

Eldorado Gold Corporation **Anti-Bribery and Anti-Corruption Policy**

Introduction

The Eldorado Gold Corporation Anti-Bribery and Anti-Corruption Policy is designed to educate, provide knowledge and guidance to our personnel and agents on the giving or receiving of bribes.

The definition of a bribe is very broad and potentially captures any payment or gift, given or received, that is not permitted or required by local law.

Policy

The applicable anti-bribery and anti-corruption laws prohibit companies from directly or indirectly making improper payments or gifts.

It is the policy of Eldorado Gold Corporation and its direct and indirectly owned subsidiaries (hereinafter individually and collectively referred to as “**Eldorado**”) to comply strictly with all applicable laws and regulations.

Purpose

The purpose of this Policy is to alert all directors, officers, and employees (collectively, “**personnel**”) of Eldorado to their responsibility to comply with all applicable anti-bribery and anti-corruption laws, including, for example, the CA Corruption of Foreign Public Officials Act, the US Foreign Corrupt Practices Act and the UK Anti-Bribery Act, and to be alert to any potential violations of the applicable anti-bribery and anti-corruption laws by any of Eldorado’s personnel or of Eldorado’s independent representatives, distributors, consultants, or agents (collectively, “**agents**”) that can potentially constitute a violation of such laws by Eldorado.

Scope

This Policy applies to all personnel and agents of Eldorado, wherever located, including any subsidiary, division or business unit, and including joint ventures where Eldorado maintains ownership or management control.

Requirements and Illustrations

1) Definitions

For purposes of this Policy:

“Eldorado key contacts” means the Eldorado key contacts for information pertaining to the Policy who are hereby designated as Dawn Moss, Executive Vice President Administration, and Sam van Aswegen, Global Internal Controls Manager of Eldorado, and shall include such other person or persons designated from time to time in a notice from the chair of Eldorado’s Corporate Governance Nominating Committee.

“Government entity” includes any government or government department, agency, military organization, international governmental organization, entity owned or controlled by any government or international governmental organization, political party or party official;

“Government official” means any officer, employee, consultant, advisor, contractor, agent or any person that represents or acts, directly or indirectly, on behalf of a government entity; any candidate or prospective candidate for public office; and any person (including any family member) acting on behalf of such official, employee, or candidate.

2) Improper Payments

- a) **General:** No one shall pay, offer to pay, promise, give or offer to give cash or any other thing of value (whether directly or through intermediaries) to any Government official or to any other person to obtain, retain, or direct business, or secure any other improper advantage.
- b) **Reimbursements:** Eldorado personnel and agents shall document any offer to reimburse the expenses of any Government official. In any such case, the amount and purpose of the reimbursement must be reasonable, and the expenses must be directly connected or reasonably incidental to the undertakings and initiatives by Eldorado or its shared enterprises which are primarily in furtherance of their proper business interests and objectives, including promotional undertakings and initiatives for the development of general recognition, reputation, social license, goodwill and the acceptance of Eldorado or its shared enterprises within local communities and host countries.
- c) **Political Contributions:** As a general rule, Eldorado personnel and agents shall not make any political contribution or loan to any Government entity or Government official. If any Eldorado personnel or agent desires to make such a



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political contribution or loan, the purpose, amount, timing, and method of such contribution or loan shall be legal and transparent and the amount should be reasonable.

3) Limitations on Payments

Gifts or payments that are made corruptly in return for official acts or omissions are prohibited even if they are otherwise not prohibited under the Policy. Payments of money or the providing of gifts, services, entertainment or anything of value should not be made if there is any possibility that such are in violation of any applicable laws, regardless of the nationality of the recipient or if such payments are customary.

The Policy shall not apply to limit or prohibit any payment or action reasonably made or taken in the honest belief that it is necessary or expedient to respond to an emergency or crisis, to protect the environment, to forestall an accident, to render medical assistance or to protect or save a person or property from imminent harm. No such payment or action made in good faith shall be subject to censure under this Policy.

4) Knowledge of Likely Improper Payment

Even if no payment or gift is made directly to a Government official or to any other person, payments made to third parties or agents of Eldorado may constitute a violation of the anti-bribery and anti-corruption laws. No Eldorado personnel or agent will engage in any activity involving a third party or agent if such Eldorado personnel or agent is aware or suspects that there is a substantial likelihood that the third party or agent will engage in an improper action to influence a Government entity, a Government official or any other person by passing on all or a portion of the payment.

5) Accounting Standards and Record Keeping

- a) Record Keeping. Under the Canadian Extractive Sector Transparency Measures Act and other transparency initiatives, any and all payments to Government entities and Government officials are subject to possible disclosure and therefore careful record keeping must be performed.
- b) Authorizations. Eldorado personnel and agents shall have the proper authorizations in accordance with Eldorado internal controls for each business transaction or payment by Eldorado.
- c) Duty to Report. Eldorado personnel and agents that become aware of actions which could constitute a violation of the Policy are required to report it to their immediate supervisor. However if such personnel or agents are not comfortable discussing the matter with their immediate supervisor they should follow the reporting procedures set out in the Eldorado Whistleblower process, which is available on the Eldorado website (www.eldoradogold.com) and described in the Eldorado Code of Business Conduct and Ethics.

6) Procedures and Resources

All personnel and agents are to be given a copy of the Policy on commencement of employment or engagement and sign Eldorado's Anti-Bribery and Anti-Corruption Compliance Certification certifying that they have received, read, understand and agree to be bound by the Policy. Annually thereafter, personnel and agents may be given a copy of the Policy, as amended from time to time, and will be asked to sign Eldorado's Certification.

If any Eldorado personnel or agent has a question about the Policy or wishes to report any request, activity or conduct that appears to violate this Policy, such questions or reports should be directed to the Eldorado key contacts.

7) Training

Eldorado will conduct anti-bribery and anti-corruption training on an annual basis and all Eldorado personnel and agents will be required to attend such training. Eldorado may also conduct training more frequently when there are changes to the applicable laws or when deemed that such interim training is necessary.

8) Penalties and Consequences

If any Eldorado personnel or agent fails to comply with this Policy, such personnel or agent may be subject to disciplinary action, including, where appropriate, immediate termination. In addition, where applicable, such personnel or agents may also be subject to individual civil or criminal legal penalties. In such cases, Eldorado reserves the right to withhold or deny indemnification or other responsibility for such individual penalties, and in addition may seek recovery from such person for any costs, damages and penalties incurred, borne, or imposed by or on Eldorado, in accordance with applicable law.

Effective Date: April 27, 2017