



EITC Employee Code of Business Conduct and Ethics

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Emirates Integrated Telecommunications Company PJSC

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Leadership
Message



Conduct
and Ethics
At a Glance



Culture



Internal
Business
Conduct



External
Relationships



Marketplace
Conduct



Information



Others



Conflict
of Interest
Policy



Code of Ethics and
Conflict of Interest for
the Senior Leaders



Insiders and
Share Dealing
Policy



Related Party
Transactions
Policy



Anti-Bribery and
Anti-Corruption
and Gifts Policy



Protection of
Confidential
Information Policy



Sanctions,
AML/CTF and
Recusal Policy



Whistle
Blowing
Policy



Third-Party
Due Diligence



Definitions

Leadership message

Dear Colleagues,

The 'Code of Business Conduct and Ethics' policy fosters an environment of ethical behaviour, integrity, and excellence and is aligned with organization's mission, as well as its values and principles. It not only lays down a strong cultural foundation for the business, but also helps companies enforce and implement ethical policies and procedures, which aids in all kinds of decision making.

In this respect, I present to you our revised 'Code of Business Conduct and Ethics', which serves as both the principal statement regarding the way that EITC conducts its business and showcases our level of commitment to ethical business practices.

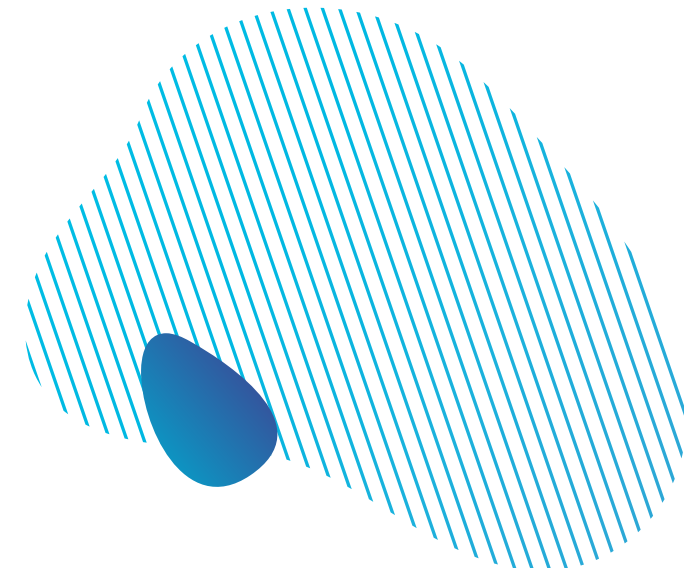
The 'Code of Business Conduct and Ethics' fosters trust between the organisation and a variety of other stakeholders affected by its actions including employees, suppliers, customers, and the general public.

I hope that every employee imbibes and lives by the principles laid out in 'Code of Business Conduct and Ethics' and act ethically and with complete integrity in our day to day business transactions.

Regards,

Fahad Al Hassawi

EITC - Chief Executive Officer





Leadership
Message



Conduct
and Ethics
At a Glance



Culture



Internal
Business
Conduct



External
Relationships



Marketplace
Conduct



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of Interest
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Code of Ethics and
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Insiders and
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Related Party
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Anti-Bribery and
Anti-Corruption
and Gifts Policy



Protection of
Confidential
Information Policy



Sanctions,
AML/CTF and
Recusal Policy



Whistle
Blowing
Policy



Third-Party
Due Diligence



Definitions

To whom does the code apply?

The Code is applicable to EITC (“Company”) and its subsidiaries including all of its employees (core, contract, consultant or any other category) and members of the Executive Management/ Board of Directors.

Ethical business conduct is critical to our business and it is your responsibility to respect and adhere to these practices.

Who manages the Code of Business Conduct and Ethics?

The Code of Business Conduct and Ethics is owned and managed by Compliance function. However, there will be different owners for various internal policies within COBC and E, which need to ensure on-ground successful execution of the same.

Role of Compliance Officer?

1. The Compliance officer shall verify its compliance as well as the compliance of its staff with the provisions of the law, and the regulations and decisions issued pursuant thereto, as well as with the company internal policies and procedures.
2. The Compliance Officer shall be primarily responsible for supervising compliance within the institution and ensuring compliance with the laws, statutory requirements, policies and procedures.
3. Coordinate internal compliance audit and control activities, including periodic departmental reviews.
4. Perform independent investigation and take actions on compliance matters.

WHAT IS YOUR ROLE?

1. Act in accordance with the highest standards of personal and professional integrity, honesty and ethical conduct.
2. Exercise good judgment to ensure the safety and welfare of employees.
3. Maintain a cooperative, efficient, positive, harmonious and productive work environment and business conduct.
4. Fully comprehend and adhere to Code of Business Conduct and Ethics at all times.
5. Adhere to all applicable laws, regulations and speak up to report any violations.
6. Complete all assigned trainings pertaining to the Code of Business Conduct and Ethics.

Code of Business Conduct and Ethics



Our code of Business Conduct and Ethics at a glance

1. We are committed to providing a work environment free of discrimination and harassment. The Company is an equal opportunity employer and makes employment decisions based on merit and business needs.
2. We prohibit harassment of any kind, including harassment based on pregnancy, childbirth or related medical conditions, race, religious creed, colour, sex, gender identity, national origin or ancestry, physical or mental disability, medical condition, marital status, age or any other basis protected by the local law or ordinance or regulation.
3. We are committed to comply with all applicable health and safety policies. We are subject to compliance with all local laws to help maintain secure and healthy work surroundings.
4. We are committed to avoid situations where a conflict of interest might occur or appear to occur or your ability to exercise independent judgment in the Company’s best interest is compromised.
5. We are committed to not engage in any activity that interferes with their performance or responsibilities to the Company or is otherwise in conflict with or prejudicial to the Company. Employees may not undertake any external business or any form of employment without prior approval.

The compliance function will prepare “the Code of Business Conduct and Ethics procedure” for various policies (wherever applicable), which will provide detailed operating level guidelines around governance mechanism, internal SLAs, working instructions etc. and conduct trainings, in coordination with HR function, for various COBC and E policies.

Culture

We are fully committed to act, in accordance with highest standards of personal and professional integrity, honesty and ethical conduct. We encourage a culture of mutual respect and tolerance and provide a work environment free of discrimination or harassment.

1. Ethics and integrity
2. Financial Integrity
3. Dress Code and No Smoking
4. Speaking Up
5. Respect and Anti-Harassment



Ethics and integrity

Integrity is a foundational ethical principle of our company, which helps us in making better decisions, with the long-term interests of our customers.

What to know?

- We strive to make EITC as an ethical workplace, which fosters a 'compliance oriented' culture within the company.
- We endeavor to act with high level of professional integrity and honesty in the execution of all duties.
- We are committed to live by the principle of 'good corporate governance' and our decisions are driven by our core values.

What to do?

- Maintain high standards in accordance with our code of ethics and to report any wrongdoing that falls short of these fundamental principles.
- Work within the framework of integrity, transparency and compliance with all applicable laws and regulations.
- Strive for the highest ethical standards and to deliver outstanding quality services to customers (internal as well as external).
- Conduct business in accordance with the contract of employment, spirit, and intent of all relevant laws and to refrain from any illegal, dishonest, or unethical conduct.
- Follow all internal policies, procedures, processes and guidelines issued by EITC.

WATCH OUT FOR:

1. Activities, decisions and behaviour, not in conformity with the fundamental values and principles of the company.

Financial integrity

Financial integrity is of utmost importance to us and is one of the guiding principles of ‘Code of Business Conduct and Ethics’.

What to know?

- As a public company, we are required to follow strict accounting principles and standards, to report financial information accurately and completely in accordance with these principles and standards, and to have appropriate internal controls and procedures to ensure that our accounting and financial reporting complies with applicable laws.
- The integrity of our financial transactions and records is critical to the operation of our business and is a key factor in maintaining the confidence and trust of our employees, shareholders and other stakeholders.

What to do?

- Ensure that all transactions are properly recorded, classified and summarised in our financial statements, books and records in accordance with our policies, controls and procedures, as well as all the necessary accounting standards, laws, rules and regulations for accounting and financial reporting.
- Not intentionally misrepresent or falsify the Company’s financial performance or otherwise intentionally compromise the integrity of the Company’s reports, records, policies and procedures.



WATCH OUT FOR:

1. Unauthorised or fraudulent transactions which are not in line with the normal course of business.
2. Recording of misleading transactions or transactions which are not verified by Finance prior to presenting it before the internal decision makers.

Dress code and No smoking

We act, behave and dress professionally, in line with guidelines around dress code prescribed by EITC.

What to know?

- The Company is committed to provide a safe workplace and protect all employees, service users, customers and visitors from exposure to smoke.
- Smoking is strictly prohibited in all enclosed premises on EITC’s work sites.
- All EITC’s workplaces (including EITC’s vehicles) are smoke-free and all employees and visitors have a right to a smoke-free environment.
- We act, behave and dress professionally, in line with guidelines around ‘dress code’ prescribed by EITC.

What to do?

- Pay attention to personal grooming and adhere to the recommended dress code.
- Abide by a professional dress code that is appropriate and they are expected to maintain a neat and professional appearance at all times when on duty, and should always be conscious of personal hygiene.
- Employees may only smoke outside in designated areas. When smoking outside, employees should ensure that they dispose of butts and other litter in the receptacles provided.



Speaking up

Ethics and Compliance is the responsibility of every employee. All employees are encouraged to speak up if they witness a breach of Code of Business Conduct and Ethics or see practices which are not aligned with the values of the company.

What to know?

- We encourage a culture of openness and accountability within the organisation.
- We are committed to investigate disclosures fully, fairly, quickly and confidentially.
- We will ensure that employees who raise genuinely held concerns in good faith will not be dismissed or subjected to any detriment because of such action.

What to do?

- Report any wrongdoing that falls short of our fundamental principles and to report any circumstances that are in breach of our policies.
- If you find or have any concern related to questionable behaviour, whether or not constituting potential or actual violations of this code or the law, you should promptly report them to the compliance function or internal control.
- Please refer to the Whistle-blowing policy (part of current COBC and E) for details.
- If you see it, say it.

WATCH OUT FOR:

1. Non-adherence to the standards set out in the Code of Business Conduct and Ethics or any other internal policies affecting the company.

Respect and Anti-Harassment

Our employees are our biggest asset and we treat every employee with respect and dignity. We treat our employees fairly and respectfully and have zero tolerance for any harassment.

What to know?

- We strive to foster an environment, wherein, all employees are treated with dignity and respect and free from harassment or other forms of bullying at work.
- We maintain a professional and ethical business environment and workplace, with due respect to the customs and values of different cultural groups and nationalities.
- We have the responsibility for maintaining acceptable standards of personal behaviour and for assuring that others have the opportunity to carry out their work assignments in a business-like atmosphere, free from discrimination or harassment.

What to do?

- Treat fairly and professionally the Company’s customers, suppliers, partners, service providers, competitors, employees and anyone else with whom you have contact in the course of performing your job.
- Not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of facts or any other unfair dealing practice.
- Uphold our commitment to always do what is right and just.
- Demonstrate ethics, integrity, and accountability at all times.
- Complete all assigned training(s) relating to this Policy.
- Raise any known or suspected violations of this Policy to the Compliance Function, which compliance function will discuss confidentially and discreetly with other relevant stakeholders.



WATCH OUT FOR:

1. Bullying at work is not acceptable.
2. Discrimination or harassment of any nature at workplace.

Internal Business Conduct

We encourage all employees to strictly abide by the internal business conduct procedures and report any violations in a timely manner. We encourage employees to act responsibly for all Company funds over which they exercise control.

- 1. Conflict of Interest
- 2. Asset management



Conflict of Interest

A 'conflict of interest' might hamper our decision-making processes. We strive to create a culture of ethics and trust by setting the right 'tone from the top'.

What to know?

- A conflict of interest will arise if a personal or business relationship may lead you to put your own self-interests ahead of the best interests of the Company.
- A conflict of interest can also arise when you receive improper personal direct or indirect benefits as a result of your position within EITC or any of its subsidiaries, or use corporate property, information or position for personal gain.
- We adhere to SCA guidelines around management of 'Conflicts of Management'.

What to do?

- Act in the best interests of the Company and to seek to avoid any relationship that could cause a conflict of interest or future conflict of interest with your duties and responsibilities to EITC.
- If you think that you may have a potential or actual conflict of interest or know of a potential or actual conflict of interest that exists elsewhere in the Company, you must make disclosure to Compliance function. Refer 'Conflicts of Interest Policy' (part of current COBC and E) for details.
- Only serve or provide advisory services, post approval of the Compliance function, on the boards of other business entities, provided that such business entities are not in direct competition with our business operations.

WATCH OUT FOR:

1. Personal relationships with current or potential partners including but not limited to customers, suppliers, competitors etc.

Asset Management

Effective asset management allows a company to manage all assets within their portfolio to create more efficient operations, which fosters the growth of the company.

What to know?

- We should strive to protect the Company's assets is a key responsibility of every employee.
- We should use our assets efficiently and ensure they are not misappropriated, loaned to others, or sold or donated, without appropriate authorisation.

What to do?

1. Act responsibly for all Company funds over which they exercise control. Company funds must be used only for Company business purposes and not for any personal purpose or financial gain.
2. Must use company assets responsibly and use it only for Company business purposes.
3. Never make or use illegal or unauthorised copies of any software, whether in the office, at home, or on the road, since doing so may constitute copyright infringement and may expose you and the Company to potential civil and criminal liability.
4. Protect the intellectual properties, trade secrets and other confidential information owned by the Company and its customers or associates because it is critical to our success.

WATCH OUT FOR:

1. Unauthorised usage of company assets/ funds for personal purpose or financial gain.

External Relationships

We are committed in building healthy, strong and long-term relationships with our employees, partners and customers by complying with all anti- bribery and anti- corruption laws and we expect all employees to act with the highest standard of honesty and integrity at all times.

- 1. Anti-Bribery and Anti-Corruption and Gifts
- 2. Working with Government
- 3. Business partners



Anti-Bribery and Anti-Corruption and Gifts

We have a zero tolerance policy towards bribery and corruption, which is our guiding principle, we live by.

What to know?

- We do not tolerate any form of facilitation, inducement, bribery or corruption and are committed to complying with applicable anti- bribery laws.
- We do not offer or take any gifts in any form or manner and comply with all applicable anti-bribery and anti-corruption laws.
- We adhere to SCA regulation guidelines with respect to acceptance of gifts stating that “Accepting gifts and other compliments from persons or authorities may lead to interest conflict or duplication, if the party giving this gift/compliment does so in circumstances wherein it may be concluded that this act was intended to influence, or may influence the Board member in performing its tasks”.

What to do?

- Act with the highest standards of honesty and integrity at all times, while working on Company premises, and at any other time or place where you are representing the Company.
- Not engage in giving or receiving a bribe, whether given or received directly or indirectly.
- Always adhere to Anti- Bribery and Anti- Corruption and Gifts policy. Refer the policy for details.
- Attend all assigned trainings pertaining to the said policy.
- Report any concerns or violations pertaining to bribery or corruption to the Compliance Function, which the compliance function will discuss with other relevant stakeholders and take appropriate actions accordingly, if required.

WATCH OUT FOR:

1. Solicitation of any kind - in the form of any gifts or business courtesies.
2. Receiving gifts in cash or kind from any vendor/ partner or third-parties, which may directly or indirectly affect your decision making.



Working with Government

We interact with a lot of government entities, in our day to day operations and are aware of the special precautions, that must be taken when interacting with Government Entities or Government Officials.

What to know?

- We partner and interact with various government entities for our day to day operations.
- It is illegal to make or authorise any form of corrupt offer, payment, gift or promise to pay, or to give anything of value, to a Government Official to obtain or retain business or some other commercial advantage for you or the Company.

What to do?

- Strictly adhere to gifts related guidelines in regard to Government officials.
- Under no circumstances may any employee or anyone acting on EITC's behalf make facilitation payments to any Government Official.
- Always adhere to Anti-Bribery and Anti- Corruption and Gifts policy. Refer the policy for details.
- Attend all assigned trainings for the said policy.
- In case of any queries or report any wrongdoing, reach out to Compliance function, which the compliance function will discuss with other relevant stakeholders and take appropriate actions accordingly, if required.

WATCH OUT FOR:

1. Unauthorised payments being made to the government department or government officials.



Business partners

We work with a plethora of business partners across the globe and deal with them ethically and uphold our moral values.

What to know?

- We work with various business partners, who are expected to comply with applicable laws and regulations and adhere to our “Partner Code of Business Conduct and Ethics”.
- We follow a fair, transparent process for supplier selection and select significant suppliers or enter into significant supplier agreements through a competitive bid process where possible and follow the guidelines as mentioned in our Sourcing Handbook.
- We do not engage in or facilitate in any Sanctioned or money laundering or terrorist financing activities and adhere to Sanctions and AML policy.

What to do?

- Conduct appropriate due diligence before entering into a transaction with any partners.
- Deal fairly with the Company’s suppliers, partners, service providers, with whom you have contact in the course of performing your job.
- Before engaging any such party, you are expected to undertake appropriate due-diligence checks.
- Maintain the confidentiality of information entrusted to you by the Company or by its customers, suppliers or partners, except when disclosure is expressly authorised or legally required.
- Attend all assigned trainings pertaining to the said policy.
- Report any concerns or violations pertaining to business partners to the Compliance Function, which the compliance function will discuss with other relevant stakeholders and take appropriate actions accordingly, if required.



WATCH OUT FOR:

1. Business partners who provide incomplete, suspicious information or avoid adhering to our partner Code of Business Conduct and Ethics.

Marketplace Conduct

We have established internal policies and procedures setting out minimum standards to adhere to the required SCA rules and regulations with respect to all of our business activities. We intend to comply with all the applicable rules and regulations in letter and in spirit and expect all our employees, consultants, partners, board directors to follow the same.

1. Insider share dealing and related parties
2. Intellectual Property and Competition Laws



Insider share dealing and related parties

We are mindful of SCA mandates in regards to share dealing and related parties' transactions and expect all employees, consultants, partners and board directors to be in strict adherence to the same.

What to know?

- Insider trading is strictly prohibited and is illegal. Insider trading generally involves the act of subscribing or buying or selling of the company's shares, when in the possession of any unpublished price sensitive information about the company.
- Failure to comply with the Share Dealing Policy may subject you to individual or civil liability,
- We adhere to SCA mandates in regard to share dealing and related parties' transactions.
- Providing price sensitive or privileged company information to others may constitute insider share dealing even if you have not bought or sold shares in the company directly.

What to do?

Always adhere to guidelines mentioned in

1. 'Insider and Share Dealing Policy' and 'Related Parties Transactions Policy'.
2. Make complete disclosures, acting in line with Insider Share dealing policy.
3. Attend trainings pertaining to Insider share dealing and related parties transactions policy on annual basis.
4. Report any concerns or violations pertaining to insider trading to the insiders.committee@du.ae.

WATCH OUT FOR:

1. Disclosing any confidential information related to company with close friends, relatives etc.
2. Inadvertently discussing company's confidential information in public forums etc.



Intellectual Property and Competition Laws

We believe and promote and unbiased and fair competition and operate on a level playing field with our competitors.

What to know?

- We value and protect our patents, trademarks, copyrights and trade secrets etc.
- We strive to gain competitive advantage through superior performance and not through unethical or illegal business practices.
- We believe in working with complete honesty and integrity and never engage in any improper agreements with, or collude with, competitor about markets, pricing etc.

What to do?

- Identify and protect the intellectual properties, trade secrets and other confidential information owned by the Company and its customers or associates.
- Deal fairly with the company's competitors in all our dealings.
- Report any concerns related to intellectual property rights, fair competition to the Compliance Function, which the compliance function will discuss with other relevant stakeholders and take appropriate actions accordingly, if required.

WATCH OUT FOR:

1. Usage of trademarks or intellectual properties of eitic or of any partner/vendor without proper authorisation and approvals.
2. Inadvertent disclosures that may arise in a social context or in normal discussions and correspondence with our suppliers and customers, which may result in any competitive advantage of one the vendors or suppliers.

Information

We expect all of our employees to protect and safeguard all the confidential and proprietary information of the company and its customers, partners or any third-party information collected during the normal course of the business.

1. Confidentiality and Privacy Commitment
2. Information and Record Management



Confidentiality and Privacy Commitment

The Company’s confidential information is a valuable asset and we adhere to all applicable laws, regulation and our key business policies.

What to know?

- We respect the privacy of information of our customers, partners, employees etc. and we adhere to our key business policies in this regard.
- We expect employees to comply with applicable information security policies, failure to comply will lead to disciplinary action and/or criminal sanctions under the applicable laws.

What to do?

- Maintain the confidentiality of information entrusted to you by the Company or by its customers, suppliers or partners.
- Protect all forms of data in your possession and always adhere to “Protection of Confidential Information” (part of COBC and E) policy. Refer to the policy for details.
- Attend trainings pertaining to policies related to ‘Confidential Information’.
- Report any concerns or violations related to Confidentiality and data privacy to the Compliance function and/or TSRM, which the compliance function will discuss with other relevant stakeholders and take appropriate actions accordingly, if required.

WATCH OUT FOR:

1. Inadvertent disclosures that may arise in a social context or in normal discussions and correspondence with our suppliers and customers.
2. Discussing confidential information or leaving sensitive information in public areas.



Information and Record Management

We adhere to all record keeping guidelines emanating from our various business policies and regulations.

What to know?

- Company's business and legal requirements in managing records, including all recorded information regardless of the medium or its characteristics. Records include paper documents, CDs, computer hard disks, email, floppy disks, USB's, microfiche, microfilm, customer data or files of any form and all other media

What to do?

- Employees must utilize electronic communication devices in a legal, ethical, and appropriate manner.
- Attend trainings pertaining to policies related to 'Confidential Information'. Refer the policy for details.
- Report any concerns related to Confidentiality and data privacy to Compliance function and/or TSRM, which the compliance function will discuss with other relevant stakeholders and take appropriate actions accordingly, if required.

WATCH OUT FOR:

- Sharing of sensitive/confidential information of the company or customers to unauthorised people.
- Keeping your laptop and computer accessible to all by not locking it

Others

We abide by the principles of honesty and integrity and believe in fair and equitable treatment of all our employees. We expect our employees to adhere to our various policies e.g. social media guidelines, travel and expenses etc.

1. Speaking on behalf of EITC
2. Social Media Guidelines
3. Travel and Expenses
4. Discipline and Grievance handling



Speaking on behalf of EITC

We communicate openly and transparently with all our stakeholders, in line with our defined policies.

What to know?

- EITC has a dedicated communication channel to ensure that all our stakeholders receive consistent, accurate, complete and relevant information in a timely manner and in accordance with the relevant laws and regulations.
- We utilise our official communication channel, defined in our internal policies and procedures.

What to do?

- Abstain from speaking on behalf of EITC, on any social media platforms, without taking appropriate approvals.
- All employees are representatives of EITC and whatever we do and say in public represents the company.
- Attend all assigned trainings pertaining to COBC and E.
- Reach out to the compliance function in case of any queries and the compliance function will discuss with other relevant stakeholders, if required to all the queries.



WATCH OUT FOR:

1. Making remarks/comments on behalf of EITC, in any public speaking engagement, representation or discussion on any media, social or other channels, unless they have prior approval.

Social Media Guidelines

We take a responsible and professional approach in how an organisation and its employees should conduct themselves online.

What to know?

- The Social Media team is the only team in charge of social media activity happening across EITC.
- We prohibit sharing proprietary or confidential company information across social media.

What to do?

- Act with extreme caution when expressing your opinion on social media, not speaking on behalf of EITC.
- Adhere to social media policy, owned by Brand and Communications team, without any exceptions.
- Do not post defamatory, derogatory, or inflammatory content.
- In case of any query, reach out to Brand and Communications for social media guidelines.
- In case of reporting any violation, reach out to the Compliance Function, which the compliance function will discuss with other relevant stakeholders and take appropriate actions accordingly, if required.

WATCH OUT FOR:

1. Temptation to post personal comments that could be interpreted, even mistakenly, as a comment or endorsement made by EITC.



Travel and Expenses

We adhere to our “General Expense Policy” and act with honesty and integrity in declaring our expenses.

What to know?

- EITC has an approved “General Expense Policy” applicable across EITC, which set guidelines around travel and expenses, reimbursements, approvals and signoffs etc.
- EITC promotes a ‘cost conscious’ approach and only claim reasonable and necessary expenses for business purposes.

What to do?

- Get the appropriate approvals for your expenses, in line with approved internal policies.
- Always adhere to the ‘General Expense Policy’ for expenses incurred in course of their official duties and assignments.
- Attend trainings in relation to the said policy.
- In case of any query, reach out to the Finance Function. In case of reporting any violation, report to the Compliance Function, which the compliance function will discuss with other relevant stakeholders and take appropriate actions accordingly, if required.

WATCH OUT FOR:

1. Fraudulent expenses submitted for any travel expense.
2. Claiming expenses, not in line with the General Expense Policy.



Discipline and Grievance handling

We adhere to all applicable laws and regulations and Code of Business Conduct and Ethics (and its internal policies) and expect all our employees to be mindful of strict compliance to the same.

What to know?

- We consider our employees are our biggest assets and believe in fair and objective systems to raise and review serious issues and complaints without bias.
- We comply to all applicable laws, regulations from regulators and government entities and set forth minimum expectations for employees in terms of governance around the policy with respect to adherence, attending trainings, reporting etc.

What to do?

- Understand and comply with the requirements of EITC Code of Business Conduct and Ethics (its policies and all downstream procedures).
- Adhere to all applicable laws and regulations pertaining to this policy.
- Complete all assigned training(s) relating to 'Code of Business Conduct and Ethics' Policy.
- Raise any concerns or violations to this policy to the HR Function.

WATCH OUT FOR:

1. Inadvertent non-compliance to any applicable law or regulation or any other compliance requirements.



Conflicts of Interest Policy

We avoid any activity that may create or has a potential to create any conflict of interest and Implement effective management strategies to minimise the development of actual conflicts of interest.



Summary

Overview

- 1. We act in compliance to SCA mandates and ensures that we conduct our business with integrity and complete honesty, without any conflict of interest.
- 2. This policy is to be used in conjunction with EITC Code of Business Conduct and Ethics.

Applicability and Consequences

This Policy applies to the entire EITC Group (including the board members). Those who fail to uphold the provisions and the spirit of this Policy put themselves, their colleagues, and the EITC Group at risk of fines, penalties, civil and/or criminal liability, and reputational damage.

Your Responsibilities

- 1. Understand and comply with the requirements of EITC Code of Business Conduct and Ethics (its policies and all downstream procedures).
- 2. Adhere to all applicable laws and regulations pertaining to this policy.
- 3. Uphold our commitment to always do what is right and just.
- 4. Demonstrate ethics, integrity, and accountability at all times
- 5. Complete all assigned training(s) relating to this Policy

Queries and Reporting Violations

- 1. Reach out to the Compliance function in case Of any queries.
- 2. Raise any known or suspected violations of this Policy to the Compliance Function.

Policy details

- a. You must act in the best interests of the Company and to seek to avoid any relationship that could cause a conflict of interest with your duties and responsibilities to EITC.
- b. As a general rule, a conflict of interest will arise if a personal relationship may lead you to put your own self-interests ahead of the best interests of the Company. A conflict of interest can also arise when you receive improper personal direct or indirect benefits as a result of your position within EITC or use corporate property, information or position for personal gain.
- c. As it is not possible to identify every scenario that might give rise to a conflict of interest, we set out below some examples to help you identify and avoid conflicts of interest:
 - Any ownership interest in any supplier, customer or competitor (other than insignificant amounts of publicly traded shares in quoted companies).
 - Any consulting or employment relationship with a customer, supplier or competitor of EITC.
 - Any outside business activity that competes with the Company’s business.
 - Any outside activity of any type that interferes with your duties and responsibilities to the Company or otherwise is so substantial as to call into question your ability to devote appropriate time and attention to your duties and responsibilities to the Company unless that activity has been disclosed to and approved by the Chief Executive Officer or the head of the Human Resources Department in writing.
 - Service on any board of directors of any customer, supplier or competitor, unless that service has been disclosed to and approved by the head of the Human Resources Department in writing,
 - Being in the position of directly supervising, reviewing or having any influence on the job evaluation, pay or benefits of any close relative (for the avoidance of doubt a

person’s close relatives include his father, mother, spouse, sons, daughters, brothers and sisters) or any other person in close relationship with you.

- Taking personal advantage of opportunities that avail themselves through the use of Company property, information or position; and
 - Selling anything to, or buying anything from, (except pursuant to any public arrangements approved by the Company).
- d. Any situation that presents a conflict of interest for you would probably also present a conflict of interest if it involves a close relative. For example, ownership of shares in a competitor of supplier by a close relative would create the same conflict of interest as if the shares were owned by you.
 - e. If you think that you may have a potential or actual conflict of interest or know of a potential or actual conflict of interest that exists elsewhere in the Company, you must make disclosure to an appropriate person, which in the case of employees is your manager, immediate supervisor or the head of the Human Resources Department. after disclosure, a determination will be made by the head of the Human Resources Department as to what course of action should follow.

- f. The Company reserves the right to determine when potential or actual conflicts of interest exist, and then to take any action which the Company - at its discretion - considers is needed to prevent the conflict from continuing. That action may include having you divest the conflicting interest, returning the benefit or gain received, realigning your duties and responsibilities, or taking disciplinary action, including immediate termination of your employment.
- g. Despite the above, it is recognised that there may be situations or transactions involving EITC in which an employee has a direct or indirect personal interest, but which is believed to be beneficial to the Company. In that case, the potential conflict should be disclosed, made a matter of record and approved by the Chairman, Deputy Chairman or the Human Resources Business Support.
- h. If a director or Senior Management team member is, either directly or indirectly, interested in any matter under consideration by the board of directors and the board determines that such matter is material, then any decision in relation to the matter in question must be taken in the presence of the majority of the directors. The interested director shall not be permitted to vote. In exceptional cases, such matters may be dealt with by ad-hoc committees formed by a decision of the board of directors for that purpose and the committee's opinion shall be referred to the board of directors to make a decision in this regard.



Code of Ethics and Conflict of Interest for the Senior Leaders

Conducting business with honesty and integrity is one of the core principles with which the Company abides by. We encourage a culture of openness and accountability within the company and hence expect all our employees to report any wrong doings within the company.



1. Applicability

In addition to EITC’s Code of business conduct and ethics, the Senior Leaders of EITC (as defined below) are required to also comply with this ‘Code of Ethics and Conflict of Interest for the Senior Leaders’ (the “Code”).

For the purpose of this Code, the Senior Leaders of EITC includes EITC’s Chief Executive Officer (the “CEO”) and all the direct reports to the CEO who are:

- (a) Responsible for shaping the corporate strategy of EITC and leading the Company in accordance with EITC’s Board governance.
- (b) Involved in providing input to long-term business-critical decisions that are focused on maximising the effectiveness of the Company or
- (c) Accountable for the leadership and performance of an entire business or functional division.

2. Ethical Behaviour

In carrying out their duties and responsibilities, Senior Leaders must engage in and promote honest and ethical conduct, including the ethical handling of actual or potential conflicts between their own personal interests and the interests of the Company.

3. Conflict of Interest

A conflict of interest may arise when a Senior Leader is led to take any action or has personal interests that may interfere with the Company’s interest and the effective performance of his/ her work for the Company. Conflicts of interest can arise in many common situations, despite

one’s best efforts to avoid them. Some (the list is only indicative and does not cover all the situations of conflict of interest) of the reasons due to which conflict may arise are mentioned below:

(a) Conflict due to Business Interests

A conflict may arise if a Senior Leader is considering making an equity investment that will lead to acquiring or holding, wh ether directly or indirectly, shares or securities in the any other entity (whether in UAE or outside UAE) whose activities are directly/indirectly connected to the activities of the Company or its subsidiaries or there is any other business relationship between EITC or its subsidiaries and the other entity which may lead to conflict (the “Competing Company”)

(b) Conflict due to Other Directorships/ Positions

Senior Leaders are expected to not to accept directorships/ other positions in other companies, organisations or entities that would involve a conflict of interest with, or interfere with, the discharge by the Senior Leaders of their duties to the Company. This may include holding positions in Competing Company, prioritising meetings for other entities over EITC’s work matters, attending meetings or doing work for the other entities during EITC’s working hours or undertaking anything for other entities that comprises non-compliance with any of EITC’s policies and procedures.

The Senior Leaders are however allowed to hold directorships/other positions in other entities when appointed by any federal or local government authority of the UAE. Additionally, the Senior Leaders may also be appointed by EITC to serve as a director, manager, observer, committee member or to hold any other positions in EITC subsidiaries, joint ventures or affiliate companies and such appointments do not requi re any additional disclosures or approvals as mentioned below in this Code.

c) Other Conflict of Interests

Conflicts may also arise when Senior Leaders, or a member of their family (as described below) holds an interest in the Competing Company or has outside business interests

that may result in divided loyalties or compromise independent judgment. This Code also applies to the close relatives of the Senior Leaders. Close relatives of the Senior Leaders include father, mother, spouse, son, daughter, brother and sister. The concerned Senior Leader is also considered to have potential or actual conflict of interest if any of his/her close relatives has any business interest in a Competing Company holds board/ other positions in Competing Company or other entities or there is any other business relationship which could affect the independence judgement of the Senior Leader while performing his/her duties towards the Company.

Senior Leaders should approach the Company Secretary in case of any doubt or for any clarifications required as to the existence of, or the proper conduct in light of, any perceived or actual conflict of interest.

4. Disclosures and approvals required by the Senior Leaders for any actual or potential conflict of interests

4.1 Prior to making any investment mentioned in paragraph 3(a), accepting any board/other position mentioned in paragraph 3(b) or on becoming aware of any other conflict mentioned in paragraph 3(c), the Senior Leaders must:

1. Disclose the details of the conflict by completing the notification in the form (the “**Disclosure Form**”);

2. Obtain CEO’s approval (unless the disclosure is made by the CEO) on the Disclosure Form.
3. Submit the signed and approved Disclosure Form to:
 - (a) The Company Secretary for notification to the Audit Committee/Nomination and Remuneration Committee/Chairman of EITC’s Board.
 - (b) The concerned team member in the Finance department for updating the register of related parties.

4.2 Additionally, the Senior Leaders are required to provide declaration to the Company Secretary and the Finance Department, in the Disclosure Form setting out the details of all the business interests, outside board/ other positions that may raise conflicts of interest and any other conflicts that he/she or his/her close relatives (to the best of their knowledge) may have (as mentioned in the above paragraphs) as follows:

- (a) Immediately within 30 days of the date of joining EITC and
- (b) Annually, latest by 15 January every year

Below is the table setting out the **approval** requirements for the Senior Leaders in relation to any potential or actual conflict of interests:

Conflict related to	Nature of Situation that raises conflict	Approval required from	Notification for information to	When
CEO	Business interest	Audit Committee	Chairman of Board	<ol style="list-style-type: none"> Within 30 days of joining EITC; Annually, latest by 15 January every year. Promptly and in advance of any changes which results into changes in the previously disclosed conflicts (includes disclosure of any new conflict).
	Board/ other positions held in other entities	Audit Committee	Chairman of Board and Nomination and Remuneration Committee	
	Any other conflict of interest (includes conflict arised due to close relatives)	Audit Committee	Chairman of Board	
Other Senior Leaders	Business interest	CEO	Audit Committee	
	Board/ other positions held in other entities	CEO	Chairman of Board, Audit Committee and Nomination and Remuneration Committee	
	Any other conflict of interest (includes conflict arised due to close relatives)	CEO	Audit Committee	

Depending on whether the conflict of interest can be appropriately managed, the approval may be conditional on the requirement that the concerned Senior Leader recuses himself/ herself from a particular duty.

5. Full and Fair Disclosure of Financial Information

It is the Company’s policy that the information in its public communications must be timely, understandable, fair, complete and accurate in all material respects. Senior Leaders must exercise the highest standard of care in preparing and/or reviewing financial reports and disclosures. Senior Leaders are prohibited from knowingly misrepresenting, omitting, or causing others to misrepresent or omit, any facts about the Company to anyone having a role in the Company’s financial reporting and disclosure processes. Senior Leaders must not directly or indirectly take any action to coerce, manipulate, mislead or fraudulently influence the Company’s independent auditors or any internal accounting or auditing personnel for the purpose or with the effect of rendering the Company’s financial statements misleading, or direct anyone else to do so.

If any of the Senior Leader becomes aware of any of the above, he or she shall promptly bring to the attention of EITC’s Audit Committee and/or EITC’s Head of Internal Control.

6. Compliance with Laws, Rules and Regulations and reporting of any violations

The conduct of Senior Leaders can reinforce an honest, transparent and ethical culture throughout the Company, and positively influence the conduct of others. The Company expects all of its Senior Leaders to act in accordance with the highest standards of personal and professional integrity, to comply with all applicable laws, rules and regulations, to deter any wrongdoing, and to abide by the Company’s Code of Business Conduct and Ethics and other policies and procedures adopted by the Company that governs the conduct of its employees (together, the “**Company Policies**”). Accordingly, full compliance with this Code and with the Company Policies is mandatory by all the Senior Leaders.

The Senior Leaders shall promptly bring to the attention of the Company Secretary and the Head of Internal Control evidence of any material violations of any of the Company Policies, by the Company or anyone acting on its behalf (including employees, contractors, agents and partners). The Senior Leaders are also responsible for reporting any material violation of this Code, or circumstances which the concerned Senior Leader considers may result in a violation of this Code, to the Company Secretary and Head of Internal Control.

Each Senior Leader will be held accountable for his or her adherence to this Code. The failure to observe the terms of this Code may result in disciplinary action, up to and including termination of employment. Violations of this Code may also constitute violations of law that may result in legal actions.

To the extent permitted by law, the Company undertakes to maintain the confidentiality of reports or inquiries made by the Senior Leaders under its established internal procedures, unless doing so will prevent the Company from conducting a full and effective investigation. The reporting Senior Leaders are encouraged to be as specific as possible, and to identify

themselves, in the report or inquiry in order to facilitate the proper investigation of potential violations. The reporting Senior Leaders will be required to co-operate in all internal and external investigations relating to these potential violations.

Reporting of violations referred to in this paragraph may also be done anonymously by calling an independent hotline at 800 503 7283 or email to wb@duconcerns.ae or website www.duconcerns.ae

7. Review and Amendments of this Code

This Code will be reviewed on an annual basis by the Company Secretary for any amendments required to be made, and the Audit Committee will consider, and if deemed appropriate, will endorse the proposed amendments to this Code to EITC Board for their approval, as and when required.



Insiders and Share Dealing Policy

Insider trading is strictly prohibited and is illegal. Insider trading generally involves the act of subscribing or buying or selling of the Company’s shares, when in the possession of any unpublished price sensitive information about the Company.



Summary

Overview

1. EITC's Board of Directors (the 'Board') have approved this Insiders and Share Dealing Policy.
2. The policy provides you with guidance on the appropriate market conduct and make all the required disclosures as mandated by relevant laws and regulations in place.
3. The Insider and share dealing policy is designed to adhere to all the mandated SCA rules and regulations.

Applicability and Consequences

1. This Policy is applicable to all the "Stakeholders" of the company.
2. The term 'Stakeholders' referred to in this policy collectively refers to the Board members and all the employees of EITC (including the employees of all the wholly owned subsidiaries of EITC) whether employed full time or part time and whether employed through employment agreement or on contractual basis.

Your Responsibilities

1. All employees and Board members need to submit an annual declaration regarding details of securities held by the Employee either himself/herself or their dependents registered with EITC and confirm that employees will maintain confidentiality of all the internal data and information in his possession.
2. Every Insider should provide his/her updated due diligence documents/ information as requested by the Insiders Committee as these documents/information are required by the DFM.

Queries and Reporting Violations

For any queries in relation to this policy, email should be sent to the Insiders Committee at insiders.committee@du.ae

A. Introduction

1. EITC's Board of Directors (the '**Board**') have approved this Insiders and Share Dealing Policy.
2. The term '**Stakeholders**' referred to in this policy collectively refers to the Board members and all the employees of EITC (including the employees of all the wholly owned subsidiaries of EITC) whether employed full time or part time and whether employed through employment agreement or on contractual basis.
3. The term '**Securities**' referred to in this policy refers to the shares of EITC which are listed on the Dubai Financial Market.
4. For any queries in relation to this policy, email should be sent to the Insiders Committee at insiders.committee@du.ae
5. Any changes to this policy should be recommended by the Insiders Committee to the Audit Committee of EITC's Board of Directors (the "**AC**") for endorsement to the Board of Directors of EITC (the "**Board**") for their approval.

B. Confidentiality of Data and Information

The Stakeholders must accurately maintain strict confidentiality of the Company's data and information in a way that ensures it is not exploited. Additionally, the Stakeholders shall not utilise the information in the possession of any of them due to its membership or occupation to achieve any interest whatsoever for them or for others as a result of dealing in the Securities and any other transactions. Such party or employee may not have a direct or indirect interest with any party making deals intended to influence the rates of the Securities.



C. Insiders, Unpublished Price Sensitive Information and Insiders Committee

1. In accordance with the applicable governing provisions, an ‘Insider’ is a Stakeholder who has access to Unpublished Price Sensitive Information of EITC or any of its subsidiaries which is any information generally not available to the public and which, if made available to the public, could reasonably be expected to materially affect the price of Securities (‘UPSI’).
2. Some of the examples of UPSI include, but are not limited to:
 - Annual and interim financial results of the Company before they are made public.
 - Information about the Company’s forecasts and trading prospects.
 - Dividends the Directors propose to declare and any changes to the dividend policy.
 - Expansion plans, including entrance into new markets or the introduction of new technology.
 - Strategic alliances or any proposed mergers or acquisitions.
 - Corporate restructuring programs (including both shares and debt instruments).
 - Material changes in the nature of the Company’s business.
 - Disposal of any shares of the Company by a significant shareholder.
 - Changes to the Board’ structure or members of the Executive Management Team.
 - Material news concerning the Company’s services, such as regulatory approvals or licensing deals.

- A potential dispute which may result in significant litigation.
 - Any other information that the Company’s management may determine to be price sensitive information.
3. The Board members and the Senior Leaders (which includes the CEO of EITC and all other Chief Officers and HODs) of EITC are to be considered as Insiders on a permanent basis.

D. Responsibilities/Obligations of Stakeholders in relation to UPSI/ dealing in the Securities

1. All the Employees must submit an annual declaration confirming the following:
 - (a) The relevant Employee will maintain confidentiality of all internal data and information in his/her possession related to the Company and its customers, and will not misuse or transfer it, or cause it to be transferred directly or indirectly to other parties.
 - (b) The relevant Employee shall bear all the legal consequences in case of leaking such information or data or giving advice on the basis of the information in his/her possession, and his/her commitment to notify the Company of any trade carried out in the Securities before and after those trades.
 - (c) Details of the Securities owned by the Employee either himself/herself or their dependents registered with EITC.
2. The annual declaration as mentioned in paragraph D(1) must also be obtained from each of the Board members along with their annual declarations regarding conflict of interest.
3. Every Insider should provide his/her updated due diligence documents/ information as requested by the Insiders Committee as these documents/information are required by the DFM.

4. The Stakeholders should only perform trading in the Securities as permitted by the applicable governing regulations and in accordance with this policy. Further, the Stakeholders are strictly prohibited from trading in the Securities by themselves or for their accounts through others or for others in any other capacity, during the following periods (**‘Closed Period’**):
- (a) Ten (10) working days prior to the announcement of any significant information which would result in the share price increasing or decreasing, unless the information was a result of sudden unforeseen circumstances;
 - (b) Fifteen (15) days prior to the end of the financial quarterly, semi-annual or annual period until the disclosure of the financial statements; and
 - (c) Any other Closed Period as declared by the Board.
5. The Stakeholders must not manipulate the market by spreading false information to affect the market value of Securities and an investor’s decision to invest or otherwise or regarding the buying or selling of Securities or creating false trading conditions which affect the true market of Securities. Further, the Stakeholders should not discuss any UPSI with any other person, inside or outside the Company, or encourage them to deal in the Securities or those of any other listed companies on the basis of UPSI even if the Stakeholder does not benefit directly from such dealing. This includes a prohibition against disclosure to immediate family members of Stakeholders.
6. The above prohibitions apply:
- (a) Regardless of how the concerned Stakeholders became in possession of UPSI.
 - (b) Also to any unpublished price sensitive information relating to the business of any other listed companies with which EITC is doing business (including negotiating an agreement or arrangement).
7. Each Board member and Senior Leaders shall notify the SCA and the DFM of and provide them with the number of Securities owned by them within fifteen (15) days from the date of their appointment in EITC and also at the end of each financial year; and any trading in the Securities carried out by them during the financial year.

8. **The Board members should comply with the following:**
- (a) If any of the Board members or their first-degree relatives intend to trade in the Securities, such a Board member must instruct their designated broker to only trade in the Securities in accordance with the applicable SCA/DFM regulations and this policy.
 - (b) Notify the Chairman of AC of the intention to trade in the Securities, or in the case of the Chairman of AC to the Chairman of the Board [prior to obtaining approval from DFM]. Such notification must be submitted immediately rather than waiting for the next Board/ Committee meeting to avoid breaching the governing laws and regulations.
 - (c) Immediately after completion of the trading, the concerned Board member must notify the Board and the Company Secretary and any failure to do so shall be construed as misleading the Board and EITC and will be subject to appropriate disciplinary action.
 - (d) Reconfirm to the Company Secretary in writing on an annual basis, the details of the Securities owned by them or their first-degree relatives.
9. The Board members may be requested to provide authorisation to allow the Company Secretary or the Insiders Committee or the Chairman to issue requests to brokers seeking clarifications on individual trades undertaken in the Securities.
10. The Stakeholders can trade in the Securities only during the period which is not a Closed Period (**‘Open Period’**) or when he/she is not in the possession of UPSI. However, prior to trading in the Securities by the Stakeholders during the Open Period, relevant approvals as required from the DFM/ SCA must be obtained by the concerned Stakeholders and notification must be submitted to the
11. Insiders Committee electronically before and after conducting in the Securities. If any of the Stakeholders does not have electronic access to EITC’s system for submission of notification, such notifications must be submitted physically in the forms appended to this policy in Appendix 1 and Appendix 2.

E. Obligations of Insiders Committee

1. The Board has formed the Insiders Committee that is responsible for the management, follow-up, and supervision of insiders' trading and their ownerships, maintaining the register of insiders, and submitting periodic statements and reports to the Dubai Financial Market (the 'DFM') and/or the Securities and Commodities Authority of the UAE (the 'SCA') as prescribed in the chairman of SCA's Board of Directors' Decision No. (3/ Chairman) of 2020 concerning approval of Joint Stock Companies Governance Guide.
2. The Insiders Committee should:
 - (a) Roll out the relevant process for obtaining declarations from the Employees (either electronically or physically) and ensure that the relevant declarations as mentioned in paragraph D(1) above are obtained from each of the Employees on an annual basis.
 - (b) Review the notifications submitted by the Stakeholders either electronically or physically in relation to the trading in Securities to ensure that the Stakeholders conducted trading in the Securities in accordance with the applicable laws and regulations and this policy.
 - (c) Send notifications to all the Stakeholders through internal communication channels before the commencement of the Closed Period and after the completion of the Closed Period.
 - (d) Ensure that the updated list of all insiders is submitted on a regular basis to the Insiders Committee by all the business units. The Insider Committee should review the list regularly and update the register of insiders for further submission to DFM/SCA as prescribed by the DFM/SCA. If any Insider resigns/ is removed, his/her name should be retained in the register of insiders (unless DFM/SCA advises otherwise) with a reference to the date of completion of his/her employment/ contractual relationship with EITC.



F. Penalties imposed by the governing laws/regulations

- Any transaction in the Securities executed by any Stakeholder shall be considered void if:
 - the transaction is executed on the basis of unannounced or undisclosed information the trader acquired by virtue of his/her position; and
 - the trader is the EITC’s Chairman, Board member, or an employee of EITC, and has exploited his/her UPSI in relation to EITC in his/her transaction.
- Pursuant to the Federal Law No. (4) of 2000 concerning the Emirates Securities and Commodities Authority and Market, a Stakeholder shall be liable to imprisonment for a period of not less than three months and not more than three years and a fine of not less than one hundred thousand (100,000) Dirhams and not more than one million (1,000,000) Dirhams, or either of these penalties, if such person:
 - Disseminates any untrue data, declaration or information that affect the market value of the Securities and the investor’s decision to invest in such Securities or otherwise.
 - Deals in Securities on the basis of unpublicised or undisclosed information acquired by virtue of his/her position.
 - Spreads misleading rumors regarding the selling or buying of Securities.
 - Exploits unpublicised information which could affect the price of Securities for personal benefit. Any dealing or transaction on the basis of the preceding shall be considered void.
- The Stakeholders shall be liable to imprisonment for a period of not more than three years and a fine of not less than one hundred thousand Dirhams and not more than one million Dirhams, or either of these penalties, if he/she deals through himself or through others in any transaction in the Securities, before disclosing to the DFM the

purchase or sale transaction, the quantities and prices thereof, and any other information required by the DFM, and before getting the approval of the DFM’s board of directors for such transaction. Any transaction executed without the referenced disclosure shall be considered void.

- The Stakeholders who exploits the inside information relating to EITC in the purchase of Securities or the sale thereof on the DFM shall be liable to imprisonment for a period of not less than three months and not more than three years and a fine of not less than one hundred thousand Dirhams and not more than one million Dirhams, or either of these penalties. Any transaction so executed shall be considered void.



Leadership
Message



Conduct
and Ethics
At a Glance



Culture



Internal
Business
Conduct



External
Relationships



Marketplace
Conduct



Information



Others



Conflict
of Interest
Policy



Code of Ethics and
Conflict of Interest for
the Senior Leaders



Insiders and
Share Dealing
Policy



Related Party
Transactions
Policy



Anti-Bribery and
Anti-Corruption
and Gifts Policy



Protection of
Confidential
Information Policy



Sanctions,
AML/CTF and
Recusal Policy



Whistle
Blowing
Policy



Third-Party
Due Diligence



Definitions

Appendix 1: TO INSIDERS AND SHARE DEALING POLICY – FORM FOR NOTIFICATION BEFORE TRADING IN SECURITIES

Personal Details	
Name	
Position	
Address	
Proposed dealing	
Number of shares	
Name of registered shareholder	
Nature of transaction (e.g. buying/ selling)	
When do you intend to deal? Please note that trading in the Closed Period is strictly prohibited	
Are you currently in possession of any UPSI?	

I..... of notify that I will carry out the transaction described in this Form.

I declare that the information above is true and that I have read the rules as set out in the Company's Insider and Share Dealing Policy. I confirm that I am not currently in possession of any unpublished price sensitive information in relation to the Company. I understand that the information above may be referred to in the event of a suspected breach of the Company's Share Dealing Policy. If I become aware of any unpublished sensitive information in relation to the Company before the proposed dealing is transacted, I undertake not to proceed with it. I undertake to submit a Share Dealing Completion Form promptly after completing the proposed dealing, and in any event within 4 days of the transaction taking place.

Signature

Date

ON COMPLETION, THIS FORM IS TO BE HANDED TO THE INSIDERS COMMITTEE

Appendix 2: TO INSIDERS AND SHARE DEALING POLICY - SHARE DEALING COMPLETION FORM

In fulfilment of my obligations under the Company’s Share Dealing Policy, I, the undersigned, give notice of the following transaction:

Number of shares		
Date/s of the share dealing		
Name		
Signature		
Date		

Received by Insiders Committee:

(Name)	(Signature)	(Date)

Related Party Transactions Policy

We strictly abide by all the rules and regulations set forth by Securities and Commodities Authority for all PJSC companies with respect to Related Party Transactions. We are committed to abide by all the requirements and comply with all rules and regulations mandated by SCA or any other Authority wherein our company or any subsidiaries are registered.



Summary

Overview

The objective of this policy is to ensure full transparency in disclosing any transactions with related parties appropriately in order to ensure shareholders rights are protected at all the times and to be in compliance with applicable laws and regulations wherein the Company or any of its subsidiaries are registered.

Applicability and Consequences

This Policy applies in situations where the Company obtains or provides products and services to, or enters into commercial dealings of any nature with, a Related Party, regardless of whether this is being done on an arms-length basis on terms comparable to those provided to unrelated third-parties.

Your Responsibilities

1. Comply to all applicable rules and regulation
2. Correctly record and adequately disclose related party transaction appropriately in the financial statements and to any authorities like SCA or DFM as and when requested.

Queries and Reporting Violations

Report any queries or concerns to the Company Secretary or the Compliance Function.

1. Scope and Purpose

- 1.1 The Company has formulated this RPT Policy on Related Party Transactions (as defined in paragraph 2 below) to ensure that all transactions carried out by the Company involving a Related Party (as defined in paragraph 2 below) are in its shareholders’ best interests and in compliance with the applicable regulatory framework (as described in the Appendix).
- 1.2 This RPT Policy applies in situations where the Company obtains or provides products and services to, or enters into commercial dealings of any nature with, a Related Party, regardless of whether this is being done on an arms-length basis on terms comparable to those provided to unrelated third-parties.
- 1.3 **IMPORTANT: This RPT Policy is NOT intended to be a full guide to Related Party Transactions, nor is it intended to be a comprehensive summary of all the issues that may arise in relation to them, or of the actions that should be taken should such a situation arise. You should get in touch with [Legal Counsel in the Corporate Affairs department] if there is any doubt or concern, and especially if it appears that a Related Party Transaction may arise.**

2. Definitions¹

- “Affiliate Company” means, a company in which another company owns more than 25% and less than 50% of the shares.
- “Board” means the board of directors of the Company.
- “Chairman” means the chairman of the Board.
- “Commercial Companies Law” means Federal Law No. 2 of 2015 concerning Commercial Companies, as amended from time to time. “DFM” means the Dubai Financial Market.
- “Director” means a director of the Company.
- “General Assembly” means the general assembly of the shareholders of the Company.
- “Material Information” means any fact, event, decision or information that directly or indirectly affects the price or movement of the Company’s shares or affects the decision of a party to purchase, sell, hold or deal in the Company’s shares.
- “Material Related Party Transaction” means a Related Party Transaction which has a value of more than 5% of the Company’s share capital.

1 - In the absence of further clarity from SCA, the Policy uses the definitions as provided in the English translation of the Corporate Governance Code provided by SCA on its website.

“Parent Company” means, in relation to a company, a parent company, which owns sufficient shares in the company to control its general assembly.

“Related Party” means any of the following:

- a) The Chairman, any Director, any Senior Officer or any employee of the Company.
- b) Any company in which the Chairman, any Director, any Senior Officer or any employee of the Company holds 30% or more of the shares, or any Parent Company, Subsidiary, Sister Company or Affiliate Company of such company.
- c) Any Subsidiary, Sister Company or Affiliate Company of the Company.

“Related Party Transaction” means any transaction, dealing, agreement or arrangement in which the Company and any Related Party are participants, and which is outside the ordinary course of the Company’s business or is not on arms-length terms.

“SCA” means the Securities and Commodities Authority of the United Arab Emirates.

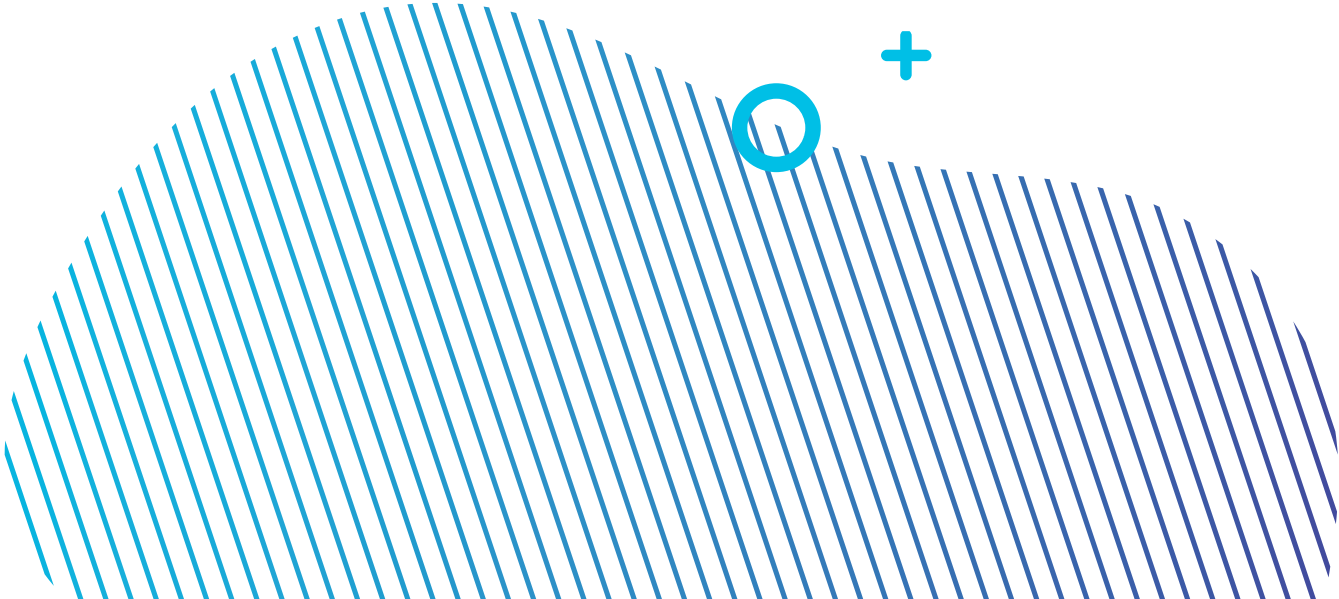
“Senior Officer” means, in relation to the Company, any member of the Company’s senior executive management (being Grade 18 or above).

“Sister Company” means, in relation to any company, a member of the same group of companies in which the company is a subsidiary. “Subsidiary” means, in relation to any company, a subsidiary, in which the company owns 50% or more of the shares or the company has the ability to control the appointment of the board of directors of the subsidiary.

3. Approval Process for Related Party Transactions

3.1 A Related Party Transaction may be approved in the following two ways:

- a) If the Related Party Transaction is not a Material Related Party Transaction, such Related Party Transaction can only be concluded or conducted once it has been approved by the Board in accordance with paragraph 5 below.
- b) If the Related Party Transaction is a Material Related Party Transaction, such Material Related Party Transaction can only be concluded or conducted once it has been approved by the General Assembly in accordance with paragraph 6 below. “Material Related Party Transaction” means a Related Party Transaction which has a value of more than 5% of the Company’s share capital.



4. Authorisation of the Audit Committee

- 4.1 In relation to the notification and review process of Related Party Transactions, the Board has determined that the Audit Committee is authorised to:
- a) Receive notice of any Related Party Transactions on the Board’s behalf.
 - b) Assess whether any Related Party Transactions referred to it are Material Related Party Transactions.
 - c) Make appropriate recommendations to the Board to approve a Related Party Transaction.

5. Approval of a Related Party Transaction

- 5.1 Following the Audit Committee’s review of the Related Party Transaction, the Board shall meet to vote on whether to approve it, taking into consideration any recommendations from the Audit Committee.
- 5.2 The Board’s vote must be made in the presence of the majority of the Directors and must exclude any Director who has declared his/her interest to the Board in accordance with paragraph 9.2 below.
- 5.3 A Related Party Transaction which is not a Material Related Party Transaction may only be concluded or conducted providedthat:
- a) it has been approved by the Board in accordance with this paragraph 5 and
 - b) the Chairman has provided to the SCA the statement and confirmation referred to in paragraph 9.1(a) below.

6. Approval of a Material Related Party Transaction

- 6.1 If the Audit Committee determines that a Related Party Transaction is a Material Related Party Transaction, the terms and conditions of such Material Related Party Transaction must be assessed (at the Company’s expense) by an SCA-authorized assessor before it can be concluded or conducted.
- 6.2 The Board shall meet to vote (taking into consideration the SCA-authorized assessor’s report referred to in paragraph 6.1 above and any recommendations from the Audit Committee) on whether to make a recommendation to the General Assembly for or against the Material Related Party Transaction, after which the General Assembly shall meet to vote on whether to approve it.
- 6.3 The Chairman shall provide a statement to the General Assembly containing sufficient information to allow the Company’s shareholders to make an informed assessment in their vote to approve the Material Related Party Transaction.
- 6.4. The General Assembly’s vote must be made in the presence of the majority of the Company’s shareholders and must exclude any shareholder who has declared his/her interest to the Company Secretary in accordance with paragraph 9.3 below.
- 6.5 A Material Related Party Transaction may only be concluded or conducted provided that:
- a) it has been approved by the General Assembly in accordance with this paragraph 6; and
 - b) the Chairman has provided to the SCA the statement and confirmation referred to in paragraph 9.1(a) below.

7. Substantive changes to an approved Related Party Transaction

- 7.1

If there are any material changes (being changes which comprise necessary information for the Board or the General Assembly (as applicable) to make a properly informed decision) to a Related Party Transaction or a Material Related Party Transaction that has been previously approved by the Board or the General Assembly (as applicable), the Chief Financial Officer must promptly update the Audit Committee of such changes and refer such Related Party Transaction or Material Related Party Transaction for re-approval in accordance with paragraph 5 or paragraph 6 above (as applicable).
- 7.2

For the avoidance of doubt, in respect of a Material Related Party Transaction referred to in paragraph 7.1 above, such material changes must be re-assessed (at the Company’s expense) by an SCA-authorized assessor, prior to referral of the Material Related Party Transaction to the General Assembly for re-approval in accordance with paragraph 6 above.

8. Related Parties Register

- 8.1

The Company shall maintain a register of all Related Parties of the Company which records the details (including the nature and size (in monetary or descriptive terms, as applicable) and actions taken in respect of any Related Party Transactions between the Company and those Related Parties.
- 8.2

At the beginning of each financial year, the Company shall produce the register

referred to in paragraph 8.1 above to the General Assembly together with copies of the documentation effecting the Related Party Transactions.

- 8.3

For the avoidance of doubt and for completeness, the register referred to in paragraph 8.1 above shall include a generic reference to any arms-length telecommunications agreements provided in the ordinary course of the Company’s business between the Company and the Chairman, any Director, any Senior Officer or any employee of the Company.

9. Disclosure Obligations

9.1 Company obligations

- a)

The Chairman shall provide the following to the SCA if the Company concludes or conducts a Related Party Transaction:

i.

A statement of all Material Information on the Related Party in relation to the Related Party’s shareholding or interest in each contracting party, details of the Related Party Transaction, and the extent of the benefit (including both tangible and intangible benefits) to be gained by the Related Party and

ii.

A written confirmation that the terms and conditions of the Related Party Transaction or deal with the Related Party are fair, reasonable and in the interests of the Company’s shareholders.
- b)

The details, terms and conditions and conflicts of interests relating to a Related Party Transaction shall be included in the annual financial statements that are submitted to the General Assembly, and such financial statements shall be posted on the respective websites of the Company and the DFM.

9.2 Director obligations

- a) Any Director who:
 - i. Is a Related Party under a Related Party Transaction or
 - ii. Has been appointed to the Board by a Related Party under the relevant Related Party Transaction
 - iii. Shall, as soon as possible after becoming aware, declare the nature of his/her interest to the Board and such interest shall be noted in the minutes of the relevant Board meeting. Such Director shall not participate in any vote of the Board or the General Assembly to approve such Related Party Transaction.

9.3 Related Party obligations

Prior to entry into a Related Party Transaction, the Related Party must immediately notify the Board, in writing, of the nature and conditions of the Related Party Transaction, and all Material Information relating to its shareholding or interest in the parties involved in the Related Party Transaction, and the extent of its interest or benefit in the transaction. Any Related Party shall not participate in any vote of the Board or the General Assembly to approve such Related Party Transaction. The Board shall then immediately disclose the same to SCA and the DFM.

10. Shareholder Rights

- 10.1 If the Company concludes or conducts a Related Party Transaction, any shareholder holding 5% or more of the Company’s shares may take the following actions:
- a) Review and examine the Company’s records and all documents relating to the Related Party Transactions.
 - b) Review and examine Related Parties register referred to in paragraph 8 above.
 - c) Initiate court proceedings to compel the parties to the Related Party Transaction to provide all information and documents relating to the Related Party Transaction and to determine whether the Related Party Transaction is in the interests of the shareholders.

11. Breaches of this RPT Policy

- 11.1 If the Company concludes or conducts a Related Party Transaction in breach of this RPT Policy, or if an order is granted by a court in favour of a shareholder in accordance with paragraph 10.1(c) above, then the following people will be liable for any damage suffered by the Company:
- a) The Related Party with whom the Related Party Transaction was concluded.
 - b) If the Board unanimously approved the decision to conduct or conclude the Related Party Transaction, all of the Directors.
 - c) If the decision was taken by the majority of the Board, those Directors who voted in favour of the Related Party Transaction provided that if the decision was made in the absence of a Director, that Director will be liable unless he/she proves (i) he/she had no knowledge of the decision or (ii) that he/she was aware of the decision but was unable to object to it.

12. Amendments to this RPT Policy

- 12.1 As and when required, this RPT Policy shall be reviewed by the Audit Committee, and the Board shall consider any proposed amendments to it.

Appendix

Applicable regulatory framework

This RPT Policy reflects the following laws and regulations:

- A. Ministerial Resolution No. (7.R.M.) of 2016 Concerning the Standards of Institutional Discipline and Governance of Public Shareholding Companies (the Corporate Governance Code)
- B. Federal Law No. (2) of 2015 concerning Commercial Companies.
- C. SCA Board Decision No. (3) of 2000 concerning the Regulations as to Disclosure and Transparency.
- D. The Company's Articles of Association.

This RPT Policy does not necessarily reflect the requirements for the Company's financial reporting as these are subject to the requirements under the International Accounting Standards (IAS) and the International Financial Reporting Standards (IFRS), which may be amended from time to time by the Accounting Standards Board.



Anti-Bribery and Anti-Corruption and Gifts Policy

We are committed to conducting business honestly, ethically and with integrity. We do not tolerate any form of bribery or corruption.



Summary

Overview

1. We are committed to conducting business in accordance with the highest ethical standards and have zero tolerance for corruption and bribery. The policy provides guidelines around reporting and monitoring of bribery and corruption related activities or suspected activities.
2. We endorse all employees to strictly adhere to this policy and embed the principles laid out in their day-to-day life.

Applicability and Consequences

This Policy applies to the entire EITC Group. Those who fail to uphold the provisions and the spirit of this Policy put themselves, their colleagues, and the EITC Group at risk of fines, penalties, civil and/or criminal liability, and reputational damage.

Your Responsibilities

1. Understand and comply with the requirements of EITC Code of Business Conduct and Ethics (its policies and all downstream procedures).
2. Adhere to all applicable laws and regulations pertaining to this policy.
3. Uphold our commitment to always do what is right and just.
4. Demonstrate ethics, integrity, and accountability at all times.
5. Complete all assigned training(s) relating to this Policy.

Queries and Reporting Violations

1. Reach out to the Compliance function in case if any queries.
2. Raise any known or suspected violations of this Policy to the Compliance function.

1. Policy Statement

We are committed to complying with all applicable anti-bribery and anti-corruption laws, regulations, and rules anywhere we operate.

Accordingly, we expect you to act with the highest standards of honesty and integrity at all times, while working on Company premises, and at any other time or place where you are representing the Company.

2. Bribery and Corruption

Bribery is a specific offence that involves offering something, usually money, to gain an improper advantage, and corruption is an abuse of a position of trust.

It is illegal to give or receive a bribe, whether given or received directly or indirectly. It does not matter whether the bribe is effective or not; simply the offering or promising of a bribe is enough to amount to a criminal offence. Criminal charges can be brought against a person who is found guilty of bribery and corruption. Penalties for these charges can include imprisonment and significant monetary fines against you as an individual. You would also be subject to disciplinary action, including dismissal from the Company.

In addition, if we as a Company are found to have taken part in corruption we could face unlimited fines, damage to our corporate brand and reputation, loss of the ability to trade in certain jurisdictions, debarment from bidding for government contracts, loss of business, cancellation of contracts, legal action by competitors, litigation, and substantial investigation and remediation expenses.

3. Payments to Government Officials

It is illegal to make or authorise any form of corrupt offer, payment, gift or promise to pay, or to give anything of value, to a Government Official to obtain or retain business or some other commercial advantage for you or the Company.

- A Government Official means:
- ✓ Any official or employee of any government, or any agency, ministry or department of a Government (at any level).
 - ✓ Any person acting in an official capacity for a Government.
 - ✓ Any official or employee of a company owned by a Government.
 - ✓ A political party or any official of a political party.
 - ✓ Any candidate for political office.
 - ✓ Any officer or employee of a public international organisation, such as the World Bank.

Immediate family member (meaning a spouse, child, parent, or household member) of any of the above.

In some countries, it is customary for Government Officials to ask for payments to speed up a routine government action such as processing licenses, permits, or other official documents. These payments are known as facilitation payments ("Facilitation Payments"). Please note that under no circumstances may any employee or anyone acting on EITC's behalf make Facilitation Payments to any Government Official.

Giving Gifts, Hospitality and Entertainment

For the purpose of this policy, the following shall be considered as "Gifts":

- As per SCA’s mandate, symbolic or simple value of AED 500 is the maximum limit for gift.
- Cash or near equivalents (e.g. stock, bonds, gift certificates, vouchers or other negotiable instruments).
- Realty or property transactions.
- Travel outside the UAE (unless the travel/training is part of contractual agreement with partner/vendor/supplier).
- Hospitality, including vouchers, meals, entertainment and accommodation, prizes, transportation, primary use of vehicles, vacation, or other facilities.
- Seminars/Conferences/Courses/Workshops both within and outside the UAE (unless the travel/training is part of contractual agreement with partner/vendor/supplier).
- Any promotional or branded items/souvenirs such as pens, watches, bags, cuff links.
- Any other item/s that could be construed as an obligation or give the appearance of a past, present or future conflict of interest.

The term gift shall not include:

- Gifts received from family members or personal friends offered in a purely personal capacity.
- Rates (including: Travel/Hospitality) that are openly available to the general public. Travel outside the UAE/seminars/Conferences/Courses/Workshops/training, if part of contractual agreement with partner/vendor/supplier.
- Perishable items such as floral arrangement, chocolates or other edible items.

Roles and Responsibilities

Human Resources Function

- Act as custodian of the Gifts Register for EITC for all employees, consultants and contractors and their associated persons (immediate family members and relatives and any other person or entity acting at the direction of the said employee).
- Adhere to the Gifts policy, while approving/declining all transactions related to Gifts policy with respect to gifts received and/or gifts provided by EITC employees in the Gifts

register.

- Maintain and keep the Gifts register up to date, for record keeping perspective.
- Coordinate with the Compliance function in regard to any clarification required with respect to Gifts policy.
- Showcase their adherence to the Gifts policy by providing support to Compliance function in regard to compliance assessment of the Gifts policy, on periodic basis.

Company Secretary

- Act as custodian for Gifts Register for EITC for Board members.
- Adhere to the Gifts policy, while approving/declining all transactions related to Gifts policy with respect to gifts received and/or gifts provided by EITC Board members in the Gifts register.
- Maintain and keep the Gifts register up to date, for record keeping perspective.
- Coordinate with the Compliance function in regard to any clarification required with respect to Gifts policy.
- Demonstrate adherence to the Gifts policy by providing support to the Compliance function in regard to compliance assessment of the Gifts policy, on a periodic basis.

Compliance Function

- Independently review, assess and report non-compliances and improvement opportunities to CXOs through management and board governance committees related to Gifts policy and various ancillary related policies including but not limited to Anti-Bribery policy, Anti- Corruption policy, Conflict of Interest policy etc.
- Assess the EITC’s Gifts policy from operating effectiveness level through the Compliance Plan, wherein the Compliance function will assess the governance mechanism followed by support functions e.g. HR function, Company Secretary etc. and their adherence to the Gifts policy.
- Act as custodian for the Gifts policy, and any downstream procedure, which will contain detailed workflows of the end to end lifecycle around the Gifts policy (acceptance of gifts, return of gifts etc.).

- Execute the internal Compliance learning and development program in relation to the Gifts policy across EITC.
- Ensure timely reporting of compliance assessments of the Gifts policy highlighting non-compliances, compliance risks etc. to executive management, the Board of Directors, Management level governance committees and other key stakeholders.

Employees

- EITC’s employees, consultants and contractors and their associated persons (immediate family members and relatives and any other person or entity acting at the direction of the said employee) should adhere to the Gifts policy, under all circumstances.
- Never offer or provide any gifts or entertainment of any kind to any government or semi-government entity official, without prior written approval of HR function.
- Report to HR function any gifts offered or received in accordance with EITC Gifts policy.
- Responsible for keeping a copy of each notification, approval, that he or she sends and/or receives under this Gifts policy.
- Attend mandatory trainings pertaining to the Gifts policy.
- Report any possible violation of the Gifts policy or the Company’s Code of Business Conduct and Ethics to the Compliance func tion.
- If you need more information or you are still in doubt about whether to give or accept gifts from a business partner or customer etc., please contact the Compliance function.

4. Sponsorship, Political, and Charitable Donations

Sponsorship, political, and charitable donations are permissible provided they are not made for any personal, financial, or political benefit. The Company also believes that charitable donations are an integral part of its corporate social responsibility, but they must be made without demand or expectation of business return.

Sponsorship and donations must not be made to improperly influence the recipient or in exchange for any business advantage. You should seek prior approval from EITC Brand and Communications (Brand & Communication team to keep the Compliance function in the loop), before providing, requesting, or authorising, any sponsorship or donations.

The Company will not be responsible for any charitable activities that are carried out by employees or third-parties that are not initiated or approved by EITC.

5. Record Keeping

Any transactions and payments made or received by EITC’s should be accurately recorded in EITC’s financial statements, books, and records in accordance with EITC’s policies, controls, and procedures, and all applicable laws, rules, and regulations. We believe the integrity of EITC’s financial transactions and records is vital to the operation of our business and is a key factor in maintaining the confidence and trust of our employees, anyone acting on EITC’s behalf, shareholders, and other stakeholders. It is, therefore, prohibited to intentionally misrepresent EITC’s financial performance or otherwise compromise the integrity of EITC’s reports, records, policies, and procedures.

6. Reporting Breaches and Whistleblowing

We expect all staff to report any wrongdoing that falls short of our fundamental principles and to report any circumstances that are in breach of our policies. The Company is committed to investigating disclosures fully, fairly, quickly, and confidentially where circumstances permit.

You can report any instances of suspected corruption or bribery to your line manager, another manager, or EITC's Compliance function. If you have a concern about danger or illegality that has a public-interest aspect to it (e.g. to our customers, shareholders, or the public), you must report it by anonymously calling the toll free number 800 503 7283, email to wb@duconcerns.ae 'or' website www.duconcerns.ae in accordance with EITC's Whistleblowing Policy or you can reach out to the Compliance function.

7. Enforcement and Discipline

Employees and anyone else acting on EITC's behalf are required to observe all applicable laws and regulations as well as all of EITC's policies, rules, and procedures. Disregarding any laws or EITC's policies, rules, or procedures shall be regarded as misconduct and may result in disciplinary measures, including dismissal.

We view bribery and corruption very seriously. The Company will investigate all allegations of bribery and corruption and will take legal and/or disciplinary action in all cases where it is considered appropriate.



Protection of Confidential Information Policy

Confidential Information is one of the most valuable assets within the company and should not be disclosed at all cost and all information must be used for EITC's business purposes only. We are also required to protect and avoid disclosures of the sensitive and confidential information of customers under various regulatory laws issued by TRA or any other Federal Authorities.



Summary

Overview

1. This policy sets the minimum requirements to be adhered by each and every employee of the company to ensure protection of confidential information and inadvertent disclosures of such details to any third-parties.
2. Confidential information of the Company includes any, financial affairs, customers, clients, employees or suppliers that is not generally available to the public and that might be of use to competitors, or which can be used to the detriment of the Company or any person connected to it, if made available to the public.

Applicability and Consequences

1. This policy applies to all the employees of the Company.
2. The Company can take disciplinary proceeding against any employee who reveals any confidential information of his employer and can even terminate his/her employment and may also face criminal sanctions.

Your Responsibilities

1. Comply with all applicable laws and regulation and related internal policies and procedures
2. Should never receive or share any confidential information unless authorised to do so.
3. Never discuss any company related information with any of you friends or relatives.
4. Not to participate in any online forums or message boards related to shares of the company.

Queries and Reporting Violations

Report any queries or concerns or known violations to the TSRM function or the Compliance function.

Introduction

Information Security is a critical part of EITC's business environment. EITC understands that safeguarding EITC's information from theft, loss, whether intentional or otherwise, and to meet UAE Laws and Regulations is essential to avoid the risk of punitive fines, penalties, legal action and reputational damage to EITC.

Protection of confidential information

1. It is very important for all employees to safeguard the Company's confidential or proprietary information and to refuse any improper access to such information and to the confidential information of any other company or person entrusted to us for whatever purpose. You have enhanced obligations to protect confidential information of our customers.
2. Confidential information of the Company includes any information concerning the business, financial affairs, customers, clients, employees or suppliers of the Company that is not generally available to the public and that might be of use to competitors, or which can be used to the detriment of the Company or any person connected to it, if made available to the public.
3. Examples of confidential information include projected financial data, customer details, details of vendor bids, submissions or negotiations, details of regulatory negotiations, details of new products, details of promotions (e.g. pricing and terms and conditions), plans to improve services, technical data, lists of suppliers, details of employees and their

salaries, expansion plans and know-how information.

4. In terms of our own information, the following guidelines apply:
 - a. any Company confidential or proprietary information to which you may have access should be discussed within EITC only to relevant and authorized individuals. No attempt should be made to obtain confidential or proprietary information for which you have not received access authorization.
 - b. if there is a business need for you to disclose our own confidential information to anyone outside the Company, it should be done only pursuant to confidentiality agreements approved by the Company.
 - c. you should not participate in online forums or message boards related to the market in the shares of the Company.
 - d. you should always be very careful about inadvertent disclosures that may arise in a social context or in normal discussions and correspondence with our suppliers and customers. You should also avoid discussing confidential information in public areas such as lifts, cafes or public transport or leaving sensitive documents in such public areas, or disposing of them other than in the confidential waste bins provided in EITC's premises.

5. As regards confidential information of other companies, the following guidelines apply:
 - a. you should not receive such confidential information, except pursuant to written confidentiality agreements approved or prepared by the Company. Since substantial liability might be incurred if you were to improperly disclose information that has been provided to the Company in confidence, you should receive such information only when there is a clear commercial reason for doing so and then only under the terms and conditions of an agreement that protects both parties' interests.
 - b. while you should always be alert to our competitive surroundings and obtain as much information as possible about the marketplace in which the Company operates, you must do so only in accordance with sound and ethical commercial practices. You must never be a party to any situation in which such proprietary or confidential information has been improperly obtained from another company, such as by a former employee.
 - c. if you are approached with any offer of information that you have reason to believe is subject to an obligation of confidentiality or may have been obtained improperly, you must immediately disclose this matter to an appropriate person, which in the case of employees is your manager, supervisor or the Compliance function.
 - d. any new employees joining the Company from another organization must realize that the Company's policy is to respect fully the trade secrets of their previous employers, and that no such information should be disclosed to us or used by the employees in working for the Company.
6. You should protect the Company's assets and ensure their efficient use. All Company assets should be used for legitimate EITC business purposes only subject to reasonable personal use. Any suspected incident of fraud or misappropriation of funds should be reported immediately to an appropriate supervisor for investigation.
7. Your obligation to protect the Company's assets includes protecting its confidential information.

8. Please refer to the Corporate Information Security Directive for details which has the complete set of the security policies.



Sanctions, AML/CTF and Recusal Policy

We abide by all applicable Sanctions and Anti Money laundering (AML) and Counter Terrorist Financing (CTF) related laws and regulations to safeguard the company against the financial crime compliance related risks. We adhere to international Sanctions laws and do not engage in any money laundering activities in our day-to-day operations.



Summary

Overview

1. We are committed to conducting business in accordance with applicable laws around sanctions and money laundering. The policy provides guidelines around reporting of violations of the policy through appropriate channels.
2. We expect employees to take reasonable and appropriate steps to attend all trainings pertaining to the said policy and adhere to the applicable laws and regulations.

Applicability and Consequences

This Policy applies to the entire EITC Group. Those who fail to uphold the provisions and the spirit of this Policy put themselves, their colleagues, and the EITC Group at risk of fines, penalties, civil and/or criminal liability, and reputational damage.

Your Responsibilities

1. Understand and comply with the requirements of EITC Code of Business Conduct and Ethics (its policies and all downstream procedures).
2. Adhere to all applicable laws and regulations pertaining to this policy.
3. Uphold our commitment to always do what is right and just.
4. Demonstrate ethics, integrity, and accountability at all times.
5. Complete all assigned training(s) relating to this Policy.

Queries and Reporting Violations

1. Reach out to the Compliance function in case of any queries.
2. Raise any known or suspected violations of this Policy to the Compliance Function.

1. What are Sanctions?

Sanctions are restrictive economic measures imposed by various governments and international bodies (such as the United Nations) that prohibit or regulate trade with certain countries, entities or individuals.

Some of these controls are designed to penalise countries for human rights violations, others are designed to control weapon production, and others are designed to limit trade with entities and individuals associated with terrorism or narcotics trafficking. Laws on sanctions and AML/ CTF are extremely complex and wide reaching, and failure to comply with these laws can have serious consequences. Therefore, if you have any doubts or concerns that a transaction may involve a sanctioned country, entity and/or individual you should discuss your concerns with EITC’s Compliance function before entering into any such arrangements.

Financial Action Task Force (FATF) defines Money laundering as the following – “The goal of a large number of criminal acts is to generate a profit for the individual or group that carries out the act. Money laundering is the processing of these criminal proceeds to disguise their illegal origin.” Anti-Money Laundering (AML) is defined as a set of procedures, laws, or regulations designed to stop the practice of legitimising (i.e., laundering) funds obtained by illegal means.

SCA in its circular dated 2012 with subject “Compliance with the Standards for Anti-Money Laundering and Combating the Financing of Terrorism” provided high level guidelines when dealing with countries in FATF website recommending PJSC (listed companies) to apply preventive procedures to protect themselves from risks arising from those countries.

2. Policy Statement

We are committed to acting legally, fairly and ethically in all our business dealings. EITC is committed to avoiding trade with sanctioned parties, and to complying with any relevant laws and regulations on sanctions and AML that apply to us (“Sanctions and AML/ CTF Laws”).

3. Application and Scope

This Policy applies to all EITC group employees (FTEs, FTCs, or any other category) and anyone else acting on behalf of EITC. Special rules apply to the nationals of certain countries (e.g. US, EU) under those countries’ laws. Therefore, please read this Policy together with EITC’s Recusal Policy for US Persons and EU Persons’, which sets out certain restrictions applicable to employees who are US or EU Persons.

4. Consequences for Breaching?

Please note that failure to comply with Sanctions and AML/ CTF Laws can have serious consequences, especially for nationals of certain countries (e.g. US, EU). Civil and criminal charges can be brought against a person for breach of Sanctions and AML/CTF Laws. Penalties for these charges can also include imprisonment and significant fines against you as an individual. You would also be subject to disciplinary action, including dismissal.

In addition, if EITC is found to have traded with sanctioned parties or breached any Sanctions and AML/ CTF Laws we could face significant fines, damage to our corporate brand and reputation, loss of the ability to trade in certain jurisdictions, debarment from bidding for government contracts, loss of business, cancellation of contracts, legal action by competitors, litigation, and substantial investigation and remediation expenses.

5. Key Principles and Obligations

As part of our commitment to comply with Sanctions and AML / CTF Laws we have adopted a set of key principles and requirements that govern our approach and key obligations with which we expect all our employees (and anyone else acting on EITC’s behalf) to comply:

- ✓ To be open, cooperative, and transparent in all our dealings with any authorities (such as governments and international bodies) which impose Sanctions and AML Laws that may apply to EITC and its employees.
- ✓ To ensure appropriate processes are put in place to identify all relevant Sanctions and AML/ CTF Laws that may apply to EITC and its employees.
- ✓ To conduct appropriate due diligence before entering into a transaction with any customers, suppliers, and counterparties to ensure there are no breaches of any Sanctions and AML/ CTF Laws that may apply to EITC and its employees.
- ✓ To adhere to COBC and E – AML/ CTF and Sanctions Procedure guidelines when dealing with partners, suppliers etc.
from high-risk countries. Refer the FATF website to access the list of high-risk countries.
- ✓ To not knowingly engage in US Dollar or Euro banking transactions that may breach US or EU Sanctions.
- ✓ To comply with legal restrictions relating to trade, including country sanctions and trade embargoes. In particular, to conduct adequate due diligence to ensure that equipment that may be used for monitoring or intercepting Internet or telecommunications services is not provided, to (or for the benefit of) any individuals or entities appearing on any Sanctions List.

To implement and maintain effective screening processes appropriate to the nature, size, and risk profile of EITC to enable:

- ✓ The screening of partners etc. as per COBC and E - AML and Sanctions Procedure guidelines.

- ✓ The on-going screening of existing partners etc. following updates to Sanctions Lists, as per COBC and E – AML/ CTF and Sanctions Procedure guideline.
- ✓ To implement effective and appropriate controls to ensure that any legal and regulatory reporting obligations are complied with as soon as possible.
- ✓ To ensure that appropriate resources are maintained to enable EITC to comply with its obligations under the relevant Sanctions and AML/ CTF Laws.
- ✓ To consult EITC Compliance function if you are ever in any doubt as to the right course of action in relation to Sanctions and AML/ CTF Laws.

6. US/EU Person Recusal

US Persons and EU Persons may not be involved in any transactions that may breach either US/EU Sanctions Laws respectively. Please refer to EITC’s Recusal Policy for US Persons and EU Persons’ for further information, which will be part of COBC and E procedure.

A US Person is anyone who is a US national, US resident (which includes a green card holder), or US entity. An EU Person is anyone who is an EU national, EU resident, or EU entity. If you have any doubts as to whether you would be considered a US/EU Person, please contact EITC’s Legal Department for clarification.

Even if you are not a US or EU Person you must be careful to ensure that you do not involve any US or EU person in any business, activity, or transaction that may result in a breach of US/EU Sanctions. Causing a US or EU Person to breach Sanctions would be considered a breach of EITC’s Sanctions, AML/ CTF and Recusal Policy. EITC may also be held liable if you cause a US or EU Person to breach Sanctions. As set out in Section 4 of this Policy, the consequences for breaching Sanctions are very serious for both you as an individual, and EITC as a company.

7. Reporting Breaches

Any employee who knows or suspects someone has breached this Policy or any Sanctions and AML/ CTF Laws should report this to EITC’s Compliance Function. EITC is committed to investigating disclosures fully, fairly, quickly, and confidentially, where circumstances permit.

8. Record Keeping

EITC’s Compliance Function will keep a record of anything relevant to compliance with Sanctions and AML/ CTF Laws. as per record keeping requirements mandated in laws and regulations, that will be applicable to EITC.



Whistle Blowing Policy

Conducting business with honesty and integrity are one of the core principles with which the Company abides by. We encourage a culture of openness and accountability within the company and hence expect all our employees to report any wrong doings within the company.



Summary

Overview

- 1. The aim of this policy is to ensure that our employees are confident that they can raise conflicting matters of genuine concern without fear of reprisals, in the knowledge that they will be taken seriously and that the matters will be investigated appropriately and regarded as confidential.
- 2. The policy sets out the various guidelines on what nature of violations can be reported, how the investigations are carried out by the Designated Whistle blowing officer (DWO).

Applicability and Consequences

This policy applies to all individuals working for EITC at all levels and grades including, members of the Senior leaders, senior managers, employees (including permanent, temporary and part-time employees), (collectively known as employees in this policy).

Your Responsibilities

- 1. It is the responsibility of all employees to raise any concerns that they might have about malpractice within the workplace.
- 2. In case you come across any concerns or malpractice within the organisation which falls under any of the categories mentioned in the policy, you are required to disclose the facts as per the guidelines set out in the Whistleblowing Policy.

Queries and Reporting Violations

Employees can raise their concerns anonymously by calling 800 503 7283, sending an email to wb@duconcerns.ae 'or' through the website www.duconcerns.ae or to the Compliance function.

1. Introduction and background

EITC seeks to conduct its business honestly and with integrity at all times. By encouraging a culture of openness and accountability within the organisation, we believe that we can help prevent malpractice or fraud related situations from occurring. We expect all employees to maintain high standards in accordance with our Code of Business Conduct and Ethics policy and raise any concerns related to malpractice.

2. Objective

The objective of this policy is to ensure that our employees are confident that they can raise any matters of genuine concern without fear of reprisals, in the knowledge that they will be taken seriously and that the matters will be investigated appropriately and regarded as confidential.

3. Definition of Malpractice

For the purposes of this Whistleblowing Policy, EITC considers the following matters to constitute malpractice:

- An unlawful act, whether civil or criminal, being committed, or is likely to be committed.
- Breach of the Code of Business Conduct and Ethics or any other company policy
- Unprofessional conduct not complying with established standards of practice.
- Questionable accounting or auditing practices.
- Manipulation in operational performance reporting.
- Abuse of power or authority for any unauthorised or ulterior purpose.
- Unfair discrimination in the course of the employment or provision of services.
- Conflicts of interest.

The Policy does not cover concerns about poor or unfair management, inefficient systems or other operational feedback.



4. Personnel responsible for implementation of policy

The board has overall responsibility for the Whistleblowing policy but has delegated the responsibility for owning the policy to the Compliance function (in line with SCA regulation Article 69(k) which mandates 'Compliance Officer' to "Set out policies and programs that encourage managers and staff to report suspected fraud and other inappropriate actions") and conducting investigations to ICD (Internal Control Department). Board has assigned the Compliance officer (as mandated by SCA) and ICD to act as function to receive the whistleblowing incidents. Board has also assigned the Compliance officer (as mandated by SCA) to oversee and follow up on the investigations and report the status (as highlighted in section 9) of whistleblowing incidents (in collaboration with ICD) to the Audit Committee. Responsibility for monitoring and reviewing the operation of the policy and any recommendations for change within the organisation resulting from investigations into complaints under the policy lies with the Audit Committee.

5. Who does this policy apply to?

This policy applies to all individuals working for EITC at all levels and grades including, members of the Senior Management Group, senior managers, employees (including permanent, temporary and part-time employees) (collectively known as employees in this policy). We have mentioned that vendors/partners can raise their concerns directly to the compliance function in COBC&E (Code of Business Conduct & Ethics) partner policy.

6. What disclosures are covered?

- 6.1. Concerns about malpractice within the organisation, which falls within the categories, outlined below and affects or could affect, for example, customers, members of the public or other employees should be raised using the procedure set out in paragraph 8.



- 6.2 You should use this policy if you have a genuine concern that there are reasonable grounds for believing that:
- a criminal offence has been committed, is being committed, or is likely to be committed.
 - a person has failed, is failing, or is likely to fail to comply with his or her legal obligations whether derived from statute, regulations or contract.
 - a false or inaccurate allegation has been made, is being made, or is likely to be made against a person connected with EITC (whether a co-employee, an adviser or supplier of the Company or a customer).
 - the health and safety of any individual has been, is being, or is likely to be endangered.
 - the environment has been, is being, or is likely to be damaged.
 - fraud (an act of willful misrepresentation which would affect the interests of the Company).
 - appropriate restrictions are not maintained on the giving and receiving of gifts and entertainment.
 - discrimination and harassment, zero-tolerance for bribery and corruption.
 - theft or misuse of the company’s assets and resources (including intellectual property right).
 - breach or likely breach of the Sanctions and AML policy relating to doing business with sanctioned individuals, companies or organizations
 - any of the above are being, or are likely to be, deliberately concealed.
 - any other reason not expressly listed above but indicates any potential malpractice.

In general, this policy covers actions or omissions you consider are illegal, contrary to policy or established procedure or outside the scope of an individual’s authority, actions that could damage EITC’s reputation and conflicts of interest.

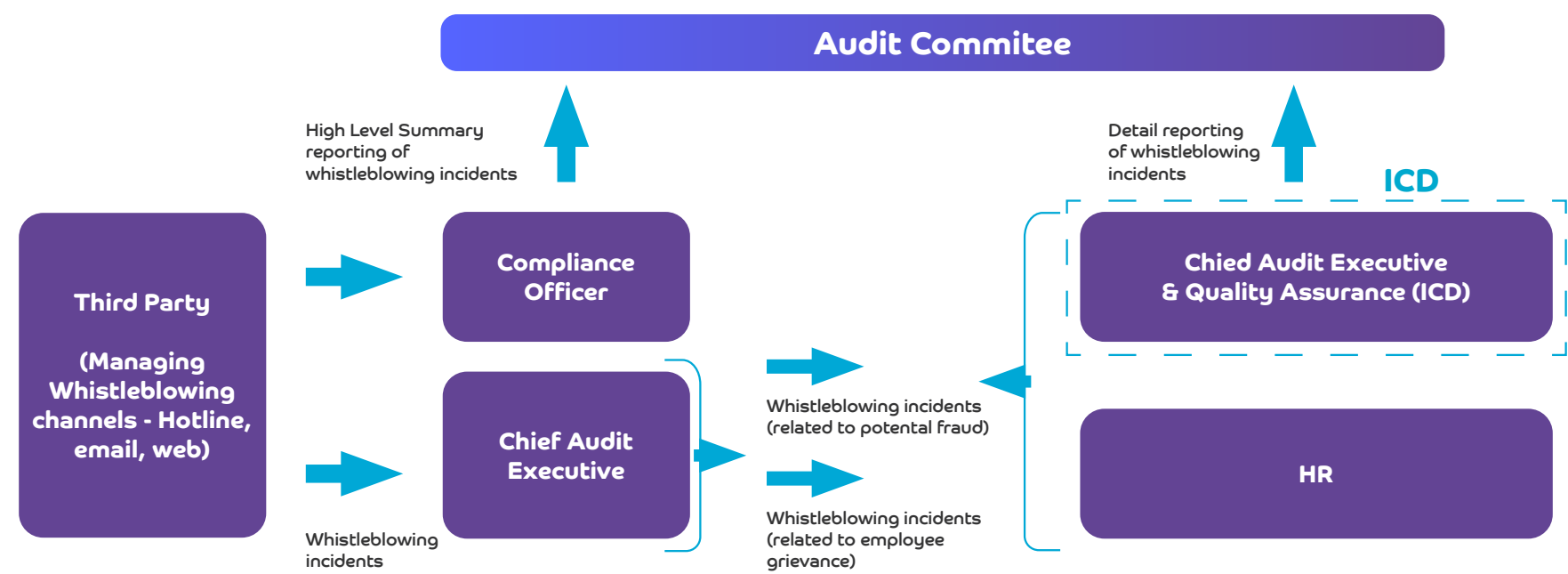
We value any concerns reported in good faith under this policy. If you are uncertain whether the matters concerning you are within the scope of this policy), we encourage you to report the concerns in accordance with the procedure set out in paragraph 7.

7. To whom should a disclosure be made?

- An individual should raise reportable matters with someone who is in a position to address them appropriately. In most cases, an individual can raise such matters with the line manager or head of department who will usually be in the best position to help.
- We recognise that you may not feel comfortable discussing concerns with your direct line manager. For the purposes of this policy, you are asked, in the first instance, to raise concerns about any form of malpractice to the hotline, outlined in the section ‘How should a disclosure be made? It is the duty of the management of the hotline to make sure the report does not go to anyone who would be directly or indirectly involved in the matter.
- The DWO is currently the Chief Audit Executive or any person designated by him/ her to act as the DWO from time to time. The DWO reports directly to the Audit Committee. The compliance officer (CO) can also delegate the day-to-day governance of the policy to any person he/ she may deem fit. In the absence of the DWO or CO, the Audit Committee or the Chief Executive Officer may nominate another employee to carry out the DWO’s or CO’s duties under this policy.
- If the disclosure is extremely serious or in any way involves the DWO or CO, you should report it in writing to the company secretary who will communicate your disclosure to the chairman of the Audit Committee without delay.
- We will always endeavor to handle investigations promptly and fairly, but if you have made a disclosure under the procedure outlined in paragraph 8 and you are not satisfied with the investigation or its conclusion, you should write directly to the company secretary detailing your concerns who will then communicate your written complaint to the chairman without delay.
- We envisage that disclosures will most likely relate to the actions of our employees, members of the Senior Leaders or directors but they may also relate to the actions of a third-party, such as a supplier or customer. It may be appropriate for you to raise your concerns directly with the third-party where you believe that the malpractice identified relates solely or mainly to their conduct or a matter which is their legal responsibility. However, you must consult the compliance officer before speaking to the third-party.

8. How should a disclosure be made?

- You can raise your concerns anonymously by calling 800 503 7283, sending an email to wb@duconcerns.ae 'or' through the website www.duconcerns.ae. EITC Concerns, a team of independent professionals run and manage this service, and they are in no way involved or affiliated with the day to day business. It is an independently and confidentially run by a third-party.
- Once such incidents are received from the third-party consultant by compliance officer and the DWO, before taking any action in respect of a disclosure made under this policy, he/she may first consult with, and seek guidance from, the relevant department(s), if required.
- We recognise that disclosures made under this policy may involve highly confidential and sensitive matters and that you may prefer to make an anonymous disclosure. It is preferable for whistleblowers to reveal their identity to the DWO and measures can be taken to preserve confidentiality if appropriate. Additionally, the whistleblower can reveal his information to the hotline provider, and the hotline provider can maintain confidentiality from the company (EITC).



9. Roles and Responsibilities

9.1 Employees

- Read and understand the relevant EITC’s policies & procedures and its standards of conduct.
- Not attempt to carry out any investigation by themselves and not take any action before reporting their concerns as per procedure set out in the policy.
- Cooperate fully with the investigation done by investigators appointed by ICD/ investigation committee.
- Do not disclose any information with respect to the investigation to any other employee as this may prejudice the outcome of the investigation.

9.2 Compliance Officer and Compliance team

- To act as a function to receive all whistleblowing incidents, along with ICD, reported through the independent third-party consultant who manages all the whistleblowing channels.
- ICD will do the screening of the reports received from the third-party consultants and disseminate the list of incidents, reported by the independent third-party consultant, to HR, or any other department, depending upon the nature of incidents reported.
- In collaboration with DWO or any other person appointed by DWO, assist ICD in designing and developing various reporting templates including but not limited to incidents reported, status update of the incidents including the nature of the incident, the status of investigation etc. to ensure effective reporting to Audit Committee.
- The CO role in terms of reporting to Audit Committee is limited to periodically presenting the high-level summary status of whistleblowing incidents mentioned herewith like number of incidents reported, number of incidents open/ closed and investigations closed within/ outside SLA, using the agreed templates, in collaboration with DWO.
- Ensure appropriate quality assurance on the entire lifecycle of the whistleblowing policy including status updates of investigations, draft report, record keeping etc.

- To review and provide recommendation (within 5 working days) on the draft report of investigations before finalization and submission and closure by ICD to the senior management.
- To monitor the status of the investigations based on the assigned timelines and delays, if any, are adequately justified.
- Take an active role in enhancing the ethical culture across EITC by supporting ICD and HR to provide trainings with regards to whistleblowing policy.
- Ensure all records related to whistleblowing policy are adequately stored and maintained by ICD in Archer/secured folder.

9.3 Designated Whistleblowing Officer (DWO) and Internal Control Department

- Design and develop appropriate procedures including defining priority levels and SLAs, in coordination and alignment with CO) for conducting Whistleblowing investigations.
- Conduct initial assessment of the incidents shared by the third-party consultants and initiate the investigation by forming the Investigation Committee. ICD will chair the investigation committee and produce the final reports of the investigations. ICD will do the screening of the reports received from the third-party consultants and disseminate the list of incidents, reported by the independent third-party consultant, to HR, or any other department, depending upon the nature of incidents reported.
- Work in coordination with the CO or any other person appointed by him/ her to design various templates including but not limited to periodic internal status updates, Audit Committee reporting templates, draft/ final report templates etc.
- Provide the compliance team periodic status updates on the progress of the ongoing investigations on whistleblowing incidents.
- The DWO role in terms of reporting to Audit Committee includes providing detailed update on the specific investigations conducted, reasons for delays in completion of investigation with justifications, reporting on the action taken and recommendations provided to management based on such investigations etc.
- Address any queries or concerns raised by the Audit Committee on the whistleblowing investigation reports conducted by ICD and ensure the overall implementation of the actions plans.

- Ensure that there is no duplication in investigations and that no allegations are overlooked or ineffectively investigated as a result of lack of clarity on who should be doing the investigation.
- Address any concerns or recommendations provided by the CO and/or compliance team on the whistleblowing investigation draft reports.
- Ensure that the proper documentation and the evidential chain of custody is maintained at all times. Store all relevant documents in the ICD online tool (Archer/secured folder).
- Take an active role in enhancing the ethical culture across EITC conducting training sessions with regards to whistleblowing policy in coordination with CO/ compliance team and/ or HR team.
- As far as the DWO considers it appropriate and practicable, you will be kept informed of the progress of the investigation, barring the specific details.
- We recognise that there may be matters that cannot be dealt with internally and in respect of which external authorities will need to be notified and become involved either during or after our investigation. We will endeavor to inform you if a referral to an external authority is about to or has taken place, although we may need to make such a referral without your knowledge or consent if we consider it appropriate.

10. Investigation of disclosure

- EITC is committed to investigating disclosures fully, fairly, quickly and confidentially, where circumstances permit. Following your submission of a formal disclosure, the CO (or another individual acting in his/ her place) or the DWO will acknowledge receipt within five working days and will ensure appropriate arrangements for investigation.
- The length and scope of the investigation will depend on the subject matter of the disclosure. In most instances, the DWO will carry out an initial assessment of the disclosure to determine whether there are grounds for a more detailed investigation to take place or whether the disclosure is, for example, based on wrong information. In any event, a report will be produced, and copies will be provided to the Audit Committee and, where appropriate, you will also receive a copy.
- If a longer investigation is considered necessary, ICD will usually appoint an investigator or investigative team including personnel with experience of operating workplace procedures or specialist knowledge of the subject matter of the disclosure.

11. Confidentiality

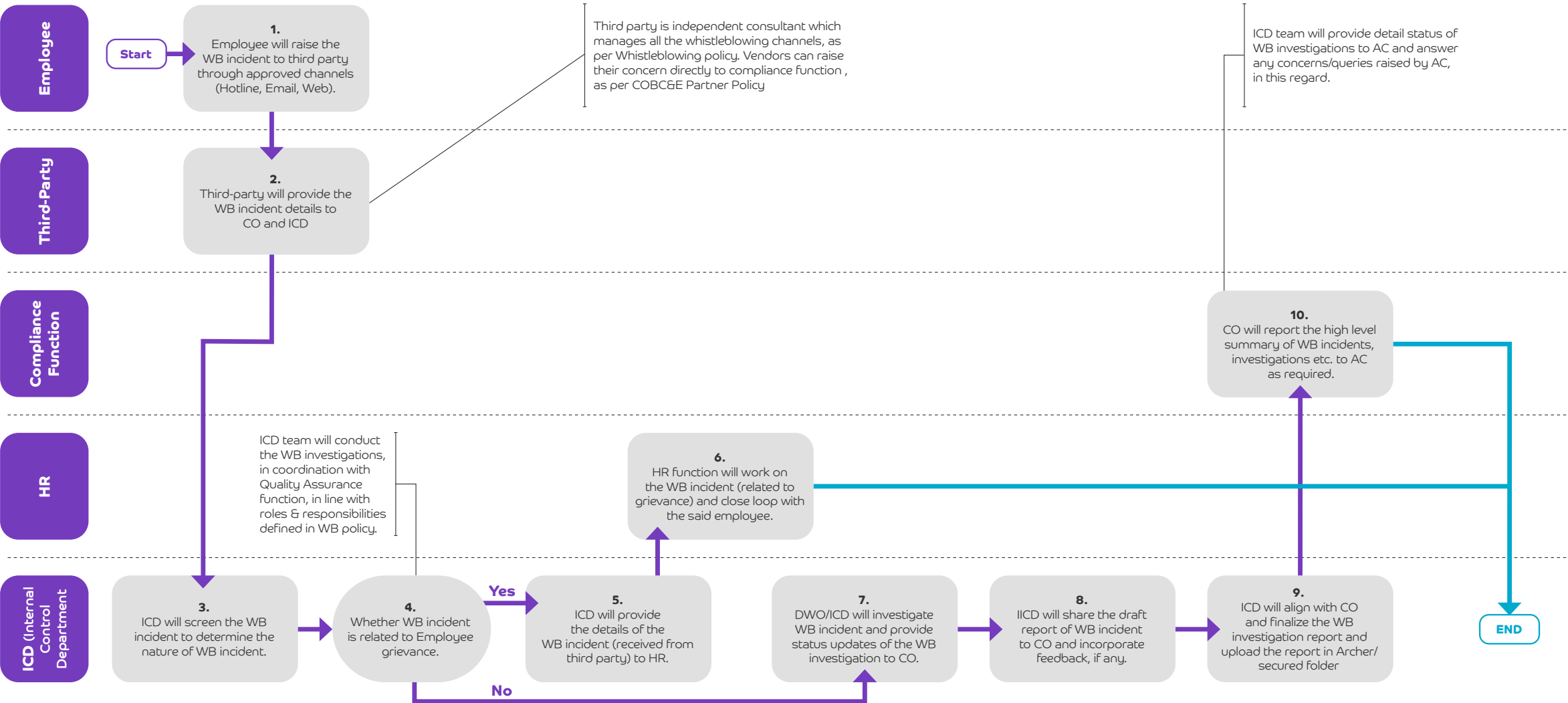
Every effort will be made to keep the identity of an individual who makes a disclosure under this policy confidential, at least until any formal investigation is under way, in line with the Protection of Confidential Information Policy as mentioned in the Code of Business Conduct and Ethics. In order not to jeopardise the investigation into the alleged malpractice, you will also be expected to keep the fact that you have raised a concern, the nature of the concern and the identity of those involved confidential.

12. Protection and support for whistleblowers

No employee who raises genuinely held concerns in good faith under this policy will be dismissed or subjected to any detriment because of such action. If you believe that you are being subjected to a detriment e.g. unwarranted disciplinary action as a result of raising concerns under this policy, you should inform the DWO or CO immediately. Employees who victimise or retaliate against those who have raised concerns under this policy will be subject to disciplinary action.



13. Detailed Whistleblowing Process Flow



Third-Party Due Diligence Policy

We conduct business with an array of vendors across the globe. We manage the level of risk from relationships with third-parties so as to protect and secure our organisation and avoid any breaches and reputational risks.



Summary

Overview

We are committed to conducting business with our third-parties, in accordance with applicable laws and regulations and guidelines enshrined in the said policy. The policy provides high level guidelines around governance structure, mandates of the policy, reporting of violations of this policy through appropriate channels.

Applicability and Consequences

1. This policy applies to all the employees of the Company.
2. The Company can take disciplinary proceeding against any employee who does not adhere to the third-party compliance assessment policy.

Your Responsibilities

1. Understand and comply with the requirements of the EITC Code of Business Conduct and Ethics (its policies and all downstream procedures).
2. Adhere to all applicable laws and regulations pertaining to this policy.
3. Uphold our commitment to always do what is right and just.
4. Demonstrate ethics, integrity, and accountability at all times.
5. Complete all assigned training(s) relating to this Policy.

Queries and Reporting Violations

1. Reach out to the Compliance function in case of any queries.
2. Raise any known or suspected violations of this Policy to the Compliance function.



Introduction

This Policy sets forth minimum expectations for Third-Party Due Diligence, such that we only do business with various third-parties (vendors etc.) who meet our standards in relation to ethics and compliance and have a shared commitment to abiding by applicable laws. You must not make a payment to a third-party if you know or suspect that the person may use or offer all or some of the payment as a bribe. We all have a responsibility to protect the Company brand and to ensure that any third-parties we engage are legitimate service providers.

Before engaging any such party, you are expected to undertake appropriate due-diligence checks. This will include a corruption-risk assessment that should take into account the country in which the business is to be conducted, the third-party’s potential business partners, and the nature of the proposed project or transaction.

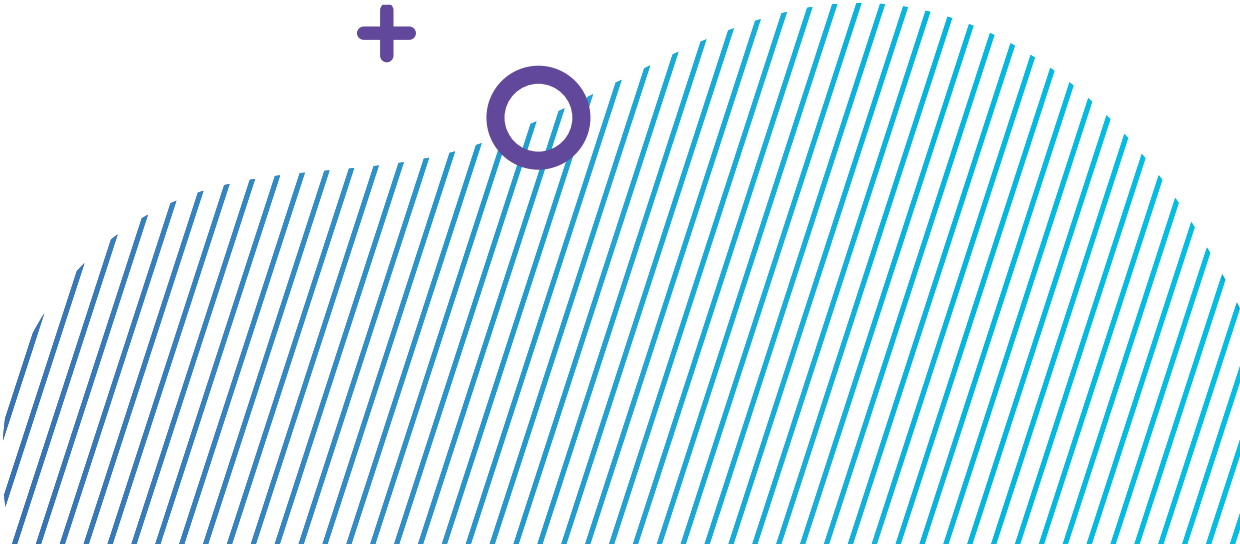
When dealing with third-parties there are some “red flags” you should watch out for as indicators of potential violations of anti-bribery and anti-corruption laws, including:

- A Government Official recommends that EITC hire a specific third-party.
- The proposed compensation of a third-party retained by du is unreasonably high compared to the market rate without a reasonable explanation.
- A third-party retained by EITC requests unusual financial arrangements – e.g. that payments be to an unknown third-party, split among multiple accounts, or made to an account in a country other than where the third-party is located, or business was performed.
- A third-party that EITC seeks to retain lacks qualifications to perform the expected services.
- A third-party relies heavily on political or Government contacts instead of technical skills.
- Upon checking references, you find that the third-party has an unsavory reputation or is not well known in the industry.

- A third-party that EITC seeks to retain will not agree to terms requiring compliance with anti-bribery and anti-corruption laws.
- The services will be performed in a country that is considered high risk for corruption.
- The same third-party is repeatedly used for business without any reasonable justification for their repeated appointment.

Governance

For all our third-parties, we should conduct risk-based Due Diligence. The Relationship or Account Owner is responsible for ensuring that appropriate risk-based Due Diligence is conducted and for managing the Due Diligence process for the said third-party. This policy is to be referred in conjunction with “Sanction, AML and Recusal Policy” and “Anti-Bribery and Anti-Corruption Policy”. Due diligence can be based on various parameters including geographic location of third-party, industry, background and identity of UBO (Ultimate beneficial owners) and shareholders etc. The frequency of the due diligence needs to be commensurate with the risk assessed of the third-party.



Monitoring

We need to monitor our third-parties on an on-going basis, as changes within the third-party may trigger new or renewed due diligence. The below scenarios provide a non-exhaustive list, which might trigger a renewed due diligence:

- Status of the geography: from a non-sanctioned to a sanctioned country or vice versa
- Size or scope of the relationship
- Type of relationship, e.g., from customer to supplier, from advisor to joint venture partner, etc.
- Ownership and/or control of the Business Partner
- Negative media reports
- Investigation announcement
- Restricted, denied, debarred, etc.

Recordkeeping

All records documenting the due diligence checks and risk assessment should be kept for a period as required by applicable law or regulations.

If you have any doubts or concerns regarding the integrity of a proposed third-party, you should discuss your concerns with EITC’s Compliance function before entering into any such arrangements.



Definitions

Auditors

Includes both external, internal and state auditors.

Brand

A brand is a collection of images and ideas representing an economic producer; more specifically, it refers to the concrete symbols such as a name, logo, slogan, and design scheme.

- Is often used interchangeably with “trademark”.
- A brand is a sign identified by a distinctive word, phrase, sign, package or label. It is a representation of a company’s name, trademarks, products, designs and symbols.

Company

The ‘Company’ refers to EITC (Emirates Integrated Telecommunications Company or du) or any of its legal subsidiaries.

Competitors

A **business** that provides similar products or services.

Concealment

The action of hiding something or preventing it from being known.

Executive management

Employees in the capacity of CxO’s and above.

Government official

Any individual acting on behalf of a government, government department, government agency or government-owned company.

Harassment

EITC considers the following conduct to be harassment: verbal, physical and visual conduct that creates an intimidating, offensive, or hostile environment in the workplace that interferes

with work performance, even if it is not unlawful.
Harassment may be based on race, colour, religion, sex, national origin, ancestry, age, disability, veteran status, sexual orientation, marital status, pregnancy, gender identity or other characteristic protected by the local law, regulation or ordinance.

Infringement

The actions of breaking the terms of a law, agreement, etc.

- The actions of limiting or undermining something.

Intellectual property rights

Intellectual property rights include patents/patent applications, trademarks, copyrights, trade secrets, know how, and mask work rights.

Misrepresent

To give a false or misleading account.
To serve incorrectly or dishonestly as an official representative.

Ordinance

An authoritative order.

Privacy

An individual’s right to keep aspects of his or her personal life secret and to expect appropriate collection, use and disclosure of their personal information.

- An organisation’s responsibility to respect an individual’s rights and to manage personal information appropriately.

Note: An individual’s right to privacy is not limited to personal information only, but also includes other areas, such as behavioural privacy (an individual’s right to choose what they do and to keep certain behaviours from being shared with others) and communications privacy (the right to communicate without undue surveillance, monitoring, or censorship).

Proprietary information

Specific data types that are regulated by laws, contractual agreements, national and international regulations and company policies.

Senior management

Employees in the capacity of VP and above.

Substance abuse

- Pattern of harmful use of any substance for mood-altering purposes.
- The use of illicit drugs or the abuse of drugs for purposes other than those for which they are indicated or in a manner or in quantities other than directed.

Trademark

A trademark is anything that identifies the source of one’s goods or services and distinguishes them from those of another, including a **word**, a **name**, a **design**, a **colour**, a **phrase**, a **sound**, or even a **scent**.

Material Information

Any fact, event, decision or information that directly or indirectly affects the price or movement of the Company’s shares or affects the decision of a party to purchase, sell, hold or deal in the Company’s shares.

Material Related Party Transaction

Related Party Transaction which has a value of more than 5% of the Company’s share capital.

Parent Company

In relation to a company, a parent company, which owns sufficient shares in the company to control its general assembly.

Bullying

Bullying shall be defined as offensive, intimidating, malicious or insulting behaviour which, through the abuse or misuse of power, makes the recipient feel vulnerable, upset, humiliated and threatened. Power includes both personal strength and the power to coerce others

through fear or intimidation. Bullying is often a form of harassment and can undermine an individual’s self-confidence, competence and self-esteem.

Facilitation Payments

In some countries, it is customary for Government Officials to ask for payments to speed up a routine government action such as processing licenses, permits, or other official documents. These payments are known as facilitation payments.

Goodwill

- The established reputation of a business regarded as a quantifiable asset.
- The difference between the total value of a business and the value of its net assets in its balance sheet. It represents the ability of the business to generate profits and cash in the future

Related Party

- a) The Chairman, any Director, any Senior Officer or any employee of the Company.
- b) Any company in which the Chairman, any Director, any Senior Officer or any employee of the Company holds 30% or more of the shares, or any Parent Company, Subsidiary, Sister Company or Affiliate Company of such company.
- c) Any Subsidiary, Sister Company or Affiliate Company of the Company. “Related Party Transaction” means any transaction, dealing, agreement or arrangement in which the Company and any Related Party are participants, and which is outside the ordinary course of the Company’s business or is not on arms-length terms.

“SCA”

Securities and Commodities Authority of the United Arab Emirates.

Title	Details
Company name	Emirates Integrated Telecommunications Company Public Joint Stock Company
Policy name	EITC Employee Code of Business Conduct and Ethics
Version	3.0
Owner & Custodian of COBC&E Policy	EITC Compliance function
Approver	Audit Committee & Board of Directors of EITC
Contact details	Report any questions or concerns to: eitc.compliance@du.ae



The illustration features a group of six diverse individuals standing behind a large white sign that reads "Thank you" in a bold, purple, sans-serif font. The group consists of three women and three men, dressed in a variety of styles including traditional Middle Eastern attire (a white thobe and ghutra) and modern business casual wear. The background is a vibrant composition of overlapping purple and blue circles, some with diagonal blue stripes, and small white plus signs. The entire scene is framed by a thick, rounded purple border. The ground is depicted with a blue circular patch and a series of white diagonal lines extending from the bottom center.

Thank you