



CODE OF BUSINESS ETHICS AND CONFLICT OF INTEREST





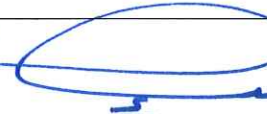


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(Approved by WOQOD Board of Directors in its Meeting duly held on 12/12/2018)

CODE OF BUSINESS ETHICS AND CONFLICT OF INTEREST

(POLICY APPROVAL)

PPM – HC - 013

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REVISION HISTORY

Rev No.	Issue Date	Revision Description	Valid Until Date
00	02 JAN 2010	First Issue	01 JAN 2013
01	01 NOV 2018	<p>Second Issue</p> <p><u>Amendments:</u></p> <p>Making submission of Conflict of Interest Declaration mandatory for all Company Employees.</p> <p>Prohibited Gifts shall be reported as soon as possible after being offered or received.</p> <p>Section 3- Addition of Political Activities Clause</p> <p>Managers and Supervisors are responsible to report to ECIC, conflict of interests of employees and contractors reporting to them.</p> <p>Revalidated and revised using the Corporate Documentation procedure to follow the new Manage Documents process and its related templates.</p>	31 OCT 2021

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1 GENERAL

1.1 PURPOSE

This Policy describes the rules that WOQOD, its subsidiaries (QJET and FAHES) and its Employees must comply with in respect of business ethics and conflict of interest. The purpose of this Policy is to enhance the Company's reputation for honesty, integrity and reliability by establishing and maintaining clear rules of conduct and ethical behavior and minimizing possibility of Conflict of Interest arising between Employees' private interests and Company interest.

1.2 SCOPE

The Policy applies to all Company Employees. Employees are expected to comply with all aspects of the Code of Business Ethics Policy. Employees who fail to comply with this Policy will be considered to be in violation of his or her employment contract and will be subject to appropriate disciplinary action, including termination.

1.3 CRITICALITY

This Policy has been determined to be a High Criticality document.

Criticality Level : High

1.4 KEY RISKS AND CONTROLS

The key risks and controls associated with this Policy are detailed below. This is not intended to be an exhaustive list of all possible risks and controls, but highlights the most common inherent risks and most basic controls which need to work to deliver the intended objective of the process.

Key Risks	Key Controls
Non-compliance with business ethics and conflict of interest rules may jeopardize the confidence of outside entities in the integrity of Company and impact Company reputation and business relations.	Company has established Business Ethics and Conflict of interest Committee (ECIC) to deal with all issues related to business ethics, investigate cases of Policy violations and take necessary actions to eliminate and mitigate possible risks.
Breach of business ethics rules may result in financial loss and also exposing Company and individuals to criminal and civil liability.	Company Employees are required to certify annually that they have read understood and will comply with the Business Ethics Policy.
	Company Employees are required to complete annually the Conflict of Interest Declaration and report to Company any direct or indirect conflict of interest situations.
	ECIC regularly assesses reported conflicts of interests and takes actions to avoid potential risks.
	Company Employees are encouraged to seek guidance of their managers and ECIC if in doubt, report violations and familiarize themselves with the Policy requirements.

Table 1: Key Risks and Controls

1.5 COMPLIANCE

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

Chief Executive Officer shall re-validate this Policy every 3 years to ensure that it continues to serve the purpose intended.

All Employees of the Company are required to observe the Company's Policies and Procedures.

2 RESPONSIBILITY AND ACCOUNTABILITY

Company Management has a responsibility to ensure that the Policy is understood, enforced and implemented by all Company Employees.

Managers and Supervisors have a responsibility to set an example of the highest standard of ethical conduct and to monitor compliance with the Policy by all Employees who report to them. Managers and Supervisors have a responsibility to report to ECIC situations where they have reasonable grounds to believe that an Employee or Contract Staff reporting to them is involved in an actual or potential Conflict of Interest situation.

Employees are responsible for:

- Seeking guidance of their manager or supervisor when any issue arises in respect of this Policy.
- Reporting any violation of this Policy, illegal act or unethical behavior immediately to the ECIC. Reporting is considered confidential and no Employee will suffer retaliation because of a report made in good faith.
- Familiarizing themselves with the Policy.

Employees should avoid situations where the end result is the accomplishment of something that the Company could not legally or ethically do directly.

3 CODE OF ETHICS FUNDAMENTAL PRINCIPLES

All Employees of WOQOD and its subsidiaries shall adhere to the proper and sound conduct practices, shall be loyal to the company and shall not be a party to any illegal, immoral or unethical activity or otherwise perform any unfit or improper activities that negatively affects the standing and/or reputation of the company.

All Employee of WOQOD its subsidiaries are expected to act in a manner that will enhance the Company's reputation for honesty, integrity and reliability. Employees are ambassadors of the Company and must carefully consider the image they project. WOQOD must not only conduct, but must be seen to conduct, its business dealings in accordance with high ethical standards.

The Company is committed to a policy of fair dealing and integrity in all aspects of its business. When acting on the Company's behalf, Employees must comply with all laws, behave with integrity and treat all organizations and peoples in a fair and honest manner.

Contractors and suppliers will be made aware of the requirements of the Ethics Policy. The Company expects its suppliers and contractors to adhere to a code of conduct equivalent to the provisions of this Policy.

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



those countries require a higher standard.

3.1 FISCAL INTEGRITY AND RESPONSIBILITY

All Employees are responsible for protecting Company assets and are specifically responsible for establishing and maintaining appropriate internal controls to safeguard Company assets against loss from unauthorized use or disposition and ensure their efficient use. They are expected to handle the assets of the Company with due regard to the interests of shareholders, creditors, Employees and other stakeholders of WOQOD.

3.1.1 FINANCIAL ACCOUNTING AND REPORTING

Each financial or business transaction must be executed in accordance with management's specific authorization and be recorded with accuracy and fairness. All Company books, records and accounts shall be kept in a manner that reflects, accurately and completely, the true nature of the transaction. Furthermore:

- 1) All accounts and financial transactions must be reported in the financial accounts. There shall be no "off the record" accounting transactions or accounts.
- 2) Employees shall not make any false or misleading entries in the accounts or records of the Company.
- 3) All WOQOD and its subsidiaries business transactions and accounts will be made available to all external and internal audit authorities;
- 4) All expenses and reimbursements must be business related, properly authorized, and accurately described in such accounts;
- 5) No customer or vendor is to be over or under invoiced for any reason;
- 6) Fees and commissions to consultants, agents and other third parties must be legal, proper and consistent with industry practice;
- 7) Employees will not use any commissions, fees, discounts or other funds payable in a way that accomplishes indirectly what the Company would not or could not do directly;
- 8) Employees shall comply with the Company's financial, accounting and internal control procedures;

3.1.2 USE OF COMPANY PROPERTY

Personal use of Company property is not permitted without specific express authorization from the appropriate reporting line.

3.1.3 INTELLECTUAL PROPERTY

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

The Company will:

- 1) Comply with copyright laws and respect the rights of owners of films, videos, books, written materials and computer software.
- 2) Not knowingly infringe or make illegal use of any trademark, patent, trade secret or proprietary technology or information belonging to a third party.
- 3) Respect and comply with the terms of all software licenses, including ensure Employees do not copy software onto any computer for which the software is not registered.
- 4) The Company places great value on its own intellectual property and will take appropriate measures to ensure its proprietary assets are not infringed upon or misappropriated by others. Employees must not disclose any intellectual property of the Company without authorization from the ECIC.
- 5) All intellectual property, inventions, technology developed or conceived by Employees during or as a result of their employment with the Company, which are known, or could reasonably be anticipated to be of direct benefit to the Company must be reported and is the property of the Company.

3.1.4 TRAVEL AND ENTERTAINMENT

Travel and entertainment expenses should be consistent with the needs of business and with the Company's travel expense Policy.

3.2 TENDERING, CONTRACTING AND PROCUREMENT

The Company Policies and Procedures for the procurement of goods and services, tendering and awarding of contracts must be adhered to strictly. It is Company policy that:

- 1) All contracts should be awarded on the basis of competitive bids, except in those circumstances where a negotiated bid is expressly authorized or a bid waiver is obtained; The Company's actions with respect to bidders or potential bidders are fair, ethical and beyond reproach;
- 2) Employees shall not disclose any information either directly or indirectly to a potential bidder which would confer a competitive advantage, result in personal gain, or may be detrimental to the welfare, interest or image of the Company.
- 3) All contracts receive proper review and approval within the authorities delegated.
- 4) The Company's business, operational, financial and legal interests are protected.
- 5) Technical and commercial evaluations of all proposals are done thoroughly and objectively.

3.3 CONFIDENTIAL INFORMATION AND DISCLOSURE

In the course of employment, Employees may have access to information or insider information that is confidential, privileged, of potential value to competitors, or that might be damaging to the Company if improperly disclosed. All Employees must protect the confidentiality of such information as well as similar information relating to companies that have business dealings with the Company. The use or disclosure of this information must be for Company purposes only and



not for personal benefit or the benefit of others. For example, if a person possesses material non-public financial information regarding a company or its securities, that person is prohibited from buying or selling stock in the company until the information has been disclosed and disseminated to the public. This is because the person who knows information that will probably cause the stock price to change, and it would be unfair for the person to have an advantage over the rest of the investing public.

To preserve confidentiality, disclosure and discussion of confidential information should be limited to those Employees who need access to the information in the course of their work.

All information, data and records acquired and/or generated in the course of business are the property of the Company. Employees must not disclose any information either verbally, in writing, or electronically, to other Employees, the media, bidders or any third party without the consent and knowledge of the Company.

Employees who have access to commercially competitive sensitive or confidential information shall strictly comply with the Firewalls rules and procedures and should take appropriate measures to ensure the material is kept in a secure manner and is not distributed or copied to those who should not have access to such information. Safeguarding of information, electronic data and records is an important responsibility of all Employees.

Confidential Information means any and all information directly or indirectly disclosed or provided by or on behalf of the Company, in whatever format and irrespective of the medium in which it is contained, acquired or produced by the Company, its affiliates, joint venture partners, contractors or suppliers, including without limitation, plans, budgets, agreements, drawings, reports, specifications, calculations, and all other documents and information relating to the customers, business, assets or affairs of the Company.

Employees shall separate their personal and social roles from their Company position when communicating on matters involving Company business. Employees must not speak or allow to be seen as speaking for the Company on any matter unless they are certain that the views they express are those of the Company and that it is the Company's desire that such views be publicly disseminated by such Employees.

3.4 CONFLICT OF INTEREST

The purpose and objective of this procedure is to enhance the confidence of outside Entities in the integrity of the Company and its Employees by:

- Establishing clear rules of conduct with respect to Conflict of Interest and;
- Minimizing the possibility of Conflict of Interest arising between the private interests and Company interests related to official duties of Employees and providing for the objective and fair resolution of such conflicts should they arise.

A conflict of interest arises in situations where a choice has to be made between an Employee's personal best interest (financial or otherwise) and the best interest of the Company. A conflict of interest is any direct or indirect interest, or connection that may lead to personal gain or benefit for that Employee from any activity where the Employee's position or authority may influence



decision making, or that may compromise impartiality or judgment in the performance of duties, and/or adversely affects the interests of the Company. If there is any doubt about the existence of a conflict, an Employee must consult his/her Line Manager, Supervisor, or the ECIC.

Sometimes appearances can be as damaging as actions. Therefore, Employees must not only refrain from becoming involved in actual conflict situations, they must also avoid placing themselves in positions that may be perceived as conflicts.

It is not possible to cover every potential situation in which a conflict of interest may arise. Therefore, it is imperative that Employees understand their obligation not to use or appear to use one's position in a self-serving manner. Some examples of conflict of interest are provided in Appendix 1.

All Company Employees and directors shall comply with the following code of conduct and conflict of interest procedures:

3.4.1 CONFLICT OF INTEREST

Employees or their Families shall not have direct or indirect Interest in any Entity or business enterprise that has current or prospective dealings with the Company as a contractor, supplier, customer, landlord or sponsor, unless that interest is declared by the Employee and approved by the ECIC. Employees may be required to dispose of such Interests and must be removed from or disqualified from any activity involving the award or administration of contracts or purchases. An interest includes holding a position or to act in any capacity as director, officer, partner, consultant, employee, distributor, agent or the like for suppliers, contractors, subcontractors, customers or other entities doing or seeking to do business with the Company.

3.4.2 AVOIDANCE OF CONFLICT OF INTEREST

Employees must act honestly and in good faith with a view to the best interests of the Company as taking priority over personal interests. They must avoid situations in which their personal interests may affect their judgment in acting on behalf of the Company. Employees shall avoid Conflicts of Interest whenever possible, and disclose them to the Company and the ECIC when they do exist.

3.4.3 GUIDANCE ON CONFLICT OF INTEREST

Any Employee may be faced with a situation in which personal interest, or the interest of persons or entities to which the Employee is associated, may conflict with the interests of the Company. When an Employee is faced with a situation where personal interest (or the interest of persons or Entities to which the Employee is linked) may conflict with Company interests, the Company's interests must prevail. The Employee must first and foremost consider the Company's interest in the decision making process. Where there is any doubt, about the best course of action in a particular circumstance, the Employees shall consult his/her, manager, supervisor, or the ECIC.

3.4.4 BRIBERY, GIFTS AND IMPROPER BENEFITS OR REWARDS

- 1) Employees shall not offer, promise, give, pay, solicit or accept any bribe in the form of either money or anything else of value for the purpose of improperly obtaining or receiving favorable treatment. This includes, but is not necessarily limited to, entertainment, meals,

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refreshments, gratuities or gifts.

- 2) Employees shall not accept a Prohibited Gift, entertainment or anything else of value from a contractor, supplier, customer, landlord, sponsor or any Entity with whom the Company has commercial dealings without the written consent of the Company, except where, in the case of a gift or entertainment, the value is within the limits prescribed by the Company from time to time, or is of a promotional nature and within commonly accepted industry practice and guidelines established by the Company.
- 3) Prohibited Gifts include: cash, shares, air tickets, hotel rooms, jewellery, furniture, interest-free loans, frequent meals, repairs of house or car, jobs for relations, use of hire cars, offices or apartments.
- 4) Allowed Gifts include: occasional, infrequent gifts of nominal value not exceeding the lesser of 2% of monthly basic salary or QRS.400/-, which are normal in the industry and under the circumstances such as meals, desk / pen sets, testimonials, calendars, sweets etc.
- 5) Gifts offered with a value exceeding the lesser of 2% of monthly basic salary or QRS.400/- shall be reported by the Employee to his/her Manager, Supervisor for further determination of acceptability by the ECIC.
- 6) Employees shall not accept loans from Entities doing business with the Company, except for normal personal loans from banks and recognized financial institutions.

3.4.5 EMPLOYEE DECLARATIONS AND DISCLOSURE

- a) Employees must declare any direct or indirect interest held by himself or his Family in any Entity that has current or prospective dealings with the Company, irrespective of the activity of that Entity, as a consultant, contractor, supplier, customer, landlord sponsor or otherwise. The Employee shall be removed from or disqualified from any involvement in the award or administration of such contracts. Employees must also disclose to the ECIC if the Employee holds a position in another company.
- b) **ANNUAL CONFLICT OF INTEREST DECLARATION** – All Employees shall complete the appropriate Annual Conflict of Interest Declaration within the Reporting Period of each year for the preceding year. (Appendix 3). Any Employee, who deems it appropriate, taking into consideration the provisions of the Code of Business Ethics Policy, may make a voluntary declaration at any time. The information in the forms shall be treated by the ECIC as confidential and shall be released to Employees' line Manager on a "need to know" basis.

Department Manager are responsible to identify Contract Staff involved in procurement, tendering, bids, contract negotiation and administration but do not have access to WOQOD or subsidiaries IT Systems or E-mail account. Department Manager shall ensure that Contract Staff involved in procurement, tendering, bids, contract negotiation and administration have completed and submitted the Annual Certification Statement and Conflict of Interest Declaration either online or manually as applicable.

- c) **ANNUAL CERTIFICATION STATEMENT** – All Employees shall complete and submit annually within the Reporting Period, the Annual Certification Statement in (Appendix 3b) Company's Human Capital Department shall cause new employees joining the Company to sign the Annual Certification Statement.
- d) **PRIOR CONFLICT OF INTEREST DECLARATION** - Employees shall declare any Conflict of Interest regarding their and their Family's interests in Entities to their line managers, before commencing work on any business dealings, tenders or contracts for the Company involving such Entities.
- e) **REPORTING TO LINE MANAGEMENT** - Employees shall keep a record and inform in writing their Department Manager of all conflict of interest situations such as entertainment, gifts or other offers made, as and when they occur. If the Employee has any doubts about the appropriateness of a gift or entertainment he must consult his Department Manager for prior approval. This shall protect the Employee's interest if he is later accused of acting improperly. Any Prohibited Gifts or benefits offered, given or received that exceed the guidelines set forth in this Policy must be reported to ECIC as soon as possible in the Conflict of Interest Declaration Form – (Appendix 3).
- f) The ECIC will resolve any reported conflict of interest by assessing whether the conflict exists, and recommending appropriate action.

3.5 EMPLOYEE RELATIONS

Consistent with its covenants, the Company believes in a mutually supportive, respectful and productive work environment; and that its Employees are a valuable asset to be treated fairly. The Company is committed to providing an environment that enables all Employees to pursue their careers free from any form of discrimination.

3.5.1 DISCRIMINATION

The Company recruits its personnel solely on the basis of its requirements and the qualities of individual candidates relevant to the Company's needs. Neither the Company, any Employee, nor any person acting on behalf of the Company shall discriminate against any person with regard to employment or because of the race, religious beliefs, creed, color, sexual orientation, physical disability, mental disability, marital status, age, ancestry or place of origin. The foregoing requirement does not apply with respect to an employee selection process based on a bona fide occupational business requirement and for hiring of Qatari Nationals.

3.5.2 HARRASSMENT:

Employees shall be treated with respect and dignity, and shall be availed a working environment free of any kind of harassment, including sexual, racial, ethnic and other forms of harassment including -but not limited to- the following:-

- Verbal and written harassment including disdaining and/or derogatory comments, whether given directly or indirectly, howsoever
- Bodily harassment, including any bodily adverse or aggressive touches or inappropriate gestures.

- Sexual harassment or any other sexual conduct.

3.5.3 PRESERVATION OF HEALTH, SAFETY & ENVIRONMENT:

Protection of public health and safety and the protection of local environment from pollution are within the main objectives of the company. All employees, shall perform their respective functions and responsibilities in accordance with the law and shall, observe industry standards in relation to health and safety and environment preservation in the work place and ensure realization of the same, with the highest degree of ethical responsibility.

3.5.4 OUTSIDE WORK, ACTIVITIES AND PRIVATE BUSINESS:

An Employee is prohibited from performing any external private work, activities or business outside the company head office or work place, whether the same is performed outside working hours, and whether paid or unpaid or otherwise based on any other considerations. Excepted from the above are activities permitted under Employee Regulations, if any, and activities carried out for non-profit charitable or voluntary institutions.

3.6 COMPLIANCE WITH LAWS AND REGULATIONS

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

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

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

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

3.7 POLITICAL ACTIVITIES

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

- Contributions of Company funds, cash or in-kind, or other resources in support of political activities, organizations, political candidates, parties or officials in the State of Qatar or anywhere else in the world, unless permitted by law and approved by the Board of



Directors.

- Solicitation of political contributions from individual Employees;
- Political activity in the countries in which he/she is not entitled to exercise civil rights.

Contributions, donations or support to organizations that have social, cultural, educational or artistic missions are subject to applicable Laws.

4 DISCIPLINARY ACCOUNTABILITY

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

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

5 FINAL AUTHORITY

The Company's decision regarding any violation of this Policy shall be final and the Company reserves the right to take all such actions that in its judgment, will end any violation of this Policy.

6 ETHICS AND CONFLICT OF INTEREST COMMITTEE – CONSTITUTION AND MANDATE

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

6.1 COMPOSITION

- 1) The Chief Executive Officer shall appoint the voting members, consisting of a Chairman and five other members.
- 2) Members of the ECIC shall be Company Employees, who collectively have broad knowledge of and experience with the Company's business activities and disciplines and occupy managerial positions to facilitate fair, objective and impartial judgement.
- 3) The members of the ECIC cannot delegate their functions.
- 4) Each ECIC member is appointed for a term of four years
- 5) An appointment to the ECIC may be revoked only by a written resolution of all the other ECIC members. A copy of any such resolution must be addressed to the Chief Executive Officer for endorsement.
- 6) A quorum for the purpose of any meeting will constitute the Chairman and a minimum of 3 other voting members.



- 7) In the event of a tie vote, the Chairman will cast the final vote.

6.2 RESPONSIBILITIES

ECIC, shall deal with all questions related to the Ethics Policy. Its major responsibilities are:

- 1) Make recommendations to the Chief Executive Officer on all questions of ethics.
- 2) Investigate any cases of violation of this Policy related to conflict of interest and decide on appropriate action.
- 3) Alert the Company regarding risks associated with Company activities that may be contested on ethical grounds.
- 4) Ensure that the Ethics Policy is circulated and propose any amendments it considers necessary.
- 5) Ensure that all Employees are thoroughly familiar with the Ethics Policy, understand its provisions, and apply them.
- 6) Reply in the strictest confidence to any question any Employee may have as to the application or with respect to the Ethics Policy in any particular circumstance.
- 7) Prepare, with the concerned business units, any verbal or written communications relating to Ethics Policy.
- 8) Communicate with all external organizations on the question of ethics.
- 9) Advise the Company's training department on the inclusion of the Ethics Policy in all appropriate training programs, particularly for new recruits and for management.

6.3 PROCEDURES

- 1) Each Group / Department / Project is required to inform the Ethics and Conflict of Interest Committee in advance of every new project or proposed change in business practices that might raise a question of ethics.
- 2) A copy of all correspondence addressed to any of Company's business units raising any issue of ethical nature shall be sent to the ECIC.
- 3) The Chief Executive Officer or any Employee may request the ECIC's advice on any matter of ethics or implementation of this Policy.
- 4) The ECIC shall address its replies exclusively to the persons requesting its advice. The members of the ECIC are bound not to reveal the identity of the persons requesting their advice and to refrain from divulging any information that would make it possible to identify such persons.
- 5) The ECIC is free to consider on its own initiative any matters concerning the Company that relate to ethics.
- 6) The ECIC is at liberty to visit any location or affiliate of the Company and ask for relevant information or documentation. All Departments shall submit documents and statements required by ECIC which in the opinion of the ECIC, will assist in the course

of any investigation.

- 7) ECIC may request a Conflict of Interest Declaration form or Annual Certification Statement to be completed by an Employee at any time.
- 8) The ECIC shall be supported by the Internal Audit Department, with which it maintains regular contact for advice. The Internal Audit Department shall investigate any suspected case of violation of this Policy referred to it by the ECIC, and shall submit its report to the ECIC.
- 9) The Chairman of the ECIC or a member may convene a meeting of the ECIC to deliberate on a given agenda.
- 10) The ECIC's decisions shall be taken by consensus, failing which it will be by simple majority. The point of view of the non-agreeing member shall always be recorded.
- 11) The ECIC shall collate the forms submitted by Employees, assess Conflict of Interest Declarations and prepare annually the necessary reports to the Chief Executive Officer and Chairman of Board of Directors, summarizing activities in respect of every year's activities.

APPENDICES

APPENDIX	TITLE
APPENDIX 1	REFERENCES AND RELEVANT DOCUMENTS
APPENDIX 2	GLOSSARY OF TERMS: DEFINITIONS, ACRONYMS AND ABBREVIATIONS
APPENDIX 3	Example of Conflict of Interest
APPENDIX 3a	Conflict of Interest Declarations
APPENDIX 3b	CLS-LEG-FRM-001a - Annual Certification Statement

APPENDICES

APPENDIX 1 – REFERENCES AND RELEVANT DOCUMENTS

Number	Title

APPENDIX 2 – GLOSSARY OF TERMS: DEFINITIONS, ACRONYMS AND ABBREVIATIONS

Term	Description
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Company	shall refer to WOQOD Company and its subsidiaries.
Contract Staff	refers to all persons placed with Company on a full or part time work under a personal or third party services agreement for a term of twelve month or more and not included in Company's payroll.
ECIC	shall refer to the Ethics and Conflicts of Interest Committee, which is the authority for all matters related to implementation of this Policy. The constitution and the Terms of Reference of ECIC are provided in Appendix 2
Employee(s)	Only for the purposes of this Policy, refers to all persons employed and sponsored by the Company on indefinite contracts, definite contracts, secondment, and Contract Staff acting as workers or officials of the Company.
Family	refers to spouse, children, parents, parents-in-law, brothers or sisters or their spouses, half-brother, half-sisters, sons and daughters in laws and brothers and sisters in laws.
Entity (ies)	refers to any person, organization, corporation, company, partnership, supplier, contractor, trust or estate other than the Company.
Material Interest	refers to a financial interest of any kind, which in view of all the circumstances, is substantial enough that it would affect a person's judgment or decision making with respect to WOQOD or subsidiaries business dealings with Entities. An ownership or interest is substantial if an ordinary prudent person in a like position would reasonably conclude that such an interest would affect judgment with respect to WOQOD or subsidiaries business dealings. Where material ownership is in doubt, it is presumed to exist.
Interest	includes: <ul style="list-style-type: none"> a) A direct or indirect Material Interest through ownership of the shares or equity, and/or other interest held by an Employee or his/her Family in an Entity doing business with the Company b) A position held by the Employee acting in a capacity as sponsor, director, officer, partner, consultant, employee, distributor, agent, trustee or the like for suppliers, contractors, subcontractors, customers or other Entities doing business with the Company
Conflict of Interest	<ul style="list-style-type: none"> a) The existence of an Interest for an Employee in an Entity, having a business relationship with the Company, irrespective of the department wherein the Employee may be working; or b) The existence of an Interest for an Employee in any commercial

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	<p>activity of the Company; or</p> <p>c) Where an Employee's position or authority may be used to influence or make decisions in respect of Company transactions or activities that may lead to any form of financial or personal gain for that Employee or for his or her Family; or</p> <p>d) Situations in which financial or other personal considerations may compromise an Employee's impartiality and/or judgment in the performance of his/her duties for the Company.</p>
Reporting Period	Means the period announced by ECIC annually during which Employees shall complete and submit the Annual Certification Statement and Conflict of Interest Declarations.

APPENDIX 3 – EXAMPLES OF CONFLICT OF INTEREST AND FORMS

EXAMPLES OF CONFLICT OF INTEREST

- Where an Employee's interest, holding, position or authority may be used to influence or make business decisions in respect of transactions or activities between the Company and a third party may lead to any form of financial or personal gain for that Employee or for his or his/her Family. (Accepting directly or indirectly, anything of value from that third party will impair impartiality);
- Situations in which financial or other personal considerations may compromise an Employee's impartiality and/or judgment in the performance of his/her duties for the Company;
- An Employee's use of confidential business information for personal or Family gain;
- Acquiring or trading in interests connected with the manufacture, transportation or marketing of LNG or other commodities handled by the Company;
- Ownership of property that the Company leases;
- Soliciting gifts or accepting Prohibited Gifts or favors.



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APPENDIX 3a – CONFLICT OF INTEREST DECLARATIONS (SAMPLE)

CONFLICT OF INTEREST DECLARATIONS



PART A – GIFTS

You must complete this section if you were offered or accepted any Prohibited Gifts as defined below, even if you refused. Do not include Allowed Gifts.

PROHIBITED GIFTS include cash, shares, air tickets, hotel rooms, jewellery, furniture, interest-free loans, frequent meals, repairs of house or car, jobs for relatives, use of hire cars, offices or apartments and similar gifts.

ALLOWED GIFTS include occasional, infrequent gifts of nominal value not exceeding the lesser of 2% of monthly basic salary or QRS.400/-, which are normal in the industry and under the circumstances such as meals, desk / pen sets, testimonials, calendars, sweets etc.

Name of Company & Person Offering Gift or Entertainment	Description of Gift or Entertainment	Estimate Value	Date	Accepted* Yes/No	Line Manager Notified	Manager Approved

PART B – EMPLOYEE AND FAMILY INTEREST IN COMPANIES DOING BUSINESS WITH WOQOD AND SUBSIDIARIES

You must complete this section if you or any of your family members (spouse, children, parents, parents-in-law, brothers or sisters or their spouses) held any interest during the year (including sponsorship) in any business that sells services or equipment to or buys products from WOQOD or its Subsidiaries.

Company Name	Relationship to Family Member Holding an Interest	Type of Interest (Position, Partner, Shares, Loan, Sponsor etc.)	Type of Business (Vendor, Contractor, Landlord, Sponsor etc.)	Name of Sponsored Companies

PART C – RELATIVE WORKING FOR WOQOD OR ITS SUBSIDIARIES

You must complete this section if any of your family members (spouse, children, parents, parents-in-law, brothers or sisters or their spouses, half-brothers, half-sisters, sons and daughters in laws) works for WOQOD or its Subsidiaries.

Name of Relative and Position Title	Staff Number	Relationship (Spouse, brother etc.)	Department

PART D – EMPLOYMENT POSITION OUTSIDE WOQOD OR ITS SUBSIDIARIES

You must complete this section if you hold any paid or unpaid employment outside WOQOD or its Subsidiaries, except unpaid work for a registered charity.

Company Name	Job Title (Board Member, Manager etc.)	Description of Duties

I declare that I have read, understand and will comply with WOQOD and its Subsidiaries Code of Business Ethics and Conflict of Interest Policy, and that the information given in this declaration is true and complete.

Name : _____
 Staff No. : _____
 Department : _____
 Position Title : _____
 Signature : _____
 Date : _____

APPENDIX 3b – ANNUAL CERTIFICATION STATEMENT (SAMPLE)

<p><u>WOQOD “Qatar Fuel”</u></p> <p><u>Code of Business Ethics</u></p> <p><u>Annual Certification Statement</u></p>	 <p>وَقُود WOQOD</p>
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I hereby certify that I have read and understood the information set forth in the Code of Business Ethics Policy and have complied with the principles of such Policy in my daily work activities. I will comply with and will not be involved in any violation of the Policy.

Title of the Policy	Policy No.	Revision	Company
Code of Business Ethics	PPM – HC - 013	01	WOQOD

Name : _____
Staff No. : _____
Department : _____
Position Title : _____
Signature : _____
Date : _____

