as applicable) at venues and times to be determined by it in its absolute discretion when the Sightholder may inspect Boxes offered for sale.

Sight Location means any location at which GSS, NDTC and/or DBCM (as applicable) organises Sights in either Botswana, Namibia or South Africa (as the context so requires) or any other country or venue as may be determined from time to time.

Sight Operational Guidelines means the guidelines as published from time to time by GSS (Botswana), DBCM and/or NDTC (as applicable) relating to i) Buybacks; ii) acceptance procedures at Sight; and iii) additional applications for Ex Plan Availability during Sights.

Sightholder means any firm, corporate entity or other trading organisation to which Boxes are or may be supplied subject to the 2024-2025 Supply Agreement and supplemental 2024-2025 Supply Documentation. References to "Sightholder" in the 2024-2025 Supply Documentation shall (i) include, or (ii) be deemed to refer to, as the case may be, "applicant", as the context so requires.

Sightholder Associated Group or **SAG** means an informal structure for eligible GSS Sightholders, the offer of which is set out in Schedule 3 to the 2024-2025 Supply Terms and Conditions.

Sightholder Signature means the logo depicted in the Sightholder Signature Licence, as may be revised or updated from time to time.

Sightholder Signature Guidelines means the guidance document issued from time to time to supplement the usage and application of the Sightholder Signature.

Sightholder Signature Licence means the licence pursuant to which a Sightholder is entitled to use, subject to the terms of such licence, the Sightholder Signature.

Standard ITO means an ITO under which a Sightholder will receive the Standard ITO Services.

Standard ITO Services means the relevant services set out in the Appendix to the Sightholder Supply Planning Fee Terms and Conditions which are provided by GSS, NDTC and/or DBCM (as the case may be) to Sightholders that voluntarily elect to receive a Standard ITO.

State Sanction means any program that prohibits/and or restricts (i) trade with or investment in, or the transfer of property or assets to or from, a specified country, including its government, government subdivisions, agencies and other entities under the control or acting on behalf of government or (ii) engaging in transactions that relate to investing in and/or provision of advice or assistance in relation to a specified country which, in each case, is maintained, amended and imposed by any Sanction Authority.

Substantial Contractor has the meaning given to it in the Best Practice Principles Programme Manual, as published from time to time on the De Beers Group website. For the avoidance of doubt, Substantial Contractor includes any relevant Virtual Contractor.

Supply Particulars means Part A of the 2024-2025 Supply Agreement which sets out individual Sightholder contractual terms and conditions relevant to a 2024-2025 Supply Agreement Category.

Supply Planning Fee means, in respect of Sightholders that voluntarily elect to receive a Planned ITO, the fee that is equal to 1.5 per cent of the total value in US dollars (or part thereof) of the Boxes purchased by the relevant Sightholder at each Sight Location during the Selling Period (or such other amount or period as is notified by GSS, NDTC and/or DBCM (as the case may be) from time to time in accordance with the 2024-2025 Supply Documentation), which is payable by such Sightholders to GSS, NDTC and/or DBCM (as the case may be) for the Planned ITO Services or Planned Supply Planning Services.

Supply Planning Fee Terms and Conditions means Part E of the 2024-2025 Supply Agreement the Sightholder Supply Planning Fee Terms and Conditions (as applicable).

Third Party Verification or **3PV** means the process by which GSS instructs a Third Party Verifier to verify (i) the content of a Compliance Statement and Declaration submission made by a Sightholder or an applicant (as the case may be) to GSS; or (ii) compliance by the Sightholder (or member of its respective Compliance Group), or relevant Contractor, as applicable, with the 2024-2025 Supply Documentation or the Best Practice Principles; or (iii) compliance by the Sightholder (or member of its respective Consolidation Group), with the Financial Compliance Criteria; or (iv) compliance by the Sightholder (or

member of its respective Compliance Group) of the requirements of the FIA (as applicable).

Third Party Verifier means an independent organisation that GSS has engaged to undertake Third Party Verification.

Un-Aggregated Diamonds means Boxes containing Diamonds sourced solely from a mine or mines in Canada or a Category of Diamonds (to the extent applicable).

US GAAP means United States Generally Accepted Accounting Principles as recognised by the U.S. Securities and Exchange Commission as in effect from time to time.

Virtual Contractor has the meaning given to it in the Best Practice Principles Programme Manual, as published from time to time on the De Beers Group website. For the avoidance of doubt, a Virtual Contractor may be deemed to be a Substantial Contractor or a Non-Substantial Contractor, as the case may be, for the purposes of the 2024-2025 Supply Documentation (as applicable).

1 January 2024