



ناقلات NAKILAT

CODE OF BUSINESS ETHICS & CONDUCT

2021



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As one of the world's leading global energy transporters, **Nakilat is committed to conduct our daily business operations to the highest standards of ethical and professional conduct.** Maintaining an ethical, law-abiding, integrity culture is vital to the organization, especially since our vessels traverse international waters delivering clean energy to global destinations.

With the increased attention being given to corporate governance matters in today's environment, every employee plays a critical role in our governance and ethics efforts. The company's deeply rooted values of Safety, Passion, Integrity, Respect, and Encouragement, as well as our commitment to lawful and ethical behavior, act as foundational pillars that steer the way we behave and act, in making ethical decisions for the company.

The Nakilat Code of Business Ethics reinforces this culture of integrity, by serving as a guideline that details the applicable regulations and laws for ethical conduct when interacting within the company and engage with our partners, customers, the community and other stakeholders. It outlines the company's commitment to responsible business practices and forms the basis of our drive towards ensuring sustainable operations across all business units.

All Nakilat employee and stakeholders are expected to familiarize, understand and apply these principles in their daily interactions, regardless of function or level in the company. The Code of Business Ethics serves as a guide that will allow us to remain true to our commitments to our clients, contractors, vendors, investors, shareholders and the society at large. With this shared commitment, let us propel Nakilat forward as a globally leading shipping and maritime company known for its business excellence and integrity.

A handwritten signature in black ink, appearing to be 'Abdullah Al-Sulaiti', written over a horizontal line.

Eng. Abdullah Fadhalah Al-Sulaiti
Chief Executive Officer

1.1. VALIDATION

To assure Management's, Shareholders' and External Agencies' confidence in the Company's policies and practices; Nakilat Internal Audit may verify without notice, compliance with this Policy and Procedures (P&P).

The HR Shared Services Section is the owner of these P&P and shall re-validate these P&P every three (3) years or earlier to ensure that it continues to serve the purpose intended.

1.2. EMPLOYEE RESPONSIBILITIES

All Employees of the Company are required to observe the provisions of this document.

2.1 PURPOSE

This Code of Business Ethics & Conduct (Code) summarizes the standards that must guide our actions. These standards represent Company's policy and establish conditions for our employment. The Company is committed to a policy of fair dealing and integrity in all aspects of its business. When acting on the Company's behalf, Employees must comply with all laws, behave with integrity, and treat all organizations and people in a fair and honest manner. The Company expects its suppliers and contractors to adhere to a code of conduct equivalent to provisions of this policy.

All Nakilat Employees (including direct hires on indefinite or definite contract, contractors, secondees, agents, interns, and Employees on casual/temporary employment status) are expected to act in a manner that will enhance the Company's reputation for honesty, integrity and reliability. Employees are ambassadors of the Company and must carefully consider the image they project. Nakilat must not only conduct but must be seen to conduct its business dealings in accordance with high ethical standards.

Although the various matters dealt with in this Code do not cover the full spectrum of Employee activities, they are indicative of the Company's commitment to high standards of conduct. They are to be considered descriptive of the type of behavior expected from Employees in all circumstances and are to be regarded as the minimum standards of performance required. In addition, the Company seeks to enforce not only the letter, but the spirit of the Code as well. These standards are applicable in all countries in which Nakilat operates unless the laws of those countries require a higher standard.

The Company has a zero-tolerance policy for ethical violations and even well-intentioned actions that violate the law, or our standards of conduct, will result in disciplinary action, which may include dismissal of services. (Please refer to clause 2.3.8 for guidance).

2.2 SCOPE

This policy applies to all Employees of Nakilat and all subsidiaries or joint ventures operated by Nakilat. Employees refer to all persons employed by Nakilat either on indefinite or definite contracts, secondment arrangements, consulting agreements, internships, Employees on casual/temporary employment status, or acting as a worker or official of the Company.

2.3 POLICY AND PROCEDURES

2.3.1 PROMOTING A POSITIVE WORK ENVIRONMENT

2.3.1.1 Equal Opportunity

All Employees seek and deserve a workplace where they shall feel respected and appreciated. Our policies are designed to ensure that Employees are treated fairly and with respect, by the Company and each other.

Nakilat will hire, evaluate, transfer, compensate and promote Employees based on skills and performance, and not on any unlawful considerations. Employees have a right to voice their concerns if they feel they are a victim of discrimination. Employees can inform their supervisor; Human Resources contact or a member of the Ethical Committee (EC). Reprisals or retribution against an Employee who lodges a complaint in good faith will not be tolerated.

2.3.1.2 Harassment-Free Workplace

Harassment may occur when the words, actions or behavior of members of the work group create an intimidating, hostile or offensive work environment. This type of harassment can be destructive to a positive work environment and will not be tolerated. Nakilat do not allow bullying or exploitation of positions of power by/or towards any Employee, business partners or communities.

Unwelcome sexual advances or other inappropriate personal conduct, which could reasonably be expected to make a person feel offended, humiliated, or intimidated are prohibited. Sexual harassment may take many forms, including but not limited to, overt advances to demeaning comments, jokes, language, and gestures. Examples include:

1. A person who creates an intimidating, hostile or offensive work environment.
2. Unwelcome verbal or physical advances or propositions.
3. Sexual, racial, or otherwise derogatory or discriminatory materials, statements, or remarks.
4. Unreasonable interference with an Employee's work performance or employment opportunities.

Nakilat will not tolerate abusive language, physical violence, or the threat of physical violence. Employees are expected to cooperate fully with any investigation of complaints. Retaliation against anyone who lodges a complaint in good faith will not be tolerated.

2.3.1.3 Safety and Health

Nakilat is committed to providing a safe and healthy work environment. There are extensive laws designed to promote a safe workplace and these laws will be strictly enforced by Nakilat. Extensive and continuous training and regular safety audits are essential for understanding and complying with safety laws.

Nakilat's intention is that everyone goes home safely from all Company's work locations. We strive towards an incident-free, secure, safe and healthy workplace and our aim is that all our operations are conducted in compliance with Nakilat standards and applicable health and safety laws and regulations.

Each Employee is expected to be aware of Company's safety standards and abide by them. All Employees need to be alert to safety risks as we go about our jobs and we expect our Employees to be guardians of safety even if that means stopping work when they believe it is unsafe. All safety and security concerns and incidents should be reported to Line Managers and health and safety representatives.

To support a safe and secure workplace, each Employee is responsible for ensuring and maintaining fitness for work. We commit to being in a condition that allows us to carry out our duties, both physically and behaviorally, in a safe manner so that we keep ourselves and others safe. This means that we are free from alcohol, drugs or any other substance that impairs our ability to perform our job, or that may have an adverse effect on the safety and security of others.

2.3.1.4 Environment

Nakilat is committed to promoting environmental stewardship around the world. Employees must understand and comply with the environmental laws and regulations that affect our business activities, as well as related Company and operating unit policies and procedures. We also mandate that contractors, suppliers and others who work with us follow the appropriate laws and regulations.

Nakilat's aim is to reduce the adverse impact on the environment by promoting sustainability and environmental awareness including, but not limited to the following:

1. Complying with all environmental legislation, applicable in the State of Qatar and globally.
2. Preventing pollution by incorporating best practices and considering all relevant factors to reduce environmental harm and enhance environmental quality.
3. Encouraging all Employees to all possible efficiency measures and promoting efficient energy use in all areas of business activities.
4. Educating all Employees of the environmental impacts and encouraging them through regular awareness sessions to continuously improve practices to minimize adverse environmental impacts.

2.3.1.5 Substance Abuse

It is the policy of Nakilat to maintain a safe, healthy, and productive work environment for all Employees. To that end, the Company will act to eliminate substance abuse as it increases the potential for accidents, absenteeism, substandard performance, poor Employee morale or damage to the Company's reputation. As a condition of continued employment with the Company, Employees must comply with all applicable substance abuse policies, guidelines, or procedures.

2.3.2 BUILDING AND MAINTAINING RELATIONSHIPS**2.3.2.1 Conflict of Interest**

The Company respects the rights of Employees to manage their personal affairs and investments and does not wish to intrude upon their personal lives. At the same time, Employees should avoid any situation that may involve a conflict between their personal interest and the interests of the Company. As in all other facets of their duties, Employees' dealings with customers, suppliers, contractors, competitors or any person doing or seeking to do business with the Company must be in the best interest of the Company to the exclusion of consideration of personal preference or advantage.

Professional duties must always be performed, and business decisions made objectively with the Company's best interests in mind. Individuals must avoid situations, relationships, or activities where a conflict exists, has the potential to exist, or could be seen to exist.

Nakilat prohibits Employees, Consultants and Agents from using their position with the Company, its corporate assets, or any information obtained through their Nakilat's employment or contractual relationship, for personal gain. All Employees, Consultants and Agents are responsible for reviewing their external business interests, personal interests, family, and other close relationships, for potential, perceived or actual conflicts of interest, and disclose prior to engaging in the conduct in question.

Employees and consultants must ensure that any actual, perceived, or potential conflicts of interest are disclosed in accordance with the Nakilat Conflicts of Interest Declaration Procedure.

Employees must remove (recuse) themselves from decisions where their judgment or the ability to act in Nakilat's best interests may be affected.

When an Employee, Consultant or Agent takes actions or has personal interests with respect to his work-related responsibilities that may affect his impartiality, that will lead to conflict of interest. A conflict can arise if we take on outside work or make financial investments that make it difficult for us to perform our work at Nakilat objectively and effectively. A conflict also can occur if Employees or members of their extended family (e.g., spouse, children, parents, parents-in-law, brothers, or sisters) receive personal benefits as a result of the Employees' position in the Company. It is equally important to avoid apparent conflicts of interest – where a reasonable observer might perceive there is a conflict of interest, and therefore a loss of objectivity in their dealings on behalf of Nakilat.

Actions that might involve a conflict of interest, or the appearance of one, should be fully disclosed in writing to the Employees' Management for review and approval as soon as the conflict occurs. Employees who knowingly fail to disclose conflicts are subject to discipline, including dismissal.

2.3.2.2 Situations Requiring Written Disclosure and Management Approval

In some cases, Employees' job duties at Nakilat may conflict with their outside interests. The following situations require written disclosure followed by Management and Ethics Committee review to avoid actual or potential conflicts of interest. This list is not intended to be all inclusive and any other situation that may, or appear to cause a conflict of interest, must be reported immediately in writing.

1. Ownership by the Employee or, to the Employee's knowledge, by a member of the Employee's extended family of a significant financial interest in any outside enterprise which does or seeks to do business with or is a competitor of the Company. A significant financial interest is any interest, which in view of all the circumstances, is substantial enough that it would affect a person's judgment or decision making with respect to Nakilat business dealings with such entities. An ownership or interest is significant if a prudent person in a like position would reasonably conclude that such an interest would affect judgment with respect to Nakilat business dealings. Where significant financial interest is in doubt, it is presumed to exist.
2. Any close relative, including your spouse, children, parents, brothers or sisters or their spouses, working for the Company or serving as an Employee, partner, consultant or contractor of any outside enterprise that does or seeks to do business with or is a competitor of the Company.
3. Any paid or unpaid employment outside the Company, except unpaid work for a registered charity.
4. Any offer or acceptance of any prohibited gift, including cash or cash equivalents, shares, air tickets, hotel rooms, jewelry, furniture, interest-free loans, frequent meals, repairs of house or car, jobs for relations, use of hire cars, offices or apartments. If the Employee has any doubts about the appropriateness of a gift or entertainment, he must consult his Department Manager and HR for prior approval.
5. Acting as a broker, finder, go-between or otherwise for the benefit of a third party in transactions involving or potentially involving the Company or its interests.
6. Any other arrangement or circumstance, including family or their personal relationships, which might dissuade the Employee from acting in the best interest of the Company.
7. Use of Nakilat time, material, equipment, transport, financial assets, facilities or other resources for purposes not directly related to Nakilat business objectives.
8. When financial, non-financial, social or personal considerations may compromise impartiality and affect performance of job responsibilities by the Employee, Consultant or Agent.
9. Supervising or a direct supervisory reporting relationship with an Immediate Family Member (of up to two direct supervisory reporting levels).

These situations may or may not present a conflict but must be carefully reviewed. For example, if the Employee's job includes responsibilities over the customer, supplier or contractor it may be necessary to reassign job duties or authorities to eliminate the potential for a conflict of interest. Following the Management review, approval or disapproval of the situation should be documented in writing. The Employee must note the situation on each Annual Code of Business Ethics & Conduct Declaration, so long as the conflict, or potential conflict, of interest continues.

The key to review of potential conflicts is whether the Employee's duties for the Company, or those of his or her subordinates, require making decisions that could be influenced by the interest reported.

Other considerations include, but are not limited to, whether or not:

- a. The outside interest does business or competes with the Employee's business, function or site.
- b. The Employee has an active, managerial or decision-making role in the outside interest.
- c. The Employee has access to Company information potentially useful to the outside interest.
- d. Public disclosure of the facts will embarrass the Company.

2.3.2.3 Vendor and Supplier Relationships

Nakilat strives to choose vendors and suppliers objectively and strives for honesty in all business dealings with them. We will make purchasing decisions in accordance with our purchasing policies and based on such factors as price, quality, delivery, service and integrity.

Business relationships are built on trust and transparency and we will not knowingly work with business partners who violate the laws, compete dishonestly or use unfair business practices.

As part of contractual obligations, Nakilat ensures that business partners are aware of Nakilat standards of business conduct and carry out appropriate due diligence prior to engaging with them. Business partners' conduct that does not align with our standards is taken seriously and may lead to the termination of contractual relationship.

Employees should not request donations from suppliers, contractors or local merchants to help pay for Employee social functions or sporting events. Solicitations of cash, merchandise or services are not allowed because they could be perceived to create obligations in order to keep, increase or obtain Nakilat business. We want our vendors and suppliers to understand that their business relationship with Nakilat is based totally on their ability to competitively meet our business needs.

2.3.3 ANTI-BRIBERY AND CORRUPTION

Nakilat is committed to conducting business in compliance with the principles established in its Code of Business Ethics & Conduct and the laws and regulations applicable in the countries where it operates. Likewise, the Company is committed to the highest standard of ethical business conduct with zero tolerance for any form of bribery or corruption. Nakilat works pro-actively to ensure that corruption does not occur throughout its operations, both within the State of Qatar and globally.

It is the policy of Nakilat that all Employees, Consultants and Agents are prohibited from offering, authorizing, giving, paying, soliciting, accepting or receiving, either directly or indirectly, any bribe to or from any Employee, official or agent of any government, public or commercial entity, or individuals, in connection with the business or activities of Nakilat. This includes the giving or receiving of an improper advantage through undue influence, preferential treatment or any other form of illegal payment. Nakilat's wholly owned subsidiaries must also comply with this requirement.

These prohibitions do not apply to the situations where an individual's health, life and liberty are at risk.

2.3.3.1 Gifts, Favors and Entertainment

Business gifts and entertainment are customary courtesies designed to build goodwill among business partners. These courtesies include items of nominal value such as meals and beverages, tickets to sporting or cultural events, and other merchandise or services. In some cultures, business gifts play an important role in business relationships. However, a problem may arise when such courtesies compromise, or appear to compromise, our ability to make objective and fair business decisions.

2.3.3.1.1 Receiving Gifts, Favors and Entertainment

Employees should neither seek nor accept for themselves or others any gifts, favors or entertainment without a legitimate business purpose, nor seek or accept loans (other than conventional loans at market rates from lending institutions) from any person or business organization that does or seeks to do business with, or is a competitor of, the Company. In application of this policy:

- a. Employees may accept for themselves and members of their family's common courtesies usually associated with customary business practices. Allowed gifts include occasional, infrequent gifts of nominal value not exceeding the lesser of 2% of monthly Basic Salary or QAR 400, which are normal in the industry, such as: meals, desk or pen sets, testimonials, plaques, calendars, sweets, etc.
- b. An especially strict standard is expected with respect to gifts, services, discounts, entertainment or considerations of any kind from suppliers, except to the promotions & offer extended to all Employees through Company established agreements.
- c. It is never permissible to accept a gift in cash or cash equivalents (e.g., stocks or other forms of marketable securities) of any amount. Other prohibited gifts include, but are not limited to air tickets, hotel rooms, jewelry, furniture, interest-free loans, frequent meals, repairs of house or car, jobs for relations, use of hire cars, offices or apartments.
- d. Employees must report any gift offered to them with a value exceeding the lesser of 5% of monthly Basic Salary or QAR 400 to his or her supervisor or manager for further determination of acceptability by the EC.

In certain situations, refusal of gifts with a value substantially in excess of customary business practices can result in awkward business situations. The propriety of Employees keeping such valuable gifts for personal use versus turning them over to the Company, donating them to a charity or other disposition should be discussed in each case with the Employees' Management. Disposition of such a gift should be documented, regardless of whether it is retained, returned or given to charity.

2.3.3.1.2 Giving Gifts, Favors and Entertainment

Gifts, favors and entertainment may be given others at Company expense only if they meet all the following criteria:

- a. Consistent with customary business practices.
- b. Not excessive in value and cannot be construed as a bribe or payoff.
- c. Not in violation of applicable law or ethical standards.
- d. Public disclosure of the facts will embarrass neither the Company nor the Employee.

2.3.3.2 Bribes and Kickbacks

It is unacceptable to directly or indirectly offer, pay, solicit or accept bribes or kickbacks in any form. Under some statutes, such as the U.S. Foreign Corrupt Practices Act, U.K. Bribery Act and Qatar's Penal Code (Law 11 of 2004) these are criminal actions that can lead to prosecution.

Accordingly, the Employees, Consultants and Agents, shall refrain from, the proposal, providing or receiving of a kickback on any portion of a contract or unauthorized or secret rebates, discounts, commissions or payments to, from, or for the benefit of, any person; for the purpose of this policy, a kickback refers to the payment or receipt of a portion of a contract, where the recipient is an individual who can influence the awarding of the contract.

2.3.3.3 Commissions, Rebates, Discounts, Credits and Allowances

Sales-related commissions, rebates, discounts, credits and allowances are customary business inducements, but careful attention is needed to avoid illegal or unethical payments and to ensure compliance with various currency exchange controls and tax regulations. Such business-inducement payments must be reasonable in value, competitively justified, properly documented and made to the business entity to which the original sales agreement or invoice was made or issued. They should not be made to individual officers, Employees or agents of that entity or to a related business entity. They should be made only in the country of that entity's place of business.

Employees shall not use any commissions, rebates, discounts, credits, allowances, fees or other funds payable in a way that accomplishes indirectly what the Company would not or could not do directly.

Commissions, rebates, discounts, credits, allowances that are paid or granted by the Company in conformity with standard trade terms for the industry, catalogue prices or other standard procedures are deemed to have been established in writing and need not be documented further.

2.3.3.4 Nakilat Participation in Vessel Naming and Public Signing Ceremonies

In the maritime industry, newly constructed vessels customarily have naming ceremonies, typically held at shipyards. Vessel owners will generally extend invitations to the members of the maritime community for attendance at such naming ceremonies. Attendance by Nakilat personnel may be warranted. These guidelines are intended to establish a protocol governing the attendance by Nakilat Employees at the ceremonies and their actions with regards to acceptance of gifts. These guidelines are intended to be in line with current corporate policies and procedures except as where noted. Any significant change to those overarching corporate policies may impact the guidelines which follow.

2.3.2.4.1 Attendance

Factors which should be considered regarding Nakilat attendance at Vessel Naming Ceremonies include (but are not limited to):

- a. Business purpose
- b. Location
- c. Nature of the business relationship with the Owner/Operator
- d. Local custom of Owner's/Shipyard's country
- e. Likely trading range of the vessel
- f. Job positions held by Nakilat invitees

Example of circumstances that could justify attendance includes, Nakilat has an importance business partnership with the Owner that would be enhanced by participation in the ceremony.

The degree of attendance should be consistent with the factors listed above. The more significant the event, the higher the position and the greater the number of attendees. Typically, up to four Nakilat attendees may participate in a vessel time chartered for seven years or more, while two attendees may participate for a shorter-term vessel.

Although Vessel Naming Ceremonies usually involve time-charters with Nakilat, we are occasionally invited to others' ceremonies. Justification for attendance to these should be based upon business purpose (e.g., significance of Owner/Operator to Nakilat business, the quality of the Owner/Operator, and other industry attendees) and typically would involve few attendees (i.e., one or two at most).

Although Nakilat attendees typically represent the Commercial and Management functions, in select cases, Operations and/or Vetting personnel may attend. For example, if an Owner has demonstrated proactive efforts in support of Industry quality initiatives, attendance by Vetting personnel may be appropriate.

It is normal industry practice to invite spouses to such events. If spouses are planning to attend, pre-approval is required from the Nakilat's CEO. Spouses should not be considered in the count of Nakilat attendees.

Approval of attendance at Vessel Naming Ceremonies remains within the business unit. Prior to accepting invitations to such events, the CEO should be consulted, when practical, in order to ensure consistency of representation.

2.3.2.4.2 Vessel Sponsorship

It is customary for a woman to be the sponsor for the vessel. We may accept an invitation by the owner to have the wife of one of the Nakilat attendees, or a female Nakilat attendee, be the sponsor of the vessel at the Vessel Naming Ceremony. If a spouse, she is usually the wife of the most senior Nakilat attendee.

Acceptance of this honour must be pre-approved by the CEO or equivalent.

2.3.2.4.3 Expenses

If the Vessel Naming Ceremony is at a remote location which requires the Owner and/or shipyard to make special arrangements for its invited guests (e.g., block booking on transportation or accommodations), payment of such expenses by the Owner and/or shipyard may be accepted by the Nakilat attendees and spouses. However, this should be in line with the Nakilat HR R&OD P&P, which states half per diem allowance.

Note: This exception is normal industry practice.

While being sensitive to local customs and practices, Nakilat attendees may be able to minimize Owners/shipyard's hotel costs by paying directly for such accommodations upon check-out.

2.3.2.4.4 Gifts

The giving and receipt of gifts in connection with the Vessel Naming Ceremony is normal business practice. Such custom is acceptable within the following guidelines, which should be discussed with the Owner and shipyard well in advance of the ceremony to avoid any misunderstanding or embarrassment:

- a. A gift from the Nakilat vessel sponsor to the vessel is customary and should be given by the sponsor. Such a gift, which will be paid for by Nakilat, must be appropriate for the occasion and be pre-approved by the CEO or his designee if the value is in excess of current gift guidelines. Nakilat CEO currently holds this delegated authority. The value of the gift should be commensurate with the business significance of the event to Nakilat and can range from \$500 to over \$5,000.
- b. This traditional gift is received by the vessel Master and is usually retained on board for the life of the vessel. This is usually the only gift given by Nakilat before, at, or after the Naming Ceremony, though exceptions may be made with pre-approval as above.
- c. Gifts to the vessel sponsor from the Owner and /or the shipyard are also a traditional part of the Naming Ceremony, and we recognize that refusal to accept such a gift can create an awkward and uncomfortable situation for our business partners. Subject to pre-approval as above, expectations are that the value of such gifts would be consistent with and balance the value of the Nakilat vessel sponsor gift to the vessel. If of a general nature, the gift may be donated or displayed in an appropriate Nakilat place of business. In those cases where the gift has been personalized (e.g., initialed) or is inappropriate for general display, with Nakilat Chairman's approval, the gift may be retained by the sponsor.
- d. Gifts to any other Nakilat attendees from the Owner and/or shipyard, typically of more nominal value and in line with other gifts being exchanged at the function, may also be accepted with pre-approval as above.

Any exception to these guidelines must be approved by the CEO or his designee.

2.3.3.5 Record Keeping and Internal Controls

In compliance with the record keeping provisions of the applicable anti-bribery and corruption laws, Nakilat requires that accurate accounts and records must be maintained, including a system of effective internal controls. The associated Nakilat records must be accurate, complete and include sufficient details such that the purpose and amount of the transaction is clear. No false, misleading or artificial entries must ever be made in Nakilat's accounts and records for any reason. Likewise, Nakilat prohibits the use of off-the-books, secret accounts, overriding or circumvention of internal controls, or the issuance of any documents which do not properly and fairly record the transactions to which they relate.

Accounting records and supporting documentation reflecting gifts, favors and entertainment to others must be accurately stated, including appropriate, clear, and descriptive text. Departments or organizations are encouraged to establish policies and procedures for approval in advance of gifts, favors or entertainment of unusual monetary value.

In case of doubt as to the legality of any gift, favour or entertainment proposed to be given by or on behalf of the Company, the Ethics Committee or Legal Department should be consulted in advance of commitment. Strict rules apply when we do business with governmental agencies and officials. Because of the sensitive nature of these relationships, Employees are required to talk with their Line Manager and Legal Department before offering or making any gifts or hospitality to government Employees.

2.3.4 OBEY THE LAW

It is the Company's policy to conduct its business in compliance with all laws, regulations and other legal requirements applicable to the Company in whatever world jurisdiction the Company is doing business. The Company will also endeavor to ensure that its agents, partners and associates comply with such laws, regulations and other legal requirements in any jurisdiction in which they are working with or for the Company.

Employees shall take reasonable care to acquaint themselves with and to comply with, all applicable laws, regulations and Company policies and procedures. Each Employee is charged with the responsibility of acquiring sufficient knowledge of the laws involved in each area relating to his or her particular duties in order to recognize potential dangers and to know when to seek the advice of in-house legal counsel.

Unlawful acts or breaches of Company policy or procedure are not acceptable, whatever the jurisdiction. Good motives are not an excuse for committing illegal acts or breaches in Company policy and procedure.

Under Qatari Law, the Company is obligated to report to the appropriate State authority to any breach of a Qatari law or regulation associated with any wrongdoing, such as Employee fraud, theft, and disclosure of confidential information, as part of the larger investigative process.

2.3.4.1 Legal and Regulatory Compliance

It is the policy of Nakilat to comply with all laws and regulations applicable to its operations and to conduct those operations to the highest ethical standards. This includes compliance with the laws of the State of Qatar as well as those countries where it has an international presence. Any Nakilat Employees, Consultants or Agents, who are involved with operations outside the State of Qatar should consult with Nakilat's Legal Department, especially in regard to anti-bribery and corruption, trade sanctions, export controls and competition laws.

Nakilat expects its suppliers, contractors, joint venture partners and other business affiliates to comply with all applicable laws and regulations when providing products and services to Nakilat.

2.3.4.2 Permits and Licenses

All applicable, licenses, permits and government authorizations should be obtained and maintained if and when required under the applicable laws.

2.3.4.3 Anti-Corruption Laws

Anti-Corruption laws of most developed countries contain two important provisions: (1) that it is a crime to bribe any person anywhere in the world to influence a decision to obtain or retain business or gain a business advantage; and (2) a requirement that companies must have good accounting standards, accurately record transactions in their books and records, and maintain adequate internal controls.

Bribery is a crime in Qatar and the law imposes penalties for public officials convicted of taking action in return for monetary or personal gain, or for other parties who take actions to influence or attempt to influence a public official through monetary or personal gain. The current Penal Code governs corruption law and stipulates that individuals convicted of corruption may receive up to ten years' imprisonment and/or a fine of 5,000 Qatari riyals. Corruption investigations are handled by the Qatar State Security Bureau (QSS) and Public Prosecution, which is under the Attorney General's authority. Final judgments are made by the Criminal Court.

As a member of the Qatar Exchange, Nakilat is bound to its Corporate Governance Code for Companies Listed in Markets Regulated by the Qatar Financial Markets Authority. This Code requires all companies to adopt good accounting standards in accordance with International Financial Reporting Standards, accurately record all transactions in their books and records, and maintain adequate internal controls.

As Nakilat expects Employees to comply with the laws of the countries in which we operate, Employees should be familiar with other countries anti-corruption laws (e.g., United States' Foreign Corrupt Practices Act, United Kingdom's Bribery Act, etc.) before entering into any business relationships with such country.

2.3.4.4 Anti-Fraud

Nakilat prohibits all Employees, Consultants and Agents from engaging in any form of fraudulent activities. All Employees, Consultants and Agents must ensure they are aware of their responsibilities under this policy and their obligations to report all actual or suspected fraudulent activities as defined in the Code and relevant policies and procedures.

The primary responsibility for prevention and detection of fraud rests with the Management and functions mandated to establish and maintain effective systems of internal controls and fraud detection activities.

Nakilat Management is responsible for establishing and maintaining the control environment. This includes creating an environment where fraud is not tolerated, identifying risks of fraud and taking appropriate actions to ensure that controls are in place to prevent and detect fraud and incidents are reported to Internal Audit Department.

All suspected fraudulent actions will be investigated by Internal Audit in accordance with approved mandate and Nakilat P&P.

For the purposes of this policy, fraud is defined as the act of deliberate misrepresentation, deception or violation of trust, including intentional, false representation or concealment of material facts for personal gain, or in order to secure a personal or business advantage or with the intention of inducing another to act in a detrimental manner to another.

The fraudulent activities include, but not limited to, such acts as deception, forgery and falsification of documents, extortion, theft, conspiracy, embezzlement, misappropriation, false representation, concealment of material facts and collusion.

The fraudulent activity might occur on a standalone basis or as part of other acts of misconduct such as bribery, corruption, and conflict of interest.

2.3.4.5 Accurate Business Records

Employees, Consultants and Agents must keep accurate and truthful business records that comply with legal, financial and regulatory requirements. They must never record false, misleading or incomplete information that undermines Nakilat's ability to record a transaction correctly. Off-the-book or secret accounts must never be utilized, nor should internal controls be overridden. Employees, Consultants and Agents should never issue any documents that do not properly and fairly record the transactions to which they relate.

Likewise, Nakilat records must never be altered, falsified, hidden or disguised in order to alter the nature of the transaction. The recording or making of derogatory remarks, exaggerations or inappropriate characterizations of people, companies or other entities is similarly forbidden. These prohibitions apply equally to electronic and physical (tangible) communications, reports and other Nakilat documents. All business records must be retained in accordance with Nakilat P&P and applicable legal, financial and regulatory requirements.

2.3.4.6 Insider Trading Laws

Using confidential material information for trading, or tipping others to trade, is both unethical and illegal. Material inside information is any information about a Company (Nakilat, our suppliers or customers) that has not reached the general marketplace and is likely to be considered important by investors deciding whether to trade. The term trade includes all securities transactions in the open market.

For the purpose of this policy, insider information is information and knowledge that is not publicly available and can include but is not limited to the following:

- a. Financial results and other related operational information.
- b. Pending announcements regarding a new service, partnership or new business venture.
- c. Strategic plans, budgets or other strategic initiatives.
- d. A pending acquisition or sale of a material asset.
- e. The signing or termination of a material control or other business arrangement.
- f. On-going litigation including related settlement or arbitration terms.

The insider trading laws apply to all Employees, consultants, and agents of Nakilat companies, as well as suppliers who have access to such information. It is illegal to give undisclosed material information to anyone, other than in the necessary course of business. Employees who involve themselves in insider trading, either by personally engaging in trading or by disclosing confidential information to others, are subject to immediate dismissal and prosecution.

Please refer to Finance - Insider Trading Policy & Procedures, for more information on this topic.

2.3.4.7 Import and Export Control Laws

Nakilat strictly adheres to all applicable domestic and international trade, import and export control laws and regulations, including sanction regimes, and customs control regulations. Employees, Consultants and Agents must understand the laws affecting their import and export activities, follow Company procedures, seek appropriate training and maintain required records for review by customs and other government agencies as requested.

In addition, Employees, Consultants and Agents, who are responsible for the transfer or movement of Nakilat items (e.g. products, commodities, software, and technology), services, financial transactions, and movement of people across international borders, must ensure that they and their teams understand and comply with all relevant laws and regulations. Legal assistance must be sought if there is any doubt about application and interpretation of those.

2.3.4.8 Fair Competition Laws

Competition or antitrust laws are designed to ensure a fair and competitive free-market system. While Nakilat will compete vigorously in the marketplace, we will comply with the applicable competition and antitrust laws wherever we do business. This means that we will compete on the merits of our products and services, the prices we charge and the customer loyalty we earn.

Some of the most serious competition offenses occur between competitors, such as agreements to fix prices or to divide customers, territories or markets. It is therefore important to avoid discussions with competitors regarding pricing, terms and conditions, costs, marketing or production plans, customers and any other proprietary or confidential information. Competition laws also may apply in other circumstances, like benchmarking efforts, trade association meetings or strategic alliances involving competitors.

Be accurate and truthful with customers, and take particular care when describing the quality, features or availability of our products and services. Be similarly careful if you describe a competitor's products or services. It is unwise to criticize a competitor to a customer, and it is inappropriate to interfere with any contract between a competitor and a customer of the competitor.

Qatar has issued a law entitled Protection of Competition and Prohibition of Monopoly Practices, which deals with fair competition within Qatar and stipulates any person who violates the provisions of this law shall be punished with a fine of not less than QAR 100,000 and not more than QAR 5,000,000.

2.3.4.9 Anti-Money Laundering

Nakilat is committed to comply with applicable anti-money laundry regulations wherever it conducts business. It will only perform financial transactions with verified recipients and financial institutions for legitimate and substantiated expenses and in accordance with properly executed contractual commitments.

Money laundering occurs when the proceeds of crime are hidden in legitimate business dealings, or when legitimate funds are used to support criminal activities, including terrorism. Nakilat Employees, Consultants and Agents must be cognizant of suspicious transactions involving numerous or unusual counter- parties and/or monetary transfers. It expects all such relationships and/or exchanges to undergo a rigorous review in accordance with Nakilat's due diligence standards. This includes for all customers, suppliers, joint venture partners or any other third parties, especially whereby unusual or suspicious monetary requests are sought.

Concerns around the source or use of funds, irregular payments or unusual transactions must be brought to the attention of Nakilat Legal Department as and when the concerns present themselves. This means that Employees, Consultants and Agents need to be familiar with and understand the identity of the people and organizations with which Nakilat does business.

2.3.4.10 Human Rights

Nakilat respects and upholds international standards on human rights and does not engage in any conduct that hinders or interferes with them. Nakilat avoids infringing on the human rights of others and endeavors to address adverse impacts, which the Company may be associated with as part of the operations. Our human rights commitment means that we will not engage, tolerate or work with business partners:

- a. That employ children and minors.
- b. That engage in human trafficking or forced, bonded or compulsory labor.
- c. Whose Employees are not free to leave their employment after reasonable notice or are required to lodge deposits of money or identity papers with their employer, unless required to do so in accordance with applicable laws.

We respect the human rights of people in communities impacted by our activities, including in relation to their use of land, water and other natural resources.

2.3.4.11 Code of Business Ethics & Conduct Waivers

The Ethics Committee is responsible for monitoring the compliance with Nakilat's Code of Business Ethics & Conduct P&P and any revision, as appropriate. The Ethics Committee reports regularly to Nakilat's CEO with respect to status of compliance with the Code or other legal or regulatory matters of concern.

Any waiver regarding request for exceptions to the rules set out in the Nakilat's Code of Business Ethics & Conduct for any Employee, Consultant or Agent must be made to Nakilat CEO. Nakilat Board of Directors, or a committee designated by them, must approve any waiver or exception for Chief Officers or Directors of the Nakilat Board. Such waivers are made on an infrequent and isolated basis and only under extenuating circumstances.

2.3.5 *INTELLECTUAL PROPERTY AND CONFIDENTIALITY*

It is the policy of Nakilat that Employees, Consultants and Agents must not disclose confidential information obtained in the course of their employment or engagement unless authorized to do so and to the extent strictly necessary to perform their duties. No individuals should use or disclose at any time, during or subsequent to their Nakilat employment or service engagement, without proper authority, any information obtained from any source in the course of the Company's business. This includes disclosure to family members, friends and third parties.

Nakilat Employees, Consultants and Agents are expected to protect Nakilat assets, intellectual property and commercial information efficiently to advance the interests of the Company. Information belonging to third parties but made available to Nakilat for legitimate business reasons, must also be protected and kept confidential.

Employees, Consultants and Agents must use reasonable precautions to restrict access to confidential information in accordance with this policy and applicable laws. This includes ensuring that the transmission of documents by electronic means occurs only when and where it is reasonable to believe that the transmission can be made and received under secure conditions. It also means that confidential information is kept in a secure place to which access is restricted and is promptly removed or destroyed when no longer required.

Knowledge of confidential information about another party gained in the course of Nakilat work duties must be protected in the same manner as confidential information pertaining to Nakilat's operations.

2.3.5.1 Intellectual Property

The Company recognizes and fully respects the legal rights of others on matters involving the ownership and use of intellectual property. "Intellectual property" includes all of the property and intangible assets of the Company such as patents, inventions, trademarks, copyrights, trade secrets, or property information. The Company will:

- a. Comply with copyright laws and respect the rights of owners of films, videos, books, written materials and computer software.
- b. Not knowingly infringe or make illegal use of any trademark, patent, trade secret or proprietary technology or information belonging to a third party.
- c. Respect and comply with the terms of all software licenses. This includes ensuring Employees do not copy software onto any computer for which the software is not registered.

2.3.5.2 Confidential Information

For the purpose of this policy, confidential information includes any and all non-public information proprietary to Nakilat, including directly and indirectly obtained, disclosed, or provided to, by or on behalf of the organization, in any format and irrespective of the media on which it is contained, acquired or produced by Nakilat or its affiliates.

Likewise, it includes information belonging to third parties and provided to Nakilat in the course of business, including that pertaining to customers, suppliers, Employees, joint venture partners, subsidiaries and/or other third parties, as well as that which relates to the Employees, assets and/or affairs of the applicable organizations. Knowledge of confidential information about another party gained in the course of Nakilat work related duties must be protected in the same manner as confidential information pertaining to Nakilat's operations.

The following are examples of confidential information:

- a. Information about contractual arrangements and other business dealings between suppliers, contractors, joint venture partners or customers that has not been publicly disclosed.
- b. Information about pending Nakilat transactions including proposed acquisitions or dispositions.
- c. Financial results pertaining to Nakilat's organization or any other accounting or cost-related data.
- d. Information pertaining to Nakilat's long term strategies or annual operating plans and budgets.
- e. All Nakilat documents, records, memoranda, emails, whether in printed or electronic format.

In order to preserve confidentiality, Employees, consultants and agents should:

1. Limit the disclosure of information within Nakilat organization to those with authorized access and that require it for legitimate Nakilat related business matters.
2. Limit the removal of confidential information from Nakilat premises.
3. Ensure unauthorized replication of information does not occur.
4. Not leave confidential information unattended or in unlocked locations.
5. Not discuss confidential Nakilat information in public areas.

2.3.5.3 Competitive Intelligence and Customer/Supplier Information

Competitive information is a valuable tool that allows us to understand and manage our markets, products and services so we can better meet our customers' needs. However, Employees are expected to gather and use that information in an ethical manner and in compliance with the law. Prohibited, of course, are theft, illegal entry, black market purchases, blackmail, electronic eavesdropping, threats and other improper methods. Employees of competitors or suppliers should not be asked to reveal proprietary information. Our Employees should likewise never divulge proprietary information about their former employers, and we will not ask them to.

Similarly, the records we maintain on our customers should only be used for Nakilat business purposes. This information should not be released without proper authorization and for legitimate business reasons. Any proprietary or non-public information about our competitors or suppliers should not be used if you suspect it has been obtained improperly or misdirected to you in error (e.g., misdirected faxes or bid information).

Commercially sensitive information is a subset of confidential information. It is particularly sensitive from a commercial and/or competitive perspective as it may influence competitive conduct on the market.

Commercially sensitive information includes confidential information, which is non-public, non-generalized and of a current, recent or predicted nature. Examples may include information contained in Nakilat related tenders, technical bid submissions, sales contract and purchasing agreements. It also includes pricing policies, market strategies, pricing, margins, cost data, buyer identities, markets, product destinations, production volume and usage.

Supplementary steps must be taken to ensure that all information of a commercially sensitive nature is protected with access restricted to designated individuals. Likewise, unauthorized disclosure of such information, whether to internal or external parties, is strictly prohibited.

2.3.6 PROTECTING ASSETS AND RESOURCES

Proper protection and use of Company assets, including proprietary information, is a fundamental responsibility of each Employee.

2.3.6.1 Protection and Use of Company Assets

Protecting Company assets against loss, theft and misuse is everyone's responsibility. Our equipment, vehicles, tools and supplies have been acquired solely for the purpose of conducting Company business. They may not be used for your personal benefit, sold, loaned, given away or disposed of without proper authorization. Taking Company property from our facilities without permission is regarded as theft, and dismissal is the standard disciplinary sanction.

Company credit cards, cash, checks or money orders should never be used for personal use. Vouchers, time sheets, invoices, benefits, claims and travel and expense reimbursement reports are used to obtain Company funds and property. Inaccurate or incomplete documents can result in an improper, and potentially fraudulent, acquisition of Company assets.

Employees are required to report any cases of theft or misuse of Company assets that they become aware of, to their supervisor or the EC.

2.3.6.2 Protection of Information Resources

Nakilat computer and network hardware, software and telephone or other communication equipment (our information resources) are key components of our business. They are intended for Company business use and all information processed, transmitted or stored within these assets belongs to the Company and can be monitored at any time. Some occasional and reasonable personal use is permitted. However, all use, business or personal, must be consistent with the Company's corporate values.

Employees are responsible for protecting these resources from damage, destruction, viruses, alteration, theft, fraudulent manipulation and unauthorized access, disclosure or use.

Employees should follow the below guidelines to ensure that their computer systems are adequately protected:

1. User passwords should be random combinations of letters and numbers.
2. Passwords are not shared, changed regularly, not written down where others might see it.
3. Protect all equipment and data from theft.
4. Lock up laptop computers and other portable devices after hours or when not attended.
5. Logoff or use a password protected screensaver when the Employee is away from his/her computer.
6. Use anti-virus software and update the virus definitions files regularly.
7. Have backup plans and procedures that preserve important data and allow critical work to continue in the event of loss, theft, or damage to a computer system.
8. Use software that has been properly licensed and authorized by Nakilat on your computer.
9. Never make unauthorized copies of software.

Employees may use Nakilat-licensed software on home computers only if specified with in the license agreements.

2.3.6.3 Electronic Communications Systems

Nakilat internal electronic communications systems are used primarily for Company business, but never for personal gain or any improper use.

Employees are generally allowed to use Nakilat Internet access, e-mail, paging, fax and telephone systems for incidental or occasional personal use, as long as:

- a. There is no significant added cost to the Company.
- b. It does not interfere with work duties and is not related to an illegal activity or to any outside business.

If an Employee needs clarity whether it is permissible to use any Company assets for purposes other than business, he should refer to his Line Manager in advance. Accessing, sending or downloading any information that could be insulting or offensive to another person, such as sexually explicit messages, cartoons, jokes, unwelcome propositions, ethnic or racial slurs, or any other message that could be viewed as harassment is prohibited.

Note: "Flooding" Nakilat systems with junk mail and trivia hampers the ability of systems to handle legitimate Company business.

Employees' personal privacy is not always protected on communication systems, and the Company reserves the right to access and disclose this information as necessary for business purposes (Unless prohibited by law). Accordingly, Employees should use their good judgement, and not to access, send messages, or store any information that they would not want to be seen or heard by other individuals.

Violations of these policies may result in disciplinary actions up to and including dismissal from the Company.

2.3.6.4 Financial Reporting Integrity

Most of the Employees are involved with financial reports of some kind – preparing time sheets or expense statements, approving invoices, signing for receipt of purchased materials or preparing inventory reports. And while some Employees may not be familiar with accounting procedures, they need to make sure that every business record is accurate, complete and reliable. This standard also applies to all operating reports or records prepared for internal or external purposes, such as environmental data, vessel movement reports, quality control reports or sales projections.

These records are critical to the Management of the business, where Employees should make sure that all their records are truthful and accurate, and unrecorded or "off-the-books" funds or assets should not be kept for any purpose. Where false, misleading or incomplete information undermines the organisation's ability to make good decisions about resources, personnel and programs and, in some cases, violates the law.

The Company has established accounting standards and procedures to ensure that assets are protected and properly used, and that financial records and reports are accurate and reliable. Employees share the responsibility for maintaining and complying with required internal controls.

2.3.6.5 Protecting Company Intellectual Property and Confidential Information

Our creativity and innovative ideas make significant contributions to Nakilat's continued success in the marketplace. We must protect and leverage our intellectual property, which includes inventions, discoveries, improvement ideas, computer programs and related documentation, trademarks, patents, copyrights and proprietary information.

Examples of proprietary or confidential information include:

- a. Business, research and new business plans
- b. Objectives and strategies
- c. Unpublished financial or pricing information
- d. Proposed asset acquisitions or dispositions
- e. Processes and formulas
- f. Salary and benefits data
- g. Employee medical information
- h. Employee, customer and supplier lists

Employees who have access to proprietary and confidential information are obligated to safeguard it from unauthorized access and:

1. Not disclose this information to persons outside Nakilat.

2. Exercise caution when discussing Company business in public places where conversations can be overheard, like restaurants and on airplanes. Recognize the potential for eavesdropping on cellular telephones.
3. Not use this information for personal benefit or the benefit of persons outside of Nakilat.
4. Not share this information with other Employees except on a legitimate "need-to-know" basis.

Any Company information created in the course of our employment belongs to the Company. Employees leaving the Company must return all proprietary information in their possession. Our obligation to protect Nakilat proprietary and confidential information continues even after we leave the Company.

2.3.6.6 Political Activities

Political activities that Employees are prohibited from doing while acting on behalf of the Company include:

- a. Contributions of Company funds, cash or in-kind, or other resources in support of political activities, organizations, political candidates, parties or officials in the State of Qatar or anywhere else in the world, unless permitted by law and approved by the Board of Directors.
- b. Solicitation of political contributions from individual Employees.
- c. Political activity in the countries in which he is not entitled to exercise civic rights.
- d. Contributions, donations or support to organizations that have social, cultural, educational or artistic missions are excluded from this definition.
- e. Signing petitions, letters or statements, that would prejudice the reputation and prestige of the State of Qatar or adversely affect relations with other countries.
- f. Inducing others to join in similar types of political activities.
- g. Distributing flyers or other publications related to political messaging.

2.3.7 REPORTING ISSUES TO DESIGNATED AUTHORITIES

All Employees are expected to assume the responsibility, to ensure that any concerns and observations, which deviate from our values and contradict to the Code of Business Ethics & Conduct, shall be reported immediately to the designated authorities.

If any Employee reasonably believes that any policy, procedure, practice, or action of the Company or any of its Employees is in violation of the laws, regulations, or the Code of Business Ethic & Conduct, he or she should report the violation immediately.

In the first instance, Employees shall address the concern, to their manager, but if it is not feasible or Employee is unsatisfied to approach the manager (either Line Supervisor, Department Manager or Group Chief), then he/she shall approach HR Shared Services Section within Human Resources Department.

Following are examples of issues, which shall be addressed to Head of HR Shared Services or his delegate:

- a. Head of the Department/Section reporting about his direct subordinate
- b. Employee who is the victim of misconduct/behavior from peers or other Employee within the Company.
- c. Employees' observation with regards to the policy and procedure practiced in the Company, which violates any governmental regulations or Code of Business Ethics & Conduct.
- d. Employee reasonably believes that an Employee is involved in practices, which contracted to this policy.
- e. Employee is approached by external vendors, seeking favor or offering gifts.

If the Employee is not satisfied with any of the above options, or if the Employee wishes to make an anonymous report, then he shall report through Whistleblowing channel at:

nakilatcompliance@nakilat.com

2.3.8 ETHICS COMMITTEE (CONSTITUTION MANDATE)

The Ethics Committee shall report directly to the Chief Executive Officer of the Company. Its composition, responsibilities and procedures shall be as follows:

2.3.8.1 Composition

Nakilat CEO shall appoint the voting members, consisting of Six (6) Members; a Chairman and five (5) other members.

Members of the Ethics Committee shall be Company Employees, who collectively have broad knowledge of and experience with the Company's business activities and disciplines and occupy managerial positions to facilitate fair, objective and impartial judgement.

The members of the Ethics Committee cannot delegate their roles. Each Committee member is appointed for a term of four (4) years, which is reviewed bi-annually. An appointment to the Ethics Committee may be revoked only by a written resolution of all the other Committee members. A copy of any such resolution must be addressed to CEO for endorsement.

A quorum for the purpose of any meeting is as per the following schedules:

Number of EC Members	Quorum
4	3
5	3
6	4

In the event of a tied vote, the Chairman will cast the final vote.

2.3.8.2 Responsibilities

The Ethics Committee, which reports to CEO, shall deal with all questions related to the Code of Business Ethics & Conduct. Its major responsibilities are:

- a. Assist CEO and/or HR with reviewing and providing consultancy services to matters in violation to the Code of Business Ethics & Conduct as referred to by HR.
- b. Draw matters within its mandate to the attention of the CEO as occasion requires.
- c. Act where appropriate as the Disciplinary Hearings Committee.
- d. Review those cases reported through the anonymous reporting (whistleblowing) channels and referred to the Ethics Committee by the Chief Internal Auditor.
- e. Conduct or authorise investigations into any matters as it shall deem appropriate, including the authority to request any Employee or external party working under an agreement with the Company to meet with the Committee.
- f. Run periodical campaigns through publications to increase the level of awareness to the Code of Business Ethics & Conduct.
- g. Review and assess all report periodically to ascertain campaigns are also designed on emphasizing cases of frequent breaches to the Code of Conduct.

2.3.9 *EMPLOYEE DECLARATIONS AND ANNUAL COMPLIANCE SURVEY*

Employees must declare in writing, any of the potential conflict of interest situations noted in the Conflict of Interest section, immediately upon their occurrence. Human Resources Department will review and resolve any reported conflict of interest situations by assessing whether the conflict exists and recommending appropriate action. These disclosures must also be reported in the annual compliance survey.

An annual Code of Business Ethics & Conduct Declaration survey will be performed. All Employees shall complete the Code of Business Ethics & Conduct Declaration Form (Appendix A) by January of each year for the preceding year. The form should be completed and submitted to the Human Resources Department. All new Employees shall also complete this form upon their employment, acknowledging they have read and understood the Code of Business Ethics and Conduct P&P.

2.3.10 *DISCIPLINARY ACCOUNTABILITY*

Any violation of this policy may lead to criminal or civil proceedings and / or disciplinary actions, including termination of employment. The following list is indicative of some policy violations, but is not exhaustive:

- a. Deliberately not reporting a violation of any law or of this policy by the Employee or others.
- b. Knowingly authorizing or allowing violation of any law or this policy.
- c. Retaliating or encouraging others to retaliate against an Employee who in good faith reports the violation of any law or this policy.

2.3.11 *FINAL AUTHORITY*

The Company's decision regarding any violation of this policy shall be final and in its absolute discretion. The Company reserves the right to take all appropriate actions that will ensure full compliance with this Policy.