

# Centamin PLC Announces Notice of AGM & 2018 ARA

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*Annual Report and Accounts, Sustainability Report and Notice of Annual General Meeting*

PERTH, March 7, 2019 - The Company announces the publication of its:

• Audited Annual Report and Accounts for the year ended 31 December 2018 ("2018 Annual Report")

• Sustainability Report, and

• Notice of Annual General Meeting ("AGM")

The AGM will be held at The Royal Yacht, Weighbridge, St Helier, Jersey, Channel Islands, JE2 3NF on Monday, 8 April 2019 at 10:00 am (UK time).

Centamin advises that the Notice of Annual General Meeting has been posted to the registered shareholders, along with a Form of Proxy for voting at the AGM.

In accordance with the Financial Conduct Authority's ("FCA") Listing Rule 9.6.1R, copies of the Notice of Annual General Meeting and 2018 Annual Report have been submitted to the National Storage Mechanism and will shortly be available at [www.morningstar.co.uk/uk/NSM](http://www.morningstar.co.uk/uk/NSM) and the Company's website: [www.centamin.com](http://www.centamin.com).

The Company published unaudited preliminary 2018 results ("Preliminary Results") on 25 February 2019 and a copy of the announcement is available on the Company's website. The Preliminary Results, together with the information in the Appendices to this announcement, constitute the information required in accordance with the FCA's Disclosure Guidance and Transparency Rule 6.3.5R. Page references included herein refer to page numbers in the 2018 Annual Report. This announcement should be read in conjunction with, and is not a substitute for reading, the full 2018 Annual Report.

TSX shareholders please refer to Appendix D for updated dividend timetable in line with TSX Easter trading hours.

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## Appendix A - Principal Risks and Uncertainties

Please see the details announced on 25 February 2019. Details can also be found on pages 42 to 47 of the 2018 Annual Report.

## Appendix B - Related Party Transactions

Please see details announced on 25 February 2019. Details can also be found in note 6.1 of the financial statements in the 2018 Annual Report.

## Appendix C - Directors Responsibility Statement

Details can be found on page 146 of the 2018 Annual Report

### Directors' responsibilities in respect of the annual report and financial statements

The directors are responsible for preparing the annual report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the Group financial statements in accordance with International Financial Reporting Standards ("IFRSs") as adopted by the European Union. Under company law the directors must not approve the Group financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and of the profit or loss of the Group for that period. In preparing the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;

- state whether applicable IFRSs as adopted by the European Union have been followed, subject to any material departures disclosed and explained in the financial statements;

- make judgments and accounting estimates that are reasonable and prudent; and

- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Group's transactions and disclose with reasonable accuracy at any time the financial position of the Group and enable them to ensure that the financial statements and the directors' remuneration report comply with The Companies (Jersey) Law, 1991.

The directors are also responsible for safeguarding the assets of the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are responsible for the maintenance and integrity of the Company's website. Legislation in the United Kingdom and Jersey governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

The directors consider that the annual report and financial statements, taken as a whole, are fair, balanced and understandable and provides the information necessary for shareholders to assess the Group's performance, business model and strategy.

The directors have undertaken a robust assessment of the principal risks impacting the Company. The

assessment identified strategic and operational risks at a corporate level and principal risks impacting our operations in Egypt and West Africa.

The Board receives written assurances from the CEO and CFO that to the best of their knowledge and belief, the Group's financial position presents a true and fair view and that the financial statements are founded on a sound system of risk management, internal compliance and control. Further, they confirm that the Group's risk management and internal compliance is operating efficiently and effectively. The Board recognises that internal control assurances from the CEO and CFO can only be reasonable rather than absolute, and therefore they are not and cannot be designed to detect all weaknesses in control procedures.

The financial statements have been audited by PricewaterhouseCoopers LLP, independent auditor, who was given unrestricted access to all financial records and related information, including minutes of all shareholder, Board and Committee meetings.

The financial statements were approved by the Board of Directors on 1 March 2019 and signed on their behalf by Andrew Pardey (CEO) and Ross Jerrard (CFO).

Each of the directors, whose names and functions are listed in the Governance Report in the 2018 Annual Report, confirm that, to the best of their knowledge:

- the Group financial statements, which have been prepared in accordance with IFRSs as adopted by the European Union, give a true and fair view of the assets, liabilities, financial position and profit of the Group; and

- the Strategic and Governance Report includes a fair review of the development and performance of the business and the position of the Group, together with a description of the principal risks and uncertainties that it faces.

In the case of each director in office at the date the Governance Report is approved:

- so far as the director is aware, there is no relevant audit information of which the Group's auditor is unaware; and

- they have taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the Group's auditor is aware of that information.

#### Appendix D - Final Dividend

In accordance with Centamin's dividend policy, the Board of Directors proposed a Final Dividend on 25 February 2019 of 3.0 US cents per ordinary share, equal to US\$34.6 million. This would bring the 2018 total dividend to 5.5 US cents per ordinary shares, totalling US\$63.5 million, which is equivalent to returning approximately 100% of free cash flow generated to shareholders.

The Final Dividend will be paid on 13 May 2019 to shareholders on the register on the Record Date of 23 April 2019. The Final Dividend will be paid in US Dollars ("USD"), with an option for shareholders to elect to receive the dividend in Pounds Sterling ("GBP"). Currency elections should be made no later than 29 April 2019 with further details of how to do so on the Company's website at [www.centamin.com](http://www.centamin.com). Payments in GBP will be based on the USD/GBP exchange rate on 30 April 2019 and the rate applied will be published on the website on the 1 May 2019.

The dividend is subject to AGM approval on 8 April 2019, following which the dividend will be final.

London Stock Exchange ("LSE") and Toronto Stock Exchange ("TSX")

LSE EX-DIV DATE: 18 April 2019

TSX EX-DIVDATE:22 April 2019 (corrected)

TSX and LSE RECORD DATE: 23 April 2019

LAST DATE FOR RECEIPT OF CURRENCY ELECTIONS: 29 April 2019

TSX and LSE PAY DATE: 13 May 2019

The Company's total issued share capital is 1,154,722,984 ordinary shares.

The dates set out above are based on the Directors' current expectations and may be subject to change. If any of the dates should change, the revised dates will be announced by press release and will be available at [www.centamin.com](http://www.centamin.com).

As a Jersey incorporated company, there is no requirement for [Centamin Plc](#) to make any withholding or deduction on account of Jersey tax in respect of the dividend.

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