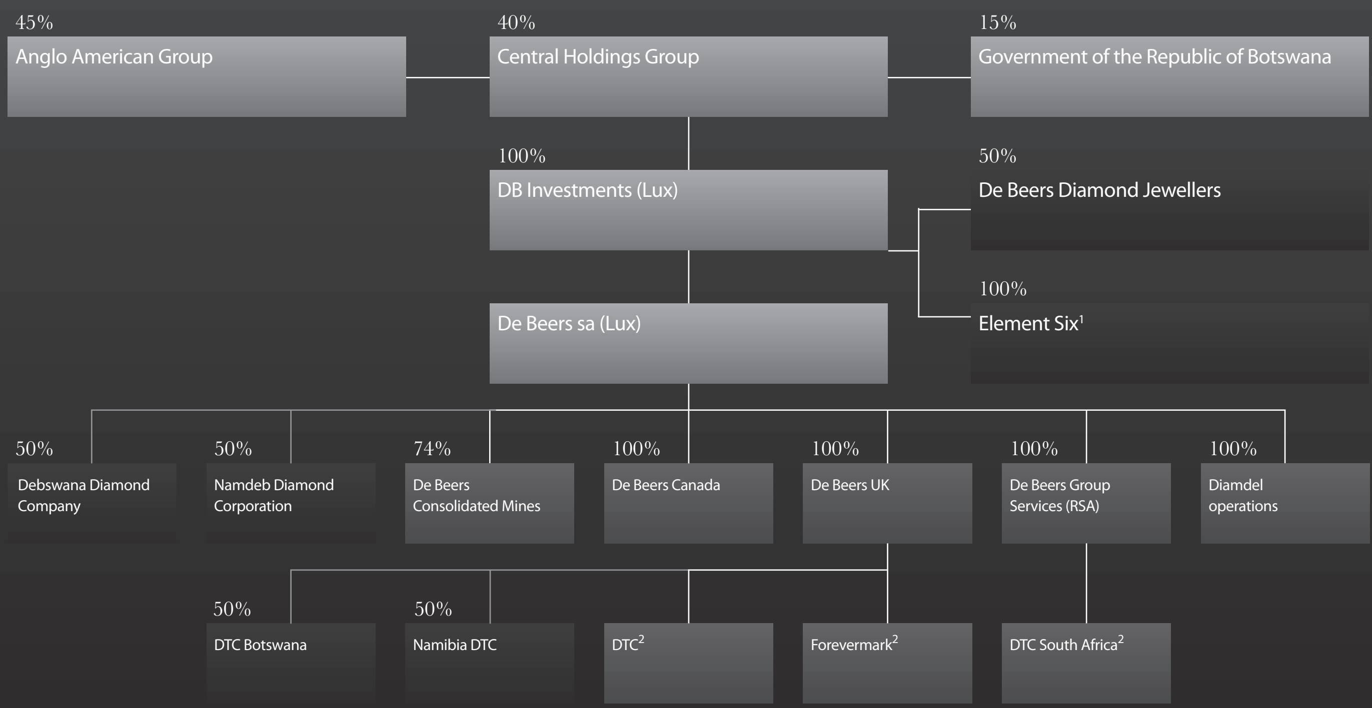
DE BEERS
A DIAMOND IS FOREVER

Operating and Financial Review 2009

De Beers was established in 1888 and is the world's leading diamond company with unrivalled expertise in the exploration, mining and marketing of diamonds. From its mining operations across Botswana, Namibia, South Africa and Canada, De Beers produces and markets approximately 40% of the world's supply of rough diamonds.

At De Beers, we are committed to 'Living up to Diamonds' by making a lasting contribution to the communities in which we live and work. This means driving returns on capital, operating sustainably and working with our partner governments to transform natural resources into shared national wealth.

The De Beers Family of Companies



- De Beers sa and shareholders
- Owned and controlled subsidiaries and divisions
- Joint ventures and independently managed subsidiaries

[1] Non-abrasives – 100%, abrasives – 59.78%

[2] Marked entities are divisions rather than subsidiaries

This report relates to the performance of De Beers sa and is designed to be read alongside our Report to Society 2009. These reports form part of our annual reporting cycle and together cover the financial and sustainability performance of the De Beers Family of Companies. Both reports adhere to Global Reporting Initiative Sustainability Reporting Guidelines and form part of our Communication on Progress to the United Nations Global Compact.

In this Operating & Financial Review

De Beers at a glance

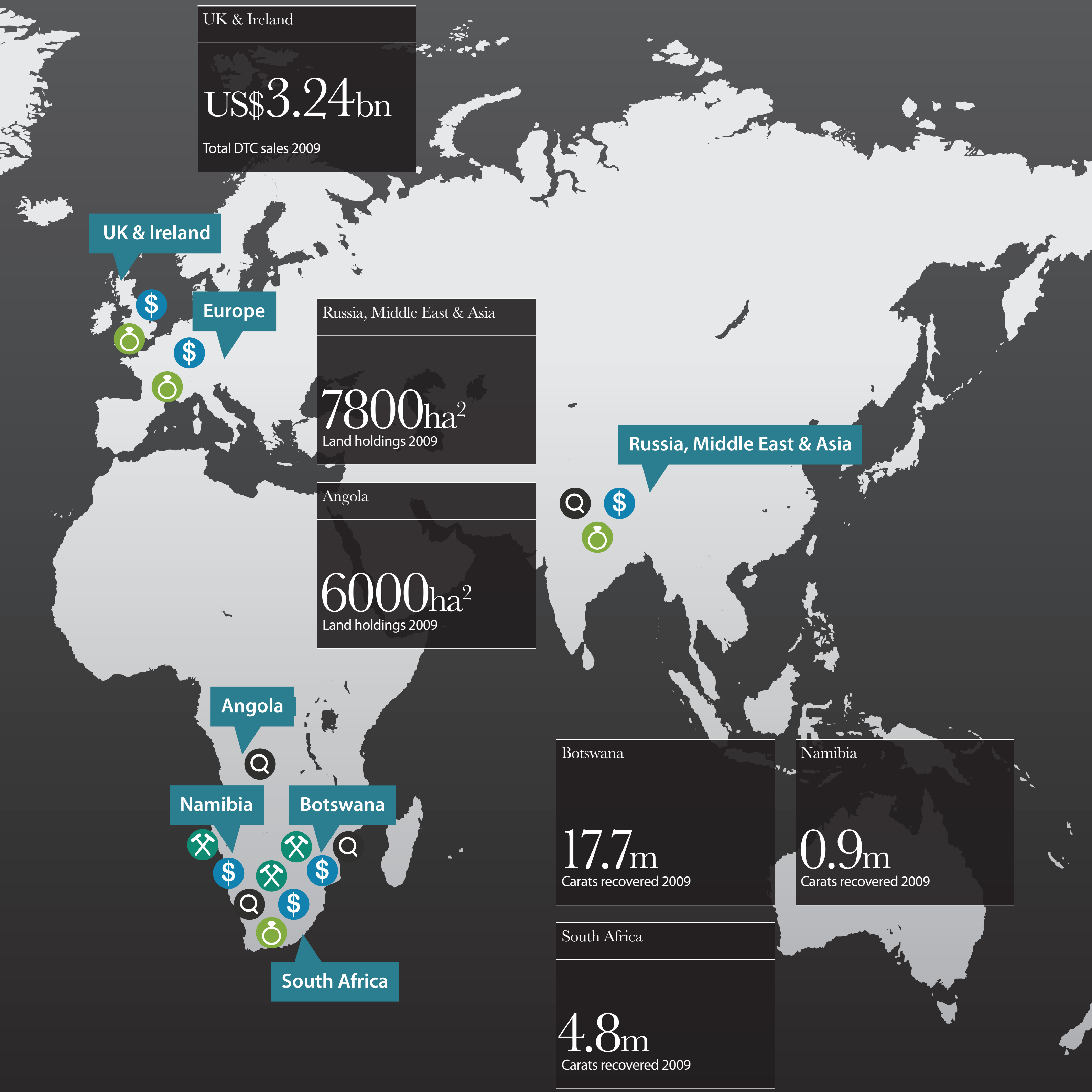
De Beers was established in 1888 and is the world's leading diamond company with unrivalled expertise in the exploration, mining and marketing of diamonds.

Canada	USA
1.1m Carats recovered 2009	11 De Beers Diamond Jewellers stores in the US in locations including 5th Avenue in New York and Rodeo Drive in Beverly Hills

Key

Exploration Mining Rough diamond sales Diamond related businesses

This map is an approximate guide to the location of De Beers exploration, mining, rough diamond sales and diamond related businesses.


UK & Ireland
US$3.24bn
Total DTC sales 2009
UK & Ireland
Europe
Russia, Middle East & Asia
7800ha2
Land holdings 2009
Angola
6000ha2
Land holdings 2009
Russia, Middle East & Asia
Angola
Namibia
Botswana
South Africa
Botswana
17.7m
Carats recovered 2009
Namibia
0.9m
Carats recovered 2009
South Africa
4.8m
Carats recovered 2009

Introduction from the Chairman

Nicky Oppenheimer
Chairman, De Beers

> "The cornerstone of our downturn strategy in 2009 was to ensure that our production levels were properly aligned to reduced Sightholder demand for our rough diamonds. This enabled us to manage our cash position more effectively until demand for rough diamonds increased."

2009 was a testing year for De Beers. It was shaped externally by the economic fallout that followed the near collapse of the global financial system in the fourth quarter of 2008 and, internally, by the proactive measures we took across the Family of Companies to ensure that not only were we fit for purpose, but also fit for circumstances.

De Beers' total sales in 2009 of US$3.84 billion were well below the 2008 figures of US$6.89 billion. Likewise EBITDA of US$654 million was well below the 2008 figure of US$1.22 billion. Such a dramatic drop in revenues would in any other year be a cause for alarm. In 2009, however, it serves as a testament to the adaptability of our business, the resilience of our partnerships and the resourcefulness and diligence of our employees at a time of great insecurity.

Diamond producers were hit particularly hard by the economic crisis. The sudden drop in consumer demand in the fourth quarter of 2008 in established markets fed back into an already highly leveraged cutting and polishing pipeline burdened by significant inventories and a drying up of liquidity. This, in turn, induced a precipitate drop in demand for rough diamonds towards the end of 2008 that continued through the first quarter of 2009.

As the crisis broke we realised that bold and prompt action was required to ensure the continued health of the business. An action plan initiated in the fourth quarter of 2008, focussed on ensuring that our production levels were properly aligned to diminished client demand; protecting diamond equity; managing our debt; conserving cash and reducing operating costs. As a result, by January 2009, our plans to ensure De Beers' ability to withstand a potentially sustained downturn were already well underway. Critically, we implemented these plans without diminishing our focus on achieving a zero harm environment and it is with some pride that we can report zero fatalities in 2009 throughout the Group.

Our ability to weather the difficult economic conditions over the past year was greatly facilitated by the action taken by our government joint venture partners. While a difficult decision at the time, our partners' support of our plans to implement a series of production holidays proved farsighted and effective, not only for the Group, but also our clients, and enabled our mines to gradually ramp up production in the second half of the year as client demand increased.

Production and operations

The cornerstone of our downturn strategy in 2009 was to ensure that our production levels were properly aligned to reduced Sightholder demand for our rough diamonds. This enabled us to manage our cash position more effectively until demand for rough diamonds increased. To reduce De Beers' overall operating costs a number of business units restructured some of their core functions. An inevitable and painful consequence of this process was an overall reduction in our total workforce by 23% by the end of 2009. While this action was the right thing to do to ensure the sustainability of our business and the value it generates for its many stakeholders it is never easy to say farewell to so many friends and colleagues. They will be greatly missed.

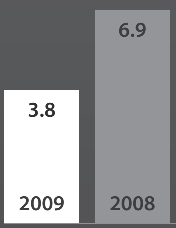
New normal

The recent economic crisis has been something of a watershed in the way many companies do business. It has given cause to re-evaluate some of the key assumptions that businesses have operated under in recent years; in particular with respect to risk appetite and debt financing. While it is still premature to take a view on what the "new normal" looks like, the external business environment has changed sufficiently to say that, when we return to "business as usual", it will not be the same usual that preceded the economic crisis. In De Beers' case this external environmental change also prompted an equally significant sequence of internal changes. To this extent, by the end of 2009 De Beers was not only operating in a different environment, it was also a substantially changed company.

The adage "never waste a good crisis" has been of more than passing relevance to De Beers over the past year. The restructuring prompted by the

Financial highlights

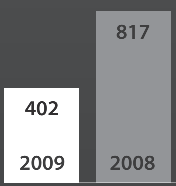
Total sales (US$bn)



$3.8bn

2008: $6.9bn

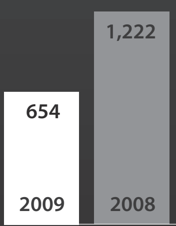
Operating costs (US$m)



$402m

2008: $817m

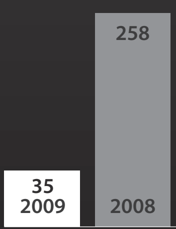
EBITDA (US$m)



$654m

2008: $1,222m

Free cash flow (US$m)



$35m

2008: $258m

economic crisis has provided us with the opportunity to rethink how key elements of our business are organised and to hard-wire some of the many efficiencies we made over the course of 2009 into the very DNA of our operating culture.

The economic crisis has also reminded us of those elements of our business model that have contributed most to our historical success. These will be the pillars around which our future plans will crystallise. Most important among these are our strong partnerships based on an effective and balanced synergy of purpose, in particular with producer governments and our local communities, our clear commitment to sustainability and our conviction that as a business we must live up to the qualities of the product we sell.

Outlook

As much as I believe that the worst of the economic turmoil precipitated by the financial crisis is behind us, prudence dictates that we temper our optimism for the immediate future with the caution born of hard experience.

At the same time, we the shareholders are united in our confidence in the long term positive fundamentals of De Beers. We signified this belief by providing US$500 million of shareholder loans in the first half of 2009. This improved the Group's financing structure even though management chose not to draw fully upon this facility during the course of the year. An additional commitment by each of us to follow our rights in a US$1 billion rights issue is further positive news for De Beers. It will help ensure that the company is well positioned to capitalise on any future recovery.

Nicky Oppenheimer
Chairman
De Beers

2009 review

Our focus in 2009 has been on running a sustainable business, at a lower level of sales, by taking bold action to ensure our operations and activities continue to reflect and respond to the needs of our clients. To do this we focused on three key areas – lowering production levels in line with client demand, cost savings and operating efficiencies, and stimulation of consumer demand.

91%

Reduction in carats produced Q1 2009 vs Q1 2008

US$0.9bn

Cost reductions 2009

Operating environment

In line with others in the luxury sector, the diamond industry was severely impacted in 2009 by the global recession. The impact of high stock levels throughout the diamond pipeline, constricted liquidity in the cutting centres, and lower consumer demand led to lower demand for rough diamonds from DTC Sightholders. The industry was affected most acutely in the first quarter and, as the year progressed, sentiment improved which allowed the DTC to increase its prices and sales volumes throughout the second half of the year.

At the retail level, the 2009 holiday period took place amidst continued economic weakness, with American consumers continuing to spend less than previous years. The luxury goods and high-end jewellery sector appeared to perform slightly above expectations, outperforming other categories. In the emerging markets of India and China, demand for diamond jewellery remained positive in the face of a weaker economic climate.

Our response to the downturn

In 2009, and in response to the global recession, De Beers focused on three key areas to ensure we continue to run a sustainable business – lowering production levels in line with client demand, cost savings and operating efficiencies, and stimulation of consumer demand.

Key 2009 projects

At the end of 2009, Debswana announced a major expansion project at Jwaneng, the world's flagship diamond mine in Botswana. This project, also known as Cut-8, will ensure profitable and continuous production at Jwaneng until at least 2025. Debswana will invest $500 million in capital expenditure, while the estimated project investment is likely to total $3 billion over the next 15 years. At its peak, the project will create more than 1,000 jobs and will create access to a further 95 million carats, which could be worth in excess of $15 billion over the life of the mine.

Conveyor and crusher in Snap Lake process plant

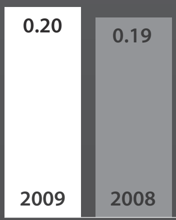
Namaqualand

Elizabeth Bay

Key performance indicators

Full year

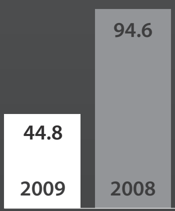
LTIFR*



0.20

2008: 0.19

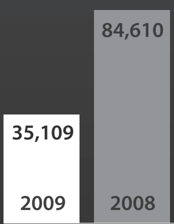
Exploration expenditure (US$m)



$44.8m

2008: $94.6m

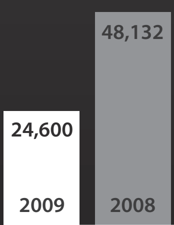
Tonnes treated (000s)



35,109

2008: 84,610

Carats produced (000s)



24,600

2008: 48,132

* long-term injury frequency rate

Outlook

De Beers will continue to take a cautious approach to production, sales and cost management in 2010, whilst anticipating a steady recovery of the industry.

As the world recovers from recession, the global market for polished diamonds has stabilised, and is recovering from the effects of the economic crisis. De Beers is encouraged by initial stronger levels of demand than it witnessed at the same stage in 2009, and history has shown that demand generally rebounds strongly in post-recessionary periods as manufacturers and retailers look to re-build their inventories. De Beers remains cautious as global consumer demand for luxury goods has not yet fully recovered to pre-crisis levels, and will therefore continue to take a prudent approach to production in 2010. Whilst production is planned to increase over 2009 levels, it is not expected to return to historic highs for the foreseeable future. De Beers will continue to focus on cost and capital management, further increasing efficiencies and reducing costs where possible.

China and India are the two priority growth markets for diamonds and are expected to collectively account for one third of global demand by the middle of the decade. De Beers launched the Forevermark™ programme, a proprietary diamond brand, in both the Chinese and Indian markets to support our Sightholder partners in driving demand for diamonds. In the US, consumers were particularly hard hit by the economic downturn. However, our Q4 'Everlon' marketing initiative was received well and trends indicate the downturn has bottomed out with growth over the Christmas season providing encouragement for the world's largest diamond consumer market.

Our response to the downturn

1. Producing in line with client demand

49% reduction in carats recovered in 2009

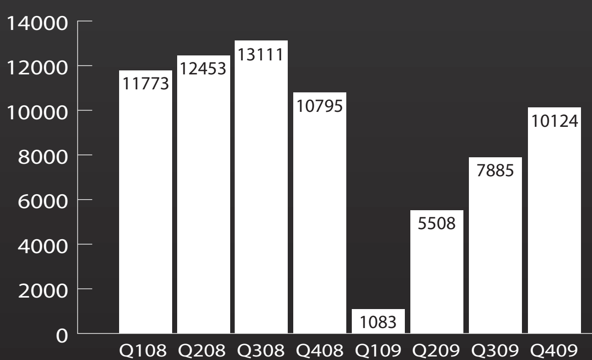
At the beginning of 2009, and in response to reduced demand from DTC Sightholders, De Beers reduced its production across its portfolio of mines. Through production holidays and extended essential maintenance shifts, output was significantly reduced in the first quarter resulting in a 91% reduction in carats produced compared to 2008. As Sightholder demand increased gradually in the second quarter, which continued throughout 2009, De Beers increased production to 18 million carats in the second half of the year (H2 2008: 24 million carats), an increase of 173% compared with the first half, and a reduction of 49% year on year.

2. Driving cost reduction and creating operating efficiencies

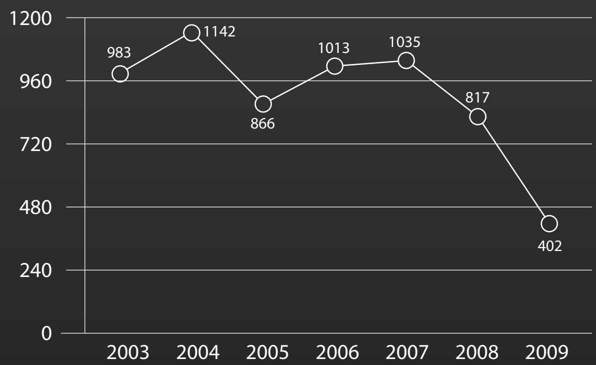
US$0.9bn in savings in 2009

De Beers tackled costs aggressively in 2009, achieving a US$0.9 billion reduction in production and operating costs. Going forward, reduced expenditure will position the Group to withstand the economic downturn and, post recession, emerge cash generative creating the conditions necessary for recovery. In addition to this, we identified efficiencies which have enabled a reduction in the global workforce of 23%. These efficiencies have been achieved through a de-layering of the organisation, and a reduction in the activities of the corporate centres. It is anticipated that the majority of the efficiencies will be permanent, even as the industry trends upward.

Production volumes 2008-2009 (carats 000s)



Annual operating costs 2003–2009 (US$m)



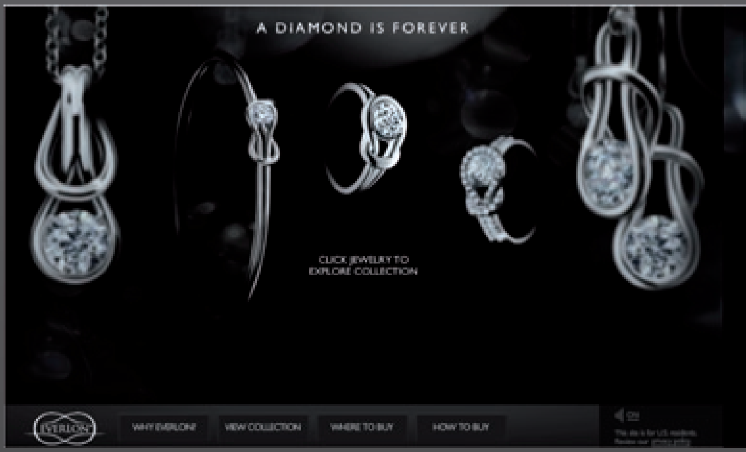
3. Maximising demand for diamonds

Everlon Jewellery range launched in the US in over 4700 stores

In 2009, De Beers developed its latest 'Big Idea' concept, creating a new jewellery range, the 'Everlon Diamond Knot Collection', along with an integrated marketing campaign. For the first time, a set of participating DTC Sightholders and leading retailers are cooperatively funding the programme. Participating retailers have access to De Beers inspired brand concepts and materials which are IP protected, as well as use of, and linkage with, the famed and award-winning 'a diamond is forever' slogan. The model consists of an alluring collection of new diamond jewellery designs, supported by compelling messaging with the aim of attracting consumers' attention and drawing them into participating stores. The 'Everlon Diamond Knot' itself, inspired by the 'Hercules Knot', symbolises the impenetrable strength of love which joins two individuals.

Since 2001, 70% of the incremental growth in the US retail diamond jewellery market has come from launching previous 'Big Ideas', such as 'Trilogy' and 'Journey'.

As consumer desire for diamonds remains strong, De Beers is investing in initiatives to help turn this sentiment into sales. In the Far East, De Beers' proprietary diamond brand 'Forevermark' has continued to expand in China, Hong Kong, Japan and Macau, with the result that the brand is now available in 245 stores across Asia.



Performance review

Gareth Penny
Managing Director, De Beers

> Few businesses or products were immune from the global recession, but 2009 served as a compelling reminder of the enduring value of diamonds. As consumers recalibrated their attitudes about discretionary purchases, they focused on fewer, but better things.

The 6 Point Recession Action Plan focused on:

1. Keep safety as top priority
2. Maximise demand opportunities
3. Produce in line with client demand
4. Drive cost reductions across the business
5. Enhance operating efficiencies
6. Focus on cash management

2009 can be best summed up with one word – extraordinary. It was a year of extraordinary challenges that necessitated extraordinary action, but in the end reminded us of the unique power of the extraordinary product we mine, market and sell.

Extraordinary times – market conditions

In line with most products in the luxury goods sector, the diamond industry was severely affected by the global recession. Reduced consumer demand, constricted liquidity and high levels of inventory in the pipeline combined to produce particularly challenging economic conditions for rough diamonds.

However, trading conditions, which were most acutely affected in the first quarter, began to moderate and improve in the second half. Consumer demand for diamond jewellery improved in the fourth quarter, with a slightly better than expected Christmas in the US and growing demand in India and China. At the same time, inventory levels that had built-up throughout the diamond pipeline began to contract as a result of greater pull-through at all levels.

Extraordinary action – operating review

2009 was a year of unprecedented challenges: the men and women of De Beers met them head-on with energy and resolve. As the magnitude of the economic crisis became apparent toward the end of 2008, De Beers instituted a pro-active 6 Point Recession Action Plan to address our commercial vulnerabilities and ensure the company was positioned for growth once recession gave way to recovery. These actions helped De Beers' clients to reduce inventory and debt levels.

In spite of exceptionally difficult trading conditions, which saw De Beers' sales decline from US$6.89 billion in 2008 to US$3.84 billion in 2009, De Beers exceeded its primary sales and cost targets, and remained cash positive for the year.

The 6 Point Recession Action Plan focused on:

1. Keep safety as top priority – De Beers' safety performance showed marked improvement in 2009, and the company is proud to report no fatalities on its operations. Lost Time Injuries (LTI) decreased to 40 in 2009 from 66 in 2008.

2. Maximise demand opportunities – due to the highly volatile levels of rough diamond demand, the Diamond Trading Company (DTC) employed a flexible approach to its sales. The diamond industry was affected most acutely in the first quarter, with both slow-moving inventories and, to a lesser degree, lower achievable values impacted. However, as the year progressed client demand improved, which allowed the company to increase its rough prices and sales volumes throughout the second half of the year. DTC sales for the year totalled US$3.23 billion, significantly below last year (2008: US$5.93 billion) but above our half year expectations. Forevermark™ continued to expand in China, Hong Kong, Japan and Macau and the brand is now available in 245 stores across Asia. The Everlon Diamond Knot Collection™, which is a De Beers-devised co-operative marketing campaign with DTC Sightholders and leading retailers, has made a strong contribution to improving Christmas diamond sales in the US.

3. Produce in line with client demand – at the beginning of 2009, and in response to, and in line with, reduced demand from DTC Sightholders, De Beers dramatically reduced production across its portfolio of mines, resulting in a significant reduction in carats produced compared to 2008. Sightholder demand increased gradually, beginning in the second quarter, and De Beers responded by increasing its production to 18 million carats in the second half of the year (2008: 24 million carats), an increase of 173 percent compared with the first half, resulting in a full year total of 24.6 million carats (49 percent below 2008).

4. Drive cost reductions across the business – across the Group, De Beers pro-actively tackled costs, achieving a US$0.9 billion reduction in production and operating costs, down 44% compared to 2008.

5. Enhance operating efficiencies – through a process of de-layering and de-centralisation of the business, De Beers recorded a 23% reduction of its global workforce.

6. Focus on cash management – De Beers' focus on cash management and capital expenditure – which was reduced by US$222 million compared with 2008 – enabled the company to remain cash positive in 2009, despite the exceptionally challenging trading conditions.

Given the effects of a weak US Dollar and the impact of the global recession on De Beers' pricing and production levels, De Beers has been required to make a non-cash impairment provision of US$700 million against its Canadian operations.

The crisis provided De Beers with an opportunity to improve its balance sheet and to ensure it was well positioned as the industry emerged from the downturn. De Beers commenced discussions with its international banking syndicate to renew its outstanding US$3 billion facility, of which US$1.5 billion becomes due in March 2010. International and South African financing term sheets were finalised in December, together with an agreement by the shareholders to invest US$1 billion in new equity by way of a rights offer, which will enable a reduction in overall debt levels. The detailed documentation of the new financing structure is expected to be in place before the end of March 2010.

Mining Area No.1 on the Namibian Coast

Extraordinary product – outlook

Few businesses or products were immune from the global recession, but 2009 served as a compelling reminder of the enduring value of diamonds. As consumers recalibrated their attitudes about discretionary purchases, they focused on fewer, but better things. Consumers want something that lasts, that carries an emotional resonance and delivers real value for money. The improved Christmas season, and continued strong growth in emerging markets, is evidence that diamonds continue to play an important role in people's lives.

The short-term is uncertain, and De Beers will be focused on incorporating the 6 Point Recession Action Plan into its normal way of working, with a strong focus on cost management at all levels of the business.

History shows that diamond demand and values recover strongly in most post-recessionary periods. In addition, the long-term supply / demand dynamics indicate that future demand growth for diamond jewellery in emerging markets is expected to significantly outpace what is forecast to be lower levels of diamond supply for many years to come, providing a strong foundation for future profitability.

Gareth Penny
Managing Director
De Beers

Exploration review

Charles Skinner
Head of Group Exploration

Fact file
– Active in 5 countries
– 45 kimberlites discovered in 2009

Performance indicators

	09	08	+/–
LTIFR*	0.89	0.49	0.4
LTISR**	8.16	1.86	6.3
Exploration expenditure ($m)	44.8	94.6	-50.6%

* Lost time injury frequency rate
** Lost time injury severity rate

Diamond exploration in Angola

Introduction

In 2009, De Beers Exploration spent US$44.8 million (2008: US$94.6 million) on work programmes in Angola, India, Botswana, South Africa and Canada supported by technical and laboratory services from South Africa. Despite the significant reduction in budget, Exploration maintained a high discovery rate adding 45 kimberlites, up from the 37 discoveries in 2008.

In the past three years, Exploration has focused its activities on defined target areas in the world's most prospective countries. In 2009 the division took three kimberlites in Angola into the advanced work programme and continued to develop the critical in-house skills and capabilities required in the fields of drilling, DMS plant treatment and diamond recovery. These developments have ensured the rapid delivery of results and the advancement of projects from the early stage into deposit assessment.

Angola

Exploration activities in Angola are focused on two concessions of 3,000km^2 each: the Lunda NE concession, located in the Lunda North province, near the town of Lucapa, and the Dando Kwanza concession in the province of Bié in the highlands of Central Angola, east of the town of Andulo.

In the Lunda NE concession De Beers has discovered 108 kimberlites. The economic assessment of these discoveries has rapidly progressed with 60 sampled for microdiamonds and 33 bulk-sampled at depth through large-diameter drilling.

Results from the Lunda NE project are steadily being integrated with geological models and revenue information with a view to selecting priority pipes and clusters for more detailed drill bulk sampling. Three immediately adjacent pipes have been selected for priority work in an area where the average overburden is less than 40 metres. It is expected that additional pipes will be added to the evaluation portfolio as further results become available.

Whilst at an early development stage, the programme at Dando Kwanza has advanced rapidly. Exploration activities are now focused on an isolated cluster of some 42 kimberlites in the catchment area of the diamond-bearing Lubia River. In 2009, an on-site diamond recovery plant was commissioned and one kimberlite was bulk-sampled.

Canada

In 2009, Exploration activity focused on evaluating satellite kimberlite pipes around the Victor mine and, in addition, finding pipes in the Attawapiskat area. Two kimberlites were discovered in 2009 and evaluation work continued on the prioritised kimberlites in the Victor cluster. The objective of the work is to define further resources that could potentially contribute to the existing reserves of the Victor mine.

Botswana and South Africa

De Beers has a significant database of prospecting information collected over the past 50 years across South Africa and Botswana. This data was utilised in 2009 through technical reviews by our specialist teams. These reviews led to reconnaissance phase prospecting activities to target priority areas for the discovery of new kimberlites with particular focus on the areas surrounding the existing De Beers Consolidated Mines (DBCM) and Debswana mines.

India

In India, exploration activities focused on early stage reconnaissance and targeting work. Ground-holdings have been reduced by 50% in line with the strategy to focus on the most prospective high- priority target areas.

Other countries

Although the Democratic Republic of Congo (DRC) and Russia remain highly prospective regions, offices were scaled down and closed, respectively, in 2009 as a consequence of resource limitations.

De Beers Exploration in 2009

Ground holdings

	(ha²) 09	(ha²) 08	+/–
1 Canada	700	2,100	-66%
2 Angola	6,000	9,000	-33%
3 Botswana	3,300	10,000	-66%
4 South Africa	1,000	700	+43%
5 India	9,300	19,700	-53%

Environment, Community, Occupational Health and Safety

The combined Group Exploration lost time injury frequency rate (LTIFR) for 2009 was 0.89, compared to the 2008 LTIFR of 0.49. This is due to 7 lost time injuries being reported in 2009 compared to 5 in 2008. Exploration in India achieved more than one million lost time injury (LTI) free hours having registered zero LTIs since 2004. In Canada De Beers Exploration achieved four years without a LTI. Safety remains Group Exploration's main priority and the teams are committed to becoming more proactive in order to achieve the goal of 'zero harm'. The diamond recovery laboratories in South Africa achieved OHSAS18001 safety certification. The India operations, South Africa laboratories, technical support and field operations retained their ISO14001 environmental certification.

Outlook for 2010

De Beers remains committed to exploring for profitable diamond mines of the future to ensure the long-term sustainability of its business. Group Exploration has developed a long-term strategic business plan focused on the delivery of profitable new carat production from its highly prospective portfolio.

Debswana

2009 production statistics (000s)	Tonnes treated	Carats recovered
1 Damtshaa	60	54
2 Jwaneng	6,606	9,039
3 Letlhakane	2,362	1,066
4 Orapa	8,817	7,575

50/50 joint venture with the Government of the Republic of Botswana

Established 1968

Blackie Marole
Managing Director, Debswana

	Production start
Mining (open pit)	
1 Damtshaa	2002
2 Jwaneng	1982
3 Letlhakane	1975
4 Orapa	1971

Performance indicators

	09	08	+/–
LTIFR*	0.09	0.22	-0.13
LTISR**	5.91	120.11	-114.2
Mining licence area (ha)***	48,787	37,714	+19%
Tonnes treated (000s)	17,845	41,012	-56%
Carats recovered (000s)	17,734	32,276	-46%

* Lost time injury frequency rate
** Lost time injury severity rate
*** Hectares

DEBSWANA

Operating highlights

Debswana's performance during 2009 was severely impacted by the global economic downturn. In response to falling consumer demand, the company imposed a production holiday across all its mining operations from the end of December 2008 to midway through April 2009. Damtshaa mine remained closed for the duration of the year.

Debswana produced 17.7 million carats from 17.8 million tonnes treated in 2009. These figures contrast with 2008 production levels of 32.3 million carats from 35 million tonnes treated.

Challenging market conditions in the first half of 2009 impacted directly on the company's profitability and revenues. The success of cost-cutting measures, in tandem with enhanced rough sales and improving market stability in the third and fourth quarters of 2009, partially mitigated the impact of a difficult first half of 2009.

Notwithstanding the incremental market improvement towards the end of the year, management continues to run the company with a keen focus on cash preservation, cost containment and an emphasis on flexibility in readiness for an upturn.

Continuity of power supply remains a key focus area in 2010 with Botswana's largest external supplier of power, Eskom, expected to reduce supply by 100Mw (29%) with effect from the beginning of the year. A number of initiatives are under way both at government and company level to address the issue; these include an increase in capacity at Botswana Power Corporation's power station and the expansion of Morupule coal mine, wholly owned by Debswana, to meet the anticipated increase in coal demand.

ECOHS overview

Debswana's safety performance for 2009 showed considerable improvement on the preceding year. There was a total of six lost time injuries with no fatalities incurred. Debswana's combined LTIFR was 0.09, compared to 0.22 in 2008, on an annual target of 0.12.

Jwaneng, Orapa and Letlhakane mines remain certified to the ISO 14001 environmental management standard and the OHSAS 18001 safety and occupational hygiene standard.

The HIV/AIDS Impact Management programme continued to grow steadily despite the many business challenges experienced in 2009.

Outlook for 2010

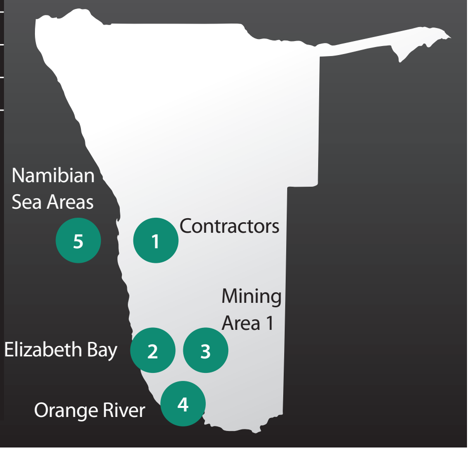
While signs of global economic recovery are encouraging, a significant level of uncertainty exists in respect of future sales volumes, selling prices and exchange rates. For this reason, safety, cost containment, cash preservation and upturn readiness will remain core to Debswana's response to the downturn.

Find out more
www.debeersgroup.com
www.gov.bw
www.debswana.com
www.iso.org
www.ohsas.org

Namdeb

2009 production statistics (000s)	Tonnes treated	Carats recovered
1 Contractors	N/A	15
2 Elizabeth Bay	574	143
3 Mining Area 1	1,722	151
4 Orange River	1,181	20
5 Namibian Sea Areas	N/A	600

50/50 joint venture with the Government of the Republic of Namibia
Established 1994



Inge Zaamwani-Kamwi
Managing Director, Namdeb

NAMDEB
On Diamonds We Build

	Production start
Mining (open pit)	
1 Contractors	—
2 Elizabeth Bay	1990
3 Mining Area 1	1936
4 Orange River	1989
4 Namibian Sea Areas	1990

Performance indicators

	09	08	+/–
LTIFR*	0.27	0.20	0.07
LTISR**	6.62	5.59	1.03
Mining licence area (ha)***	15,790	795,184	-98%
Tonnes treated (000s)	3,477	16,922	-79.5%
Carats recovered (000s)	929	2,122	-57.1

* Lost time injury frequency rate
** Lost time injury severity rate
*** Hectares

Operating highlights

While the economic downturn of 2009 presented Namdeb with numerous challenges, a swift and multi-faceted reaction by management positioned the company effectively to weather market turbulence.

Namdeb's response to the downturn was focused on reducing operating costs and reducing both land and sea production in alignment with reduced rough diamond demand from DTC Sightholders.

Through the implementation of production holidays on both land and sea operations, for four months and two months respectively, Namdeb significantly reduced overall operating costs by an estimated N$1.5 billion (compared with 2008 figures). As global demand for rough diamonds rose gradually in the second half of 2009, a planned additional three-month production holiday at marine operations was cancelled.

Production was limited by the realignment of employee shift patterns in most of the traditional land-based operations and, secondly, by scaling down marine mining. Namdeb relinquished the lease for the Ya Toivo mining vessel and also temporarily ceased operations on the Grand Banks which was due to return to port for a substantial capital upgrade.

In 2009, Namdeb produced 0.3 million carats (2008: 1.1 million carats) from land-based operations and 0.6 million carats (2008: 1.1 million carats) from sea-based operations.

ECOHS overview

Namdeb suffered 5 lost time injuries in 2009 compared with 8 in 2008. Owing to a reduction in the total number of shifts worked the company's LTIFR increased to 0.27 (2008: 0.20). There were no fatalities. By the end of the year Namdeb had recorded 7.5 million fatality free shifts. Vehicle accidents in 2009 were down 69% compared to 2008.

Namdeb continues to invest in the creation of a safe working environment for employees. Programmes such as the alcohol and drug abuse policy and fatigue management plan have proven highly successful. Namdeb will launch a new campaign in early 2010 with a view to sharpening further the company's focus on safety.

Namdeb remains ISO 14001 certified and was successfully audited against OHSAS during 2009.

Outlook for 2010

The strength of the Namibian dollar relative to the US dollar remains an ongoing challenge for the business as it enters 2010. While uncertainty remains as to the longevity of the recent rise in global rough diamond demand, improved sales and selling prices were encouraging at the close of 2009.

Namdeb will continue to increase focus on marine operations in 2010 as production yields from land- based operations fall over time. Notably the land-based production holiday in 2009 is believed to have increased the life of the mine's existing operations by three years.

Find out more
www.debeersgroup.com
www.grnnet.gov.na
www.namdeb.com
www.ohsas.org
www.iso.org

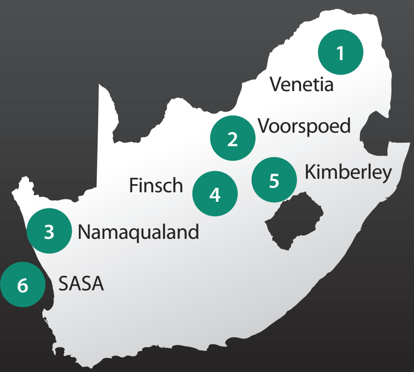
De Beers Consolidated Mines

2009 production statistics (000s)

	Tonnes treated	Carats recovered
1 Venetia	2,836	2,204
2 Voorspoed	2,402	532
3 Namaqualand	138	71
4 Finsch	3,249	1,426
5 Kimberley	2,696	397
6 South African Sea Areas (SASA)	N/A	167

74/26 joint venture with Ponahalo Holdings

Established 1888



	Production start
Mining (open pit)	
1 Venetia	1992
2 Voorspoed	2008
3 Namaqualand	1928
Mining (underground)	
4 Finsch	1961
Mining (tailings resource treatment)	
5 Kimberley	1890
Mining (marine)	
6 SASA	2007

Performance indicators

	09	08	+/–
LTIFR*	0.25	0.16	0.09
LTISR**	5.15	129.46	-124.31
Mining licence area (ha)***	986,560	986,560	0%
Tonnes treated (000s)	11,321	21,832	-48%
Carats recovered (000s)	4,797	11,960	-60%

* Lost time injury frequency rate
** Lost time injury severity rate
*** Hectares

David Noko
Managing Director, DBCM

Operating highlights

In 2009, De Beers Consolidated Mines Ltd (DBCM) recovered 4.8 million carats from 11.3 million tonnes treated. The fall in production from 2008 levels, when 12.0 million carats were extracted from 21.8 million tonnes, was instigated as a direct response to a significant drop in DTC Sightholder demand for rough diamonds. Despite challenges faced in 2009, DBCM exceeded its target for carats recovered and tonnes treated by 5%.

With the onset of the global recession, and consequent need to reduce production and operating costs, DBCM implemented a structural review of the business. The review also sought to ensure absolute readiness for an eventual upturn in the market.

DBCM capitalised on its revised production schedule by reallocating underutilised resources to important projects such as eliminating a backlog in waste stripping at Venetia Mine. By late 2009, the waste backlog was reduced by 15.9 million tonnes (35% ahead of target) allowing the stripping completion date to be brought forward to early 2010. At the close of the year, Venetia mine had made a significant contribution of 2.2 million carats towards DBCM's total production.

In September 2009, Voorspoed Mine recovered a record monthly production of 94,000 carats. Total production for the year ended at 532,000 carats, up from 128,000 in 2008.

In 2009, we saw the successful conversion of all DBCM's old-order mining rights into new mining rights. In addition, heavy minerals prospecting rights were executed off the West Coast of South Africa.

Wage negotiations between DBCM management and the National Union of Mineworkers were successfully completed in the second half of the year.

ECOHS overview

The combined LTIFR for DBCM was 0.25 in 2009, compared to an LTIFR of 0.16 in 2008. DBCM suffered no fatalities in 2009. Notably, the Namaqualand mine completed the year without incurring a single lost time injury.

All DBCM mines are ISO 14001 and OHSAS 18001 certified.

Through the Disability Employment Equity Programme, Voorspoed Mine, together with the Ponahalo De Beers Disabled Persons' Trust, successfully integrated the first group of employees with disabilities into the mine.

Outlook for 2010

In 2010, DBCM will invest significant effort in rolling out its Continuous Business Improvement programme aimed at enabling efficiencies in all aspects of the business. The achievement of 'Zero Harm' and cash conservation at all operations is central to this strategy.

Find out more
www.debeersgroup.com
www.ohsas.org
www.iso.org

De Beers Canada

2009 production statistics (000s)	Tonnes treated	Carats recovered
1 Snap Lake	354	444
2 Victor	2,112	696

100% owned
Established 1998

Jim Gowans
President & CEO, De Beers Canada

	Production start
Mining (underground)	
1 Snap Lake	2007
Mining (open pit)	
5 Victor	2008

Performance indicators

	09	08	+/–
LTIFR*	0.18	0.25	0.07
LTISR**	18	8.95	9.05
Mining licence area (ha)***	7,236	7,236	0
Tonnes treated (000s)	2,466	2,690	-7%
Carats recovered (000s)	1,140	1,640	-31%

* Lost time injury frequency rate
** Lost time injury severity rate
*** Hectares

Introduction

In 2009, De Beers Canada produced a total of 1.1 million carats from 2.5 million tonnes treated. Snap Lake recovered 443,543 carats at a recovered grade of 125 carats per hundred tonnes (CPHT). Victor mine recovered 696,484 carats at a grade of 33 CPHT.

The impact of the global economic downturn necessitated an organisational restructuring exercise at Snap Lake in which staff numbers, production levels and contractor usage was realigned with reduced rough diamond demand levels.

Snap Lake completed a six-week summer shutdown. However, following a rise in consumer demand for diamonds, the planned four-week winter shutdown scheduled for the Christmas period was cancelled.

In December 2009 a two-year ramp-up programme at Snap Lake was announced, with a view to the mine reaching a full annual production of 1.6 million carats by 2012. The project will create an additional 175 jobs by the end of 2010.

The first commercial production run from Victor mine made history in Ontario when diamonds were ceremonially installed into the Legislative Mace.

Owing to reduced client demand however, Victor mine completed a six-week production slowdown over the course of 2009 during which critical repair work was completed on the process plant with additional waste stripping conducted at the pit.

The Gahcho Kué Camp is currently on care and maintenance. Joint venture partners Mountain Province executed an amended and restated joint venture agreement, effective July 3, 2009. The new agreement provides for the full reimbursement of joint venture expenses in the ratio of 51% De Beers Canada to 49% Mountain Province. Project expenditures prior to 2009 were agreed at CAN$120 million, reduced from CAN$184 million, of which Mountain Province's share is 49%. The revised agreement also included the requirement that a Feasibility Study be undertaken. The Feasibility Study is being undertaken by JDS Energy and Mining and is expected to take one year to complete. Mountain Province is solely responsible for funding (CAN$10 million) on behalf of the joint venture.

Exploration continues to focus around the Victor mine with a view to extending the current life of the mine. Focus in 2009 was on the Delta pipe, one of 16 pipes in the Victor cluster, approximately 20km east of the Victor mine.

ECOHS overview

The combined LTIFR for De Beers Canada was 0.18 in 2009, compared to an LTIFR of 0.25 in 2008. Notably Snap Lake achieved 2,451,778 hours worked without an lost time injury (LTI) and Exploration celebrated 4 years without an LTI. De Beers Canada suffered no fatalities in 2009.

Impact Benefit Agreements were signed with the Kashechewan First Nation and Fort Albany First Nation for the Victor mine.

Outlook for 2010

In 2009 De Beers Canada took significant and successful strides to limit the impact of the global economic downturn. To do so required heightened levels of staff ingenuity and deeper relations with our First Nation, government and stakeholder partners.

Looking ahead, the company will redouble exploration efforts on known diamond-bearing kimberlites at the Victor mine and, in the mid-term, is likely to investigate opportunities to expand Snap Lake resources and reserves at depth.

Find out more
www.debeersgroup.com
www.debeerscanada.com
www.ohsas.org
www.iso.org

Diamond Trading Company

Varda Shine
Managing Director, DTC

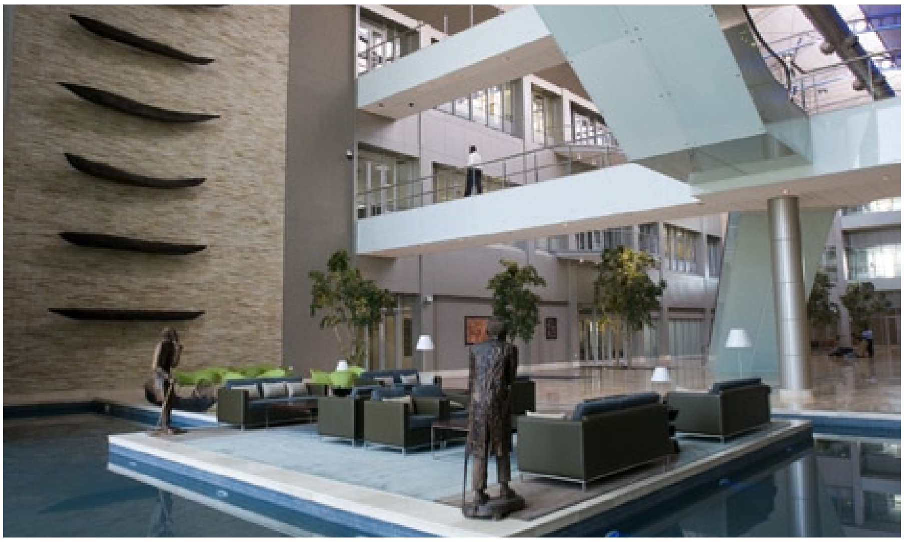
$3.24bn

2009 sales (2008: $5.93bn)

Operating highlights

In 2009 the Diamond Trading Company (DTC) focused on the employment of a flexible business approach in response to volatile levels of demand for rough diamonds during the year. This agility enabled the DTC to continue making sales, albeit at a reduced level, throughout the economic downturn and to increase levels of supply steadily as demand for rough diamonds began to recover. The DTC closed the year with sales of US$3.24bn versus US$5.93bn in 2008.

DTC Botswana (DTCB), Namibia DTC (NDTC) and DTC South Africa (DTC SA) were all impacted by the economic downturn. In response they focused on operating as flexibly as possible, maintaining key relationships with clients and driving efficiencies throughout the DTC network. As a result, the impact of the downturn on cutting and polishing activities in these southern African countries was contained. By the end of 2009 all southern African Sightholder (client) factories were operational and overall employment numbers in the local cutting and polishing sector were back on the rise and approaching pre-downturn levels.



DTC Botswana, Gaborone

Two key beneficiation agreements were signed during the year. The first of these was for Shrenuj Botswana to become a DTCB Sightholder as the downturn threatened the viability of an existing cutting and polishing factory in Gaborone. The signing of this agreement enabled the factory to continue to manufacture diamonds to benefit the citizens and the economy of Botswana.

Further to the DTC's agreement in Canada with the Government of Ontario to make 10% of the Victor mine production, by value, available for sale to local Sightholders, the DTC signed a supply contract in the province with Crossworks Manufacturing Limited. Crossworks Manufacturing made its first purchase of rough diamonds in July 2009, for cutting and polishing in its Sudbury factory.

Throughout the economic challenges of 2009, the DTC network maintained its commitment to high standards of ethics in the business, social and environmental spheres, ensuring that the De Beers Best Practice Principles continued to be applied across all DTC operations and those of DTC Sightholders.

In the fourth quarter of 2009, the DTC partnered with several Sightholder companies which, in turn, worked with their retail partners in the US, to launch a marketing campaign focused on increasing consumer demand for diamond jewellery over the holiday purchasing season. The campaign, the 'Everlon Diamond Love Knot', centred on a theme of unbreakable bonds. Early feedback has been very encouraging with retailers reporting strong sales performance from the jewellery line.

Outlook

The focus for the DTC in 2010 will be on continuing to increase rough diamond sales in line with demand from Sightholders and identifying further efficiencies and cost savings in the business. The key challenge for 2010 is expected to relate to the uncertainty of global economic conditions and, in particular, the impact this will have on levels of industry liquidity and consumer demand for diamond jewellery in the key US market and, increasingly, the developing markets of India and China.

Diamdel

DIAMDEL™
A DE BEERS GROUP COMPANY

Neil Ventura
Managing Director, Diamdel

468

number of clients worldwide

Operating highlights

The Diamdel Group of companies forms the rough diamond subsidiary of De Beers focusing on sales to non-Sightholders. In 2009 Diamdel sales (including Hindustan Diamond Company) were at a substantially reduced level owing to the impact of the global recession on the diamond market. Demand in the non-Sightholder market deteriorated rapidly during the first half of the year and substantial downward pressure was exerted on rough diamond prices. In response, Diamdel focused on cash conservation and aligning rough purchases with reduced client demand. Diamdel also focused on ensuring enhanced affordability for customers by introducing measures such as reducing auction lot values.

During the second half of 2009, Diamdel witnessed a steady improvement in rough diamond demand and consequent sales.

Throughout 2009, Diamdel has continued to sell a full range of rough diamonds through direct sales and via its online auction channel. This approach has broadened the purchasing opportunities available to registered customers.

In 2009 Diamdel held 14 auctions incorporating the sale of 695 lots. A total of 83% of lots were sold at their first presentation. Auctions attracted bids from around the world with 88 different winners emerging. Participation built steadily over the course of the second half of the year to nearly double that experienced in the first half. Since its launch in January 2008 the online auction platform, an industry first, has attracted bids from 227 different companies of which 134 have been successful. Further development of our auction capability is planned for 2010.

Outlook for 2010

Whilst economic conditions remain challenging, the decisive action taken by Diamdel in response to the downturn in 2009 has positioned the company well to capitalise on what we anticipate will be an improving market in 2010.

Rough diamonds

De Beers Diamond Jewellers

Francois Delage
Chief Executive Officer,
De Beers Diamond Jewellers

40

stores worldwide

Operating highlights

De Beers Diamond Jewellers (DBDJ) is an independently managed retail joint venture with Moët Hennessy Louis Vuitton (LVMH). In 2009 DBDJ consolidated operations following a 50% increase in the size of its directly operated store network in 2008. No new stores were opened in 2009, although DBDJ assumed direct control of the Hong Kong operation from its former partner. The store network is now spread across the US (11), Europe (8), Middle East (4), East Asia (7) and Japan (10).

Like most luxury retailers, DBDJ experienced a difficult year of trading in 2009 as the challenging economic environment strongly impacted consumer spending on luxury goods, and the watch and jewellery segment in particular. Revenue declined 30% overall compared to 2008, with an 8% decline in retail business. On like-for-like retail sales there has been a decline of 24% in 2009, with sales in the US notably weak.

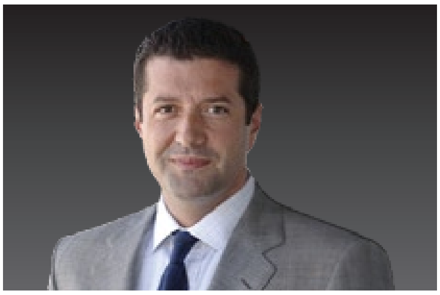
Sales of high-end jewellery above US$0.5m continued to see a significant freeze through the first part of the year, showing signs of improvement only from September onward. Bridal sales remained resilient throughout the period, increasing 30% on 2008. DBDJ launched a new collection "Enchanted Lotus" in the fourth quarter, with positive initial sales and response from the market. This collection extends the DBDJ entry price offer through a new range of classically inspired jewellery.

Outlook for 2010

The outlook for 2010 is expected to remain difficult. Actions to maximise cash and returns from our existing network and assets are an ongoing focus. Close attention to inventory and overall working capital levels will be continued during 2010. Following a full strategic review of operations, DBDJ will be restructured to position the business better for growth. Specific initiatives to define and build the DBDJ brand equity clearly are also planned.

Diamond Band from the De Beers Enchanted Lotus Collection

Element Six



Cyrus Jilla
Chief Executive Officer, Element Six

Operating highlights

Element Six (E6) is an industrial diamond supermaterials business, supplying diverse global markets such as oil and gas, mining, construction, automotive, aerospace, defence, electronics, semiconductor and general engineering.

E6 experienced a challenging trading environment throughout 2009 with total sales declining 34% on 2008.

The company's Oil and Gas Division faced a notable decline in sales as natural gas and crude oil prices fell, reducing drilling activity by more than 60% for part of the year. Following a change in leadership at the end of 2008 and a testing operating environment, 2009 was a year focused on restructuring, cash generation and strategic planning.

E6 responded swiftly to the global economic decline by cutting costs, including major plant restructuring, reducing capex by more than 80%, and tightly managing inventory and debtors to generate cash. This approach has driven a more competitive cost base, but also offers better business continuity to customers by ensuring crucial product lines can be manufactured across multiple sites. Restructuring is now complete and no further major changes are planned in 2010.

Following decisive action in response to the downturn, E6 Abrasives, the primary business in the Group, managed to generate a strong cash flow, reducing net debt by almost one third.

In 2009, E6 formulated a compelling new vision and five-year strategic plan. The approach restores focus on E6 as a diamond supermaterials supplier, reorients the business towards continuous product innovation and restates the importance of close customer partnership and service. This vision will support strong structural growth and deliver greater margins through diamond and diamond-like applications.

ECOHS overview

E6 improved its safety record significantly in 2009. The Group LTIFR at 0.11 is down from 0.44 in 2008 but is still considered unacceptably high. E6 is rolling out further group-wide safety programmes aimed at driving a zero-harm culture.

Outlook for 2010

In the second half of 2009, E6 saw demand slowly recover as customers exhausted their inventories and end-user activity increased.

Considerable uncertainty remains as we look to 2010. E6 aims to build on its vision and five-year strategic plan, making 2010 a year of consolidation, capability building and de-risking with a view towards greater long-term profitability and cash generation.

Financial statements

Consolidated income statement

For the year ended 31 December 2009 (abridged)	31 December 2009 US$m	31 December 2008 US$m
Total sales (Note 1)	3,840	6,888
Less: cost of sales	3,513	5,525
Gross profit	327	1,363
Less: operating costs (Note 2)	402	817
Operating (loss) profit	(75)	546
Add:		
Trade investment income	298	583
Foreign exchange (losses) gains	95	(306)
Profit before finance charges and taxation	318	823
Less: net finance charges (Note 3)	225	240
Profit before taxation	93	583
Less: taxation	125	304
(Loss) Profit after taxation	(32)	279
Less: interests of outside shareholder in subsidiaries	(1)	55
Own (loss) earnings	(31)	224
Add: share of retained (loss) income of joint ventures	(6)	70
Net (loss) earnings before once-off items	(37)	294
Once-off items (Note 4)	(706)	(204)
Net earnings	(743)	90
Underlying (loss) earnings (Note 5)	(220)	515
EBITDA	654	1,222

Consolidated balance sheet

31 December 2009 (abridged)	31 December 2009 US$m	31 December 2008 US$m
Share capital and reserves	1,943	2,408
Interests of outside shareholders	229	220
Total shareholders' equity	2,172	2,628
Shareholders' loans	759	248
Other net interest bearing debt*	3,200	3,552
Other non-current liabilities	709	665
	6,840	7,093
Fixed assets	2,795	3,100
Other non-current assets and investments	2,927	2,933
Net current assets	1,118	1,060
	6,840	7,093

*Other net interest bearing debt includes short-term borrowings and is net of cash.

Summary of cash flows

For the year ended 31 December 2009 (abridged)	31 December 2009 US$m	31 December 2008 US$m
Cash available from operating activities	226	700
Less: investing activities		
Fixed assets – stay-in-business	150	204
– expansion	31	199
Investments	10	39
	191	442
Free cash flow	35	258
Less:financing activities		
Ordinary dividends (including payments to outside shareholders)	105	358
Cash flow	(70)	(100)
Add (Deduct):		
Shareholder advances	553	264
Non cash movements	(131)	341
Decrease in net interest bearing debt	352	505

Financial statements continued

Notes

	31 December 2009 US$m	31 December 2008 US$m
1. Total sales of natural rough diamonds (including joint ventures)	3,233	5,930
2. Operating costs include:		
– Exploration, research and development	93	232
– Sorting and marketing	131	266
– Group technical services and corporate overheads	178	319
	402	817
3. Net finance charges include preference dividends amounting to	11	16
4. Once-off items comprise:		
Costs in respect of a class action settlement agreement	1	7
Costs in respect of restructuring of debt	25	
Impairment in respect of Canadian mining assets	696	
Impairment in respect of goodwill attributable to the Element Six and DBDJ business		176
Net costs in respect of restructuring	(16)	21
	706	204
5. Underlying (loss) earnings* is calculated as follows:		
Net earnings before once-off items	(37)	294
Adjusted for special items and remeasurements:		
Asset disposals (net)	6	1
Re-measurement gains on financial instruments	(189)	220
Underlying (loss) earnings	(220)	515

*Underlying (loss) earnings comprise net earnings attributable to shareholders adjusted for the effect of any once-off or special items and re-measurements, less any tax and minority interests. Special items include closure costs, exceptional legal provisions and profits and losses on the disposal of or impairments of assets. Special items which are considered to be significant relative to the results are categorised as being once-off. Re-measurements are recorded in underlying earnings in the same period as the underlying transaction against which these instruments provide an economic, but not formally designated, hedge.

Other information

	31 December 2009 US$m	31 December 2008 US$m
Exchange rates		
US$/ZAR average	8.25	7.75
US$/ZAR period end	7.43	9.28
US$/C$ average	1.15	1.08
US$/C$ period end	1.06	1.23
Ordinary dividends paid		
2008 – Interim		77
– Special interim		88
– Final		53

Production statistics

Actual	December 2009 Tonnes '000	December 2008 Tonnes '000
Total tonnes treated	35,109	84,610
South African Mines	11,321	21,832
Kimberley and Contractors	2,696	5,875
Finsch Mine	3,249	6,377
Namaqualand Mines and Contractors	138	1,509
Cullinan Diamond Mine	–	1,178
Venetia Mine	2,836	5,975
The Oaks Mine	-	149
Voorspoed	2,402	769
Namdeb	3,477	16,922
Land	3,477	16,922
Sea	–	–
Botswana	17,845	41,012
Orapa Mine	8,817	18,569
Letlhakane Mine	2,362	3,794
Damtshaa Mine	60	2,883
Jwaneng Mine	6,606	15,766
Williamson Diamonds Ltd	–	2,154
Canada Mines	2,466	2,690
Snap Lake	354	903
Victor	2,112	1,787

	31 December 2009 Carats '000	31 December 2008 Carats '000
Diamonds recovered	24,600	48,132
South African Mines	4,797	11,960
Kimberley and Contractors	397	913
Finsch Mine	1,426	2,317
Namaqualand Mines and Contractors	71	310
Cullinan Diamond Mine	–	540
Venetia Mine	2,204	7,500
The Oaks Mine	–	61
SASA	167	191
Voorspoed	532	128
Namdeb	929	2,122
Land	329	1,067
Sea	600	1,055
Botswana	17,734	32,276
Orapa Mine	7,575	16,869
Letlhakane Mine	1,066	1,200
Damtshaa Mine	54	533
Jwaneng Mine	9,039	13,674
Williamson Diamonds Ltd	–	134
Canada Mines	1,140	1,640
Snap Lake	444	926
Victor	696	714

Governance and risk

De Beers (the Company) was formally incorporated in Luxembourg in November 2000. It is the holding company of what is regarded as the De Beers Group.

De Beers Société Anonyme

The Company is managed and controlled from its head office in Luxembourg where the Board meets to attend to the business of the Group. Its commercial activities are carried out by a number of subsidiaries, investments and joint ventures which it finances in different parts of the world.

Together these subsidiaries and investments in joint ventures constitute the Family of Companies.

Taxes and royalties to governments are paid by each of the different subsidiaries and investments in a manner consistent with the requirements of the jurisdiction in which they operate. De Beers submits annual and independently audited statutory accounts of both the Company and the Group in accordance with International Financial Reporting Standards.

These are lodged with the Registre du Commerce and other authorities in Luxembourg as well as being sent to each of the shareholders directly. These accounts are submitted to the Annual General Meeting of shareholders of the Company held in March each year.

Appointment of Board Directors

The appointment of De Beers directors is governed by three legally binding documents: the Shareholders Agreement, the Management Contract and the Company's Articles of Incorporation.

The Shareholders Agreement was entered into on 30 January 2002. It defines the objectives and relationship between the shareholders. It also sets out the specific provisions relating to the nomination, election and appointment of Board members with reference to the role of Central Management Services Limited (CMSL) (the management company) in terms of the Management Contract.

The Management Contract was also concluded on 30 January 2002: CMSL has been appointed to assist in the appointment of directors, senior executives and management. It also assists in the strategic development of the De Beers Family of Companies. CMSL is a company within the Central Holdings group (representing the Oppenheimer family).

The Articles of Incorporation relate to the legal establishment and registration of De Beers as a joint stock corporation in Luxembourg. As the legal constitutional instrument, it allows for a minimum of three and a maximum of 20 Board directors.

The shareholders and CMSL are directly responsible for the appointment and removal of directors in accordance with the provisions of the Shareholders Agreement and Management Contract. This ensures that the shareholders they represent have a clear voice in Board meetings and decisions.

Composition and Independence

As of 31 December 2009, the De Beers Board consisted of 17 directors. 6 serve in an executive capacity and are members of the Executive Committee. Each shareholder group is entitled to nominate two persons for appointment to the Board. Accordingly, 6 directors, 5 non-executives and one executive (the Chairman, Nicky Oppenheimer) are currently appointed under the appropriate clauses of the Shareholders Agreement.

The role of the Chairman is quite distinct from that of the Managing Director. As defined in the Shareholders Agreement, up to 10 independent directors may be appointed by CMSL under the Management Contract in consultation with the shareholders. Independent directors are those appointed independently of the shareholders' direct entitlement.

A majority of these independent directors must be employed or hold executive office with De Beers. Seven directors, two of which are non-executive, are currently appointed to the Board under the appropriate provisions of the Management Contract.

Additional independent directors may be appointed by shareholders by majority consent or majority vote at the Annual General Meeting of shareholders. Four non-executive directors are currently appointed to the Board in this manner under the appropriate provisions of the Shareholders Agreement. Accordingly, of the 17 directors in office on 31 December 2009, 11 are independent directors (as defined in the Shareholders Agreement) and 11 are non-executive directors. A number of directors have both independent and non-executive status.

Structures under the Board

The Board is responsible for the Group's system of governance and is ultimately accountable for the strategic direction of the business and all activities across the Family of Companies. This includes setting risk management policy, reviewing the effectiveness of risk management processes, recommending enhancements and ensuring effective succession planning.

It also provides oversight of, and consultation to, the different business entities across the Family of Companies. This includes on governance structures and on the identification, appointment and training of directors. The Board also reviews sustainability performance and risks on at least an annual basis in line with the formal risks review process.

Detail on these risks is presented in the introductory statement of the Chairman and performance overview of the Managing Director, as well as in our Report to Society 2009. The De Beers Board is supported in its decision-making by five committees: the Executive Committee, the Audit Committee, the ECOHS Committee, the Investment Committee and the Remuneration Committee.

Sustainability

Nicky Oppenheimer, Chairman of De Beers, at Venetia diamond mine, South Africa

The unique contribution that diamonds have made in countries such as Botswana gives us cause to reflect on what lessons might be drawn from this success and whether these might be deployed effectively elsewhere on the continent.

Integral to De Beers' business strategy is our commitment to working in a responsible and sustainable manner. It requires us to deliver financial returns while addressing all sustainability issues.

Delivering financial returns means increasing the demand for diamonds, finding new supplies of diamonds, and enhancing our value-added services, including sorting and sales.

Our understanding of sustainability is shaped by the societal imperatives of the countries in which we work. This includes the vision of an ever more prosperous Africa. Detailed accounts of our management systems, performance in these areas and how we are 'Living up to Diamonds' are presented in our Report to Society 2009.

If you would like to read the 2009 De Beers Report to Society, or order a copy, please visit www.debeersgroup.com/sustainability

Although not an official committee under the Board, the Principles Committee provides further review and scrutiny on the extent to which the Family of Companies contributes to sustainable development and operates in conformance with its Principles.

In 2008, the Board adopted a Board Charter which, inter alia, sets out the mandate of the Board and those powers reserved to it.

Risk Management

The shareholders and Board recognise that engaging risk is at the core of the business. De Beers is governed by a risk framework through which risks are proactively identified, engaged and managed. This includes taking advantage of opportunities and protecting capital, income and assets by mitigating the adverse impacts of risk.

DTC South Africa office

Kimberley, South Africa

Board and board committee compositon

Board

1. **Nicky Oppenheimer Chairman**
   Appointed by Central Holdings shareholder
2. **Gareth Penny** Managing Director
   Appointed by CMSL, the Management Company
3. **Dr. Mark Berry**
   Elected by majority consent of shareholders at the AGM
4. **Stuart Brown**
   Appointed by CMSL, the Management Company
5. **Cynthia Carroll**
   Appointed by Anglo American shareholder
6. **Bruce Cleaver**
   Appointed by CMSL, the Management Company
7. **Baron David De Rothschild**
   Elected by majority consent of shareholders at the AGM
8. **Gabaake Gabaake**
   Appointed by Government of the Republic of Botswana shareholders
9. **Joseph Iita**
   Elected by majority consent of shareholders at the AGM
10. **Sir Chips Keswick**
    Appointed by Central Holdings shareholder
11. **René Medori**
    Appointed by Anglo American shareholder
12. **Robin Mills**
    Appointed by CMSL, the Management Company
13. **Anthony Oppenheimer**
    Appointed by CMSL, the Management Company
14. **Jonathan Oppenheimer**
    Appointed by CMSL, the Management Company
15. **Barend Petersen**
    Elected by majority consent of shareholders at the AGM
16. **James Teeger**
    Appointed by CMSL, the Management Company
17. **Serwalo Tumelo**
    Appointed by Government of the Republic of Botswana shareholders

Executive committee

- Gareth Penny Chairman
- Stuart Brown
- Bruce Cleaver
- Robin Mills
- Nicky Oppenheimer
- Jonathan Oppenheimer

1. Jim Gowans, CEO, De Beers Canada
2. Cyrus Jilla, CEO, Element Six
3. Stephen Lussier, Executive Director, External & Corporate Affairs
4. Blackie Marole, MD, Debswana
5. David Noko, MD, DBCM
6. Varda Shine, MD, DTC
7. Inge Zaamwani-Kamwi, MD, Namdeb

Other committee members

ECOHS Committee

- Barend Petersen Chairman
- Dr Mark Berry
- Gabaake Gabaake
- Alex Hathorn (co-opted)
- Anthony Oppenheimer

Remuneration Committee

- Sir Chips Keswick Chairman
- Cynthia Carroll
- Nicky Oppenheimer
- James Teeger

Investment Committee

- Gareth Penny Chairman
- Stuart Brown
- Robin Mills
- Jonathan Oppenheimer (alternate James Teeger)
- James Teeger
- Serwalo Tumelo
- Peter Whitcutt
- Jonathan Oppenheimer

Audit Committee

- Sir Chips Keswick Chairman
- René Medori
- Barend Petersen
- James Teeger

Contact us

Angola
De Beers Angola Holdings
Caixa Postal no 4031
Luanda
Tel: +244 (0) 222 63 8800
Fax: +244 (0) 222 63 8801

Botswana
De Beers Botswana
Private Bag 00380
Gaborone
Tel: +267 (0) 390 2991
Fax: +267 (0) 390 2990

De Beers Prospecting
Botswana
PO Box 404331
Gaborone
Tel: +267 (0) 391 9962
Fax: +267 (0) 395 9106

Debswana Diamond
Company, PO Box 329
Gaborone
Tel: +267 (0) 361 4200
Fax: +267 (0) 395
2941/6110

Diamond Trading
Company Botswana
Private Bag 0074
Gaborone
Tel: +267 (0) 364 9000
Fax: +267 (0) 364 9999

Canada
De Beers Canada
Toronto Office, Suite 300
65 Overlea Boulevard
Toronto, M4H 1P1,
Ontario
Tel: +1 (0) 416 645 1710
Fax: +1 (0) 416 429 2462

India
De Beers India
Advanced Business Centre
83 Maker Chambers VI
Nariman Point, 400 021,
Mumbai
Tel: +91 (0) 22 2283
2971/27
Fax: +91 (0) 22 2283 2823

Luxembourg
De Beers Société Anonyme
BP591, L-2014
Luxembourg
Tel: +352 (0) 264 8711
Fax: +352 (0) 264 871 303

Namibia
De Beers Namibia
PO Box 23132,
Windhoek, 9000
Tel: +264 (0) 61 204 3444
Fax: +264 (0) 61 204 3445

Namdeb
PO Box 1906,
Windhoek, 9000
Tel: +264 (0) 61 204 3333
Fax: +264 (0) 61 204 3334

Namibia Diamond
Trading Company
PO Box 23316,
Windhoek, 9000
Tel: +264 (0) 61 204 3222
Fax: +264 (0) 61 204 3263

South Africa
De Beers
Consolidated
PO Box 616
Kimberley, 8300
Tel: +27 (0) 53 839 4111
Fax: +27 (0) 53 839 4210

De Beers Consolidated Mines
Corporate Head Quarters
Cnr. Diamond Dr. &
Crownwood Rd.
Theta/Booysen Reserve
Johannesburg
Gauteng
Republic of South Africa
Tel: +27 (0) 11 3747000

United Kingdom
De Beers UK Ltd
17 Charterhouse Street
London, ECIN 6RA
Tel: +44 (0) 20 7404 4444
Fax: +44 (0) 20 7831 0663

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