



Anti-Bribery & Corruption Policy

TABLE OF CONTENTS

Table of Contents	2
1.0 INTRODUCTION	3
2.0 DEFINITIONS	3
3.0 POLICY SCOPE	3
4.0 OWNER & POLICY PURPOSE	3
5.0 PRINCIPLES & PROCEDURES	3
6.0 Policy Administration and Enforcement.....	6

DOCUMENT CONTROL

*This document has been issued by the approval of the Board of Directors.
No revision, deletion or amendment of any kind is permitted, other than with the express approval of the Board of Directors.*

1.0 INTRODUCTION

Tabreed is committed to conducting business in accordance with the highest ethical standards and prohibits all forms of bribery and corruption. This anti-bribery and corruption policy (the “**Policy**”) prohibits bribery of any Person (as defined in Section 2 below). Tabreed has zero tolerance for any activity that may constitute bribery and corruption. Violation of this Policy or the Company’s Code of Conduct will result in disciplinary action which may include termination of a perpetrator’s employment. It is therefore vital that you not only understand and appreciate the importance of this Policy, but also comply with it in your daily work.

2.0 DEFINITIONS

Employee means any employee (whether temporary or permanent), director, senior management, trainee, secondee, worker, volunteer or intern of Tabreed or its affiliates;

Group means Tabreed and each of its affiliates;

Person means any individual, company, corporation, firm, partnership, joint venture, association (whether a body corporate or unincorporated association of persons) or any government institution, department or official;

Third Party means any organization, individual, consultant, agent, supplier, partner, contractor or other Person with which Tabreed is engaged or that is working on Tabreed’s behalf.

3.0 POLICY SCOPE

This Policy applies to all Employees, Tabreed Board and Committees members and Third Parties.

4.0 OWNER & POLICY PURPOSE

Policy Owner: the Policy is owned by the Ethics Function within the Legal Department of Tabreed.

The purpose of this Policy is to protect Tabreed and its Group from any illegal activity, including when dealing with Third Parties. This Policy aims to ensure that every Employee knows what to do to prevent bribery and corruption, which minimizes the risks of bribery and corruption occurring in the Group and therefore protects Tabreed from facing any issues with the law.

5.0 PRINCIPLES & PROCEDURES

5.1 Principles

Bribery refers to the act of offering, giving, promising, asking, agreeing, receiving, accepting or soliciting something of value or of an advantage to induce or influence an action or decision.

A bribe refers to any inducement, reward, or object/item of value offered to another Person in order to gain commercial, contractual, regulatory or personal advantage.

Bribery is not limited to the act of offering a bribe. If a Person is on the receiving end of a bribe and they accept it, they are also breaking the law.

Bribery is illegal. Employees must not engage in any form of bribery anywhere in the world, whether directly, passively (as described above) or through a Third Party. They must not accept bribes in any degree and, if they are uncertain about whether something is a bribe, a gift or an act of hospitality, they must seek further advice from their manager and/or the Company’s Compliance Officer.

Additionally, this Policy is subject to the below principles and procedures:

- Employees and Third Parties must read and understand this Policy.
- Employees and Third Parties are responsible for complying with this Policy.

- Employees and Third Parties shall adhere to the legal standards and restrictions as outlined in the applicable policies in all respects.
- Employees and Third Parties should immediately report suspected violations of this Policy or any anti-corruption or anti-bribery laws by Tabreed, its Employees and/or Third Parties to the Compliance Officer or the Chief Legal Counsel.

5.2 General Requirements to prevent Bribery and Corruption

Employees and Third Parties may neither directly nor indirectly offer, give, seek, accept, promise or authorize any financial or non-financial advantage to any Person (including any charities or non-profit organizations that may be associated with such Person), with the purpose to influence a business outcome improperly, induce or reward improper conduct, induce the counterpart to take (or to refrain from taking) action or influence any commercial, contractual, regulatory or personal decision. This would qualify as bribery or corruption.

Financial and non-financial advantages include, but are not limited to:

- Cash
- Cash equivalents, such as gift cards, vouchers, loans
- Gifts, entertainment or hospitality
- Political or charitable donations
- Educational, employment or other valuable opportunities

In some situations, engaging companies and individuals that have a personal relationship with an employee or Third Party of Tabreed can give the appearance of bribery or corruption.

5.3 Complications When Dealing with Government Entities

Host government arrangements can be complex as they often involve obligations for both the host government and visiting company. However, in all arrangements Employees and Third Parties must comply with applicable laws and Tabreed policies, particularly this Policy.

All payments to government entities must be for the legitimate delivery of our goods and services. Many government entities have harsh penalties for companies that improperly bill the government. Where necessary, Employees and Third Parties should be prepared to submit documentation about the goods and services that were provided with information such as the type of products, quantity, date of delivery, name of the contact at the government entity and similar information.

5.4 Maintaining Proper Records

At Tabreed, we record all transactions in our accounts and company systems accurately and in reasonable detail. If improper payments are made or transactions are inaccurately recorded, this could have a serious impact on Tabreed's reputation and/or result in high penalties or prison sentences. This means that all Employees must, at all times, be extremely diligent in their record keeping and must verify and track that money and resources are used for the stated purposes. We must never falsely classify, label, represent or otherwise be untruthful regarding the use or purpose of our resources including money, equipment and all other expenditures.

In many cases, bribery and corruption can be prevented if we track the use of our resources through effective and accurate record keeping.

5.5 Transactions with Third Parties

The restrictions contained in this Policy apply both to Employees and to Third Parties. This Policy cannot be circumvented by requesting a Third Party to offer, give, seek, accept, promise or authorize any financial or non-financial advantage indirectly on Tabreed's or any member of its Group's behalf. Since anti-corruption and anti-bribery laws prohibit indirect as well as direct payments and offers, Employees and/or Tabreed may be held liable for the conduct of Third Parties.

All Third Parties working with/for Tabreed must commit to Tabreed's Supplier Code of Conduct which includes provisions stating that they do not and will not engage in Bribery and Corruption.

Employees must be careful when agreeing on prices and payment terms with Third Parties as some types of compensation arrangements can be used or viewed as bribes. Prices must be commercially reasonable and commensurate with the deliverables. The deliverables that are provided for the agreed price must be clearly defined and documented and the payments of the price must be clear and accurate. Any performance-based reimbursement conditions shall be agreed on a contractual basis.

If a Third Party is using their power to demand an illegal payment, Employees should not yield to this demand, but contact a supervisor, copying in the Company's Compliance Officer. If there is a situation where someone tries to extort money from an Employee, this situation needs to be brought to the attention of a supervisor immediately, copying in the Company's Compliance Officer, so that the situation can be handled by those trained to do so.

5.6 Avoiding and Managing Conflicts of Interest

Employees and Third Parties should avoid situations that may create a Conflict of Interest between Tabreed and themselves.

Employees and Third Parties should never take advantage of their relationship with Tabreed for personal gain or for any other goal that may impact their judgment, loyalty or objectivity in any way.

A Conflict of Interest arises whenever an employee's personal, social and financial or other activities or relationships interfere or have the appearance of interfering with an employee's objectivity or loyalty to the Tabreed Group. It is not possible to list all of the potential conflicts but they include such things as holding a second job, having a financial interest in a Tabreed Group project or investment, making a personal gain based upon knowledge of sensitive non-public or other confidential information, having family members who work for customers or suppliers, or serving as a consultant or director of any entity outside of the Tabreed Group.

Avoid any activity that creates a conflict between your personal interests and the interests of the Tabreed Group or even the appearance of a conflict that would bring into question your objectivity or loyalty to the Tabreed Group. Be alert to any potential conflicts of interest.

Should a Conflict of Interest arise or upon becoming aware of its existence, such Conflict of Interest shall be immediately disclosed to Company's Compliance Officer.

5.7 Consequences of Non-Compliance

Failure to comply with this Policy may subject Tabreed (and its subsidiaries) or its Employees to the following consequences, amongst others:

- Failure to report known or suspected wrongdoing of which the Employee has knowledge may, by itself, subject that Employee to disciplinary action up to, and including, termination.
- Criminal or civil liabilities including fines and imprisonment under UAE laws and regulations and/or international laws and regulations, if applicable;

- Serious reputational damage including media comment;
- Unenforceability of contracts entered into as a result of bribery, corruption, fraud or other illegal acts; and
- Temporary/permanent loss of current/future opportunities,

Both to: (i) the employees; and (ii) Tabreed.

5.8 Training

Tabreed will make this Policy available on its intranet for all Employees. Every employee will have to confirm on a regular basis that they have read, understood and will comply with this Policy. An e-learning program that reflects Tabreed's principles and approach to combatting Bribery and Corruption will also be made available on the intranet. Employees are encouraged to participate in anti-bribery and anti-corruption training sessions that will be held periodically.

5.9 Questions about this Policy

No policy can anticipate every possible situation that might arise. Employees and Third Parties are encouraged to discuss with the Company's Compliance Officer any questions about specific facts and circumstances that may implicate provisions of this Policy.

If confronted with a situation in which there is any doubt or uncertainty about the legality of a payment, expenditure or other action, he/she should contact the Company's Compliance Officer for advice before proceeding.

6.0 POLICY ADMINISTRATION AND ENFORCEMENT

Everyone has an obligation to immediately report suspicions of any violation of this Policy to the Compliance Officer or the Chief Legal Counsel.

No retaliation will be tolerated for reporting, in good faith, any suspected violation of this Policy. Anyone who violates this Policy may be subject to disciplinary action. Being aware of a violation of this Policy and not disclosing it is also considered to be a violation of this Policy and the Code of Conduct. It is not acceptable to claim unawareness that the subject circumstances were a violation of this Policy. If in doubt, raise the matter with a supervisor or via other appropriate reporting channels.

Compliance, supported by Legal, shall be responsible for framing and reviewing on a regular basis this Policy and associated information and training material. Any legal issue, query or notification regarding any aspect of this Policy, including its formulation and enforcement would need to be first addressed to the Compliance Officer.

Corporate Compliance, supported by the Heads of Departments, is responsible to ensure that this Policy is well communicated, widely distributed, easily accessible and clearly understood within Tabreed and its subsidiaries.

The EMT and Heads of Department (as applicable) shall ensure compliance with this Policy, including establishing and enforcing effective compliance mechanisms to deal with applicable laws and their impact on business operation. If the Heads of Departments become aware of any issues which should be included in this Policy, they shall notify the Compliance Officer or the Legal Department of any such development.

This policy will continue to be modified as laws and regulations evolve and as the Group gains practical experience with its implementation.

The Compliance Officer shall inform the Abu Dhabi Accountability Authority (ADAA) about financial and administrative corruption, in line with ADAA requirements.