

INTEGRITY IN ACTION

Compliance Policy

- Our ethics compliance framework
- Our policy and roles
- Disciplinary measures



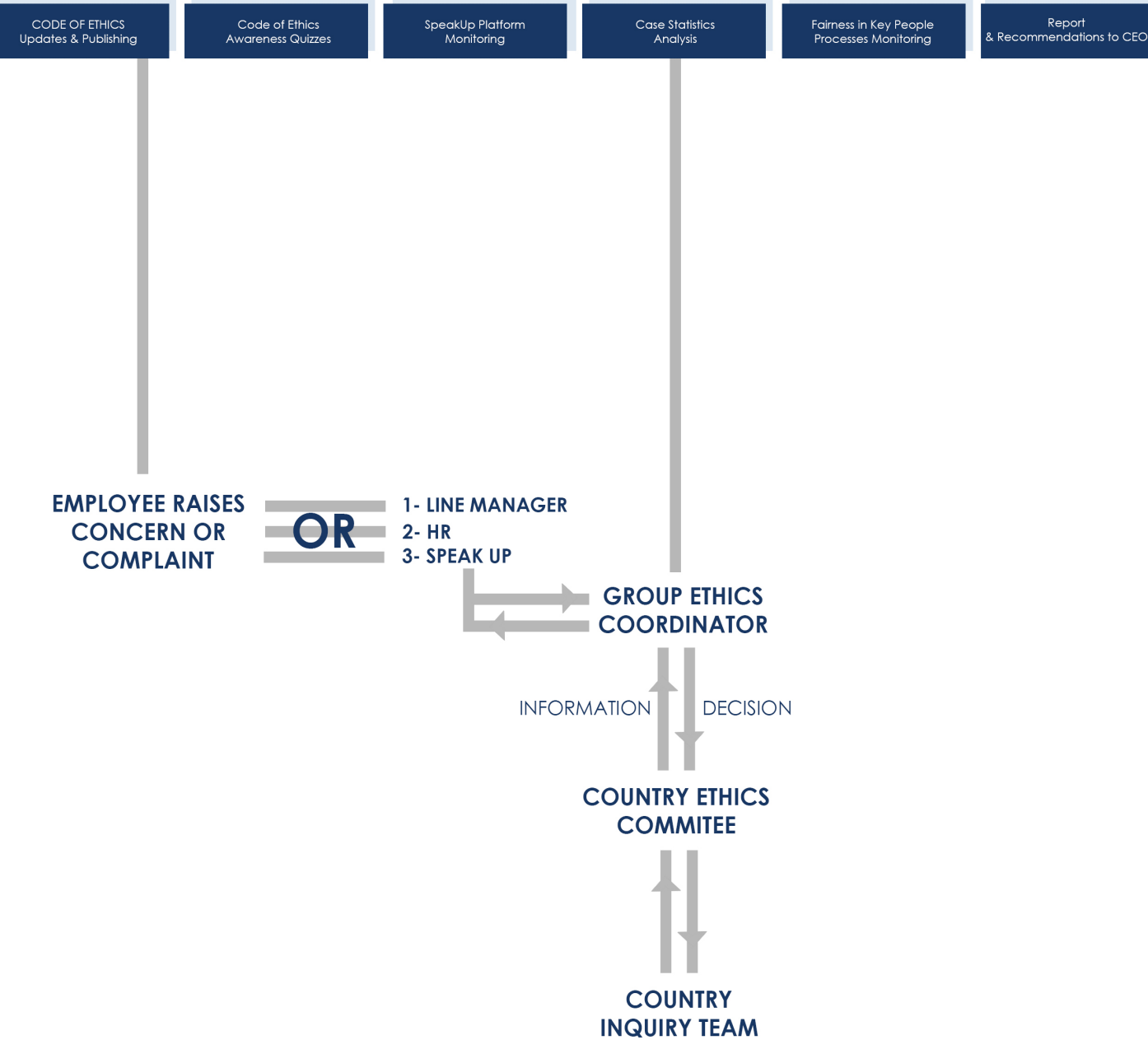


OUR ETHICS COMPLIANCE FRAMEWORK



GROUP ETHICS PANEL

ACTING AS GROUP ETHICS COMPLIANCE OFFICER



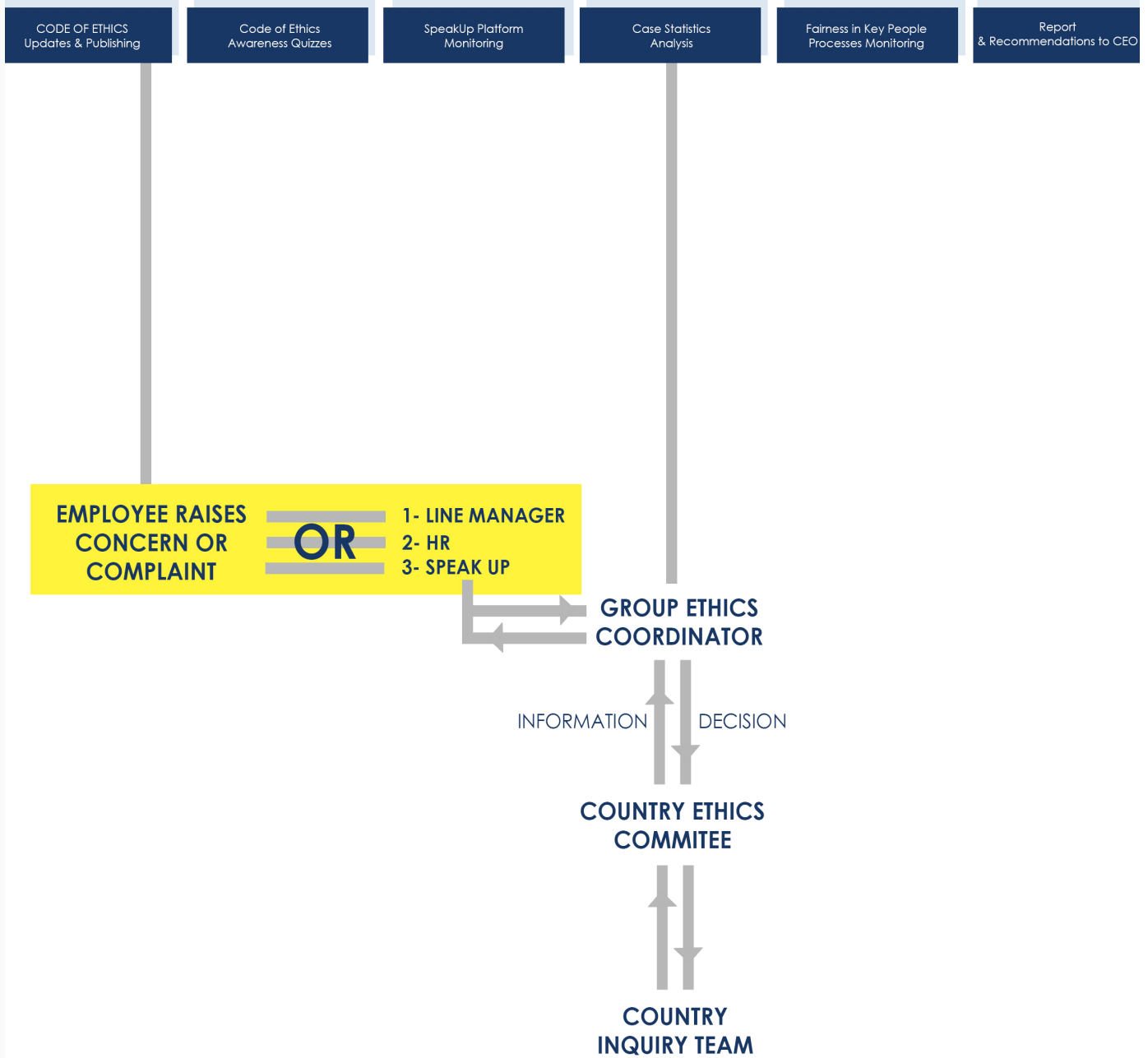


PROCESSES AND ROLES



GROUP ETHICS PANEL

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OUR POLICY AND ROLES

This policy describes the means by which reports of confirmed or suspected incidences of breach of ethics and misconduct are handled.

The policy applies to all employees of the Group.

REPORTING A SUSPICION OF MISCONDUCT/ FRAUD

Employees with knowledge of suspected fraudulent or unethical conduct in serious violation of our Code of Ethics or the law, are encouraged to report their suspicions :

- through open communication with their line manager and/or HR. The HR Manager of the country of the messenger will log the case on the SpeakUp platform of the Group.
- If this is not an option, the employee can use the SpeakUp line. The SpeakUp line is hosted by an independent third party, and messages can be made anonymously.

In order to minimize unclear and false reporting, our Group has decided not to investigate any anonymous report, which is received through other channels than the SpeakUp line.

An employee reporting a suspicion is called in the present policy a messenger, and can be the victim, a witness, a bystander.

PROTECTION & RIGHTS OF THE MESSENGER

The identity of all messengers will be protected and the Group has a strict policy of non-retaliation against messengers under this procedure. Being a messenger does not, however, automatically result in immunity for misconduct.

There are two exceptions when a messenger's protection cannot be guaranteed. Voice file, IP addresses phone might be handed over to the authorities:

- In cases where it is established that a report has been made in bad faith with considerable damage to the accused and/or the company.
- If the report itself is a criminal offence.

If the messenger is not satisfied with the follow-up and/ or outcome of his/her report or when he/she doesn't feel protected, he/she can file a complaint directly through the SpeakUp Line.

PROTECTION & RIGHTS OF THE EMPLOYEE UNDER INQUIRY

The employee under inquiry is strongly encouraged to provide full assistance and collaboration during the inquiry, and may ask for a witness to be present during the inquiry interview (s). All statements are made in writing, reviewed and signed.

DATA PROTECTION & PRIVACY

As our compliance policy relies on the processing of personal data, data protection rules are apply as our Group complies with these rules.

Our Group and the assigned Ethics Committees will treat all information received in strict confidence, protecting the privacy of both the messenger and the subject of the report.

Furthermore, the processing of personal data through the SpeakUp® system is strictly regulated under the General Data Protection Regulation (GDPR). The third party that hosts the SpeakUp line will never disclose voice-file, IP addresses or phone numbers of messengers to our Group.

RECORDING A REPORTED CASE

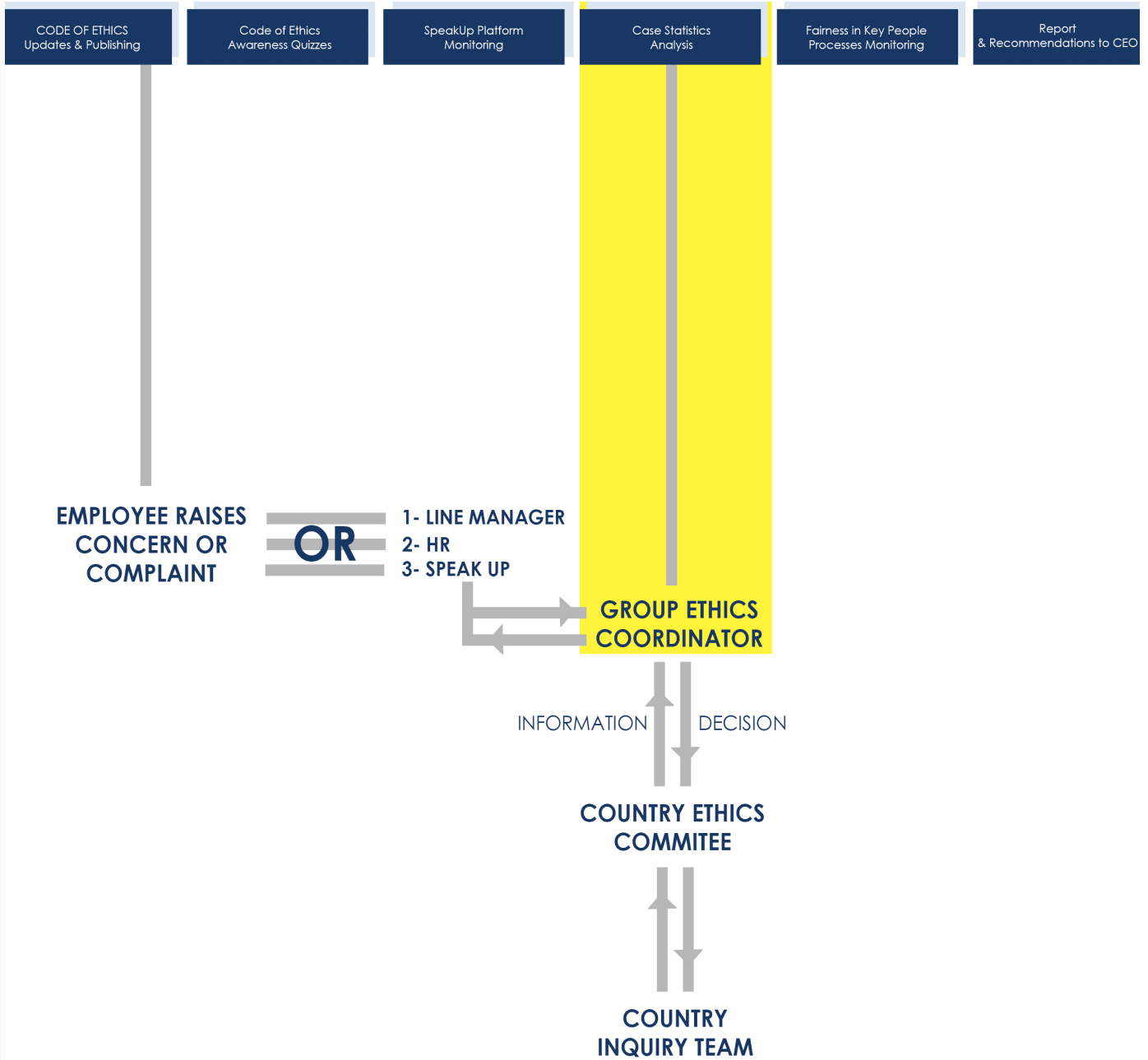
All issues related to Ethics are recorded:

- By the employee directly on SpeakUP
- When discussed with line manager
 - » line manager will invite HR to the discussion; outcome is recorded by HR in the SpeakUp system in front of all parties
- When discussed directly with HR,
 - » HR will record it on SpeakUp in front of employee.

In these last 2 instances, HR recommends further action or not.

GROUP ETHICS PANEL

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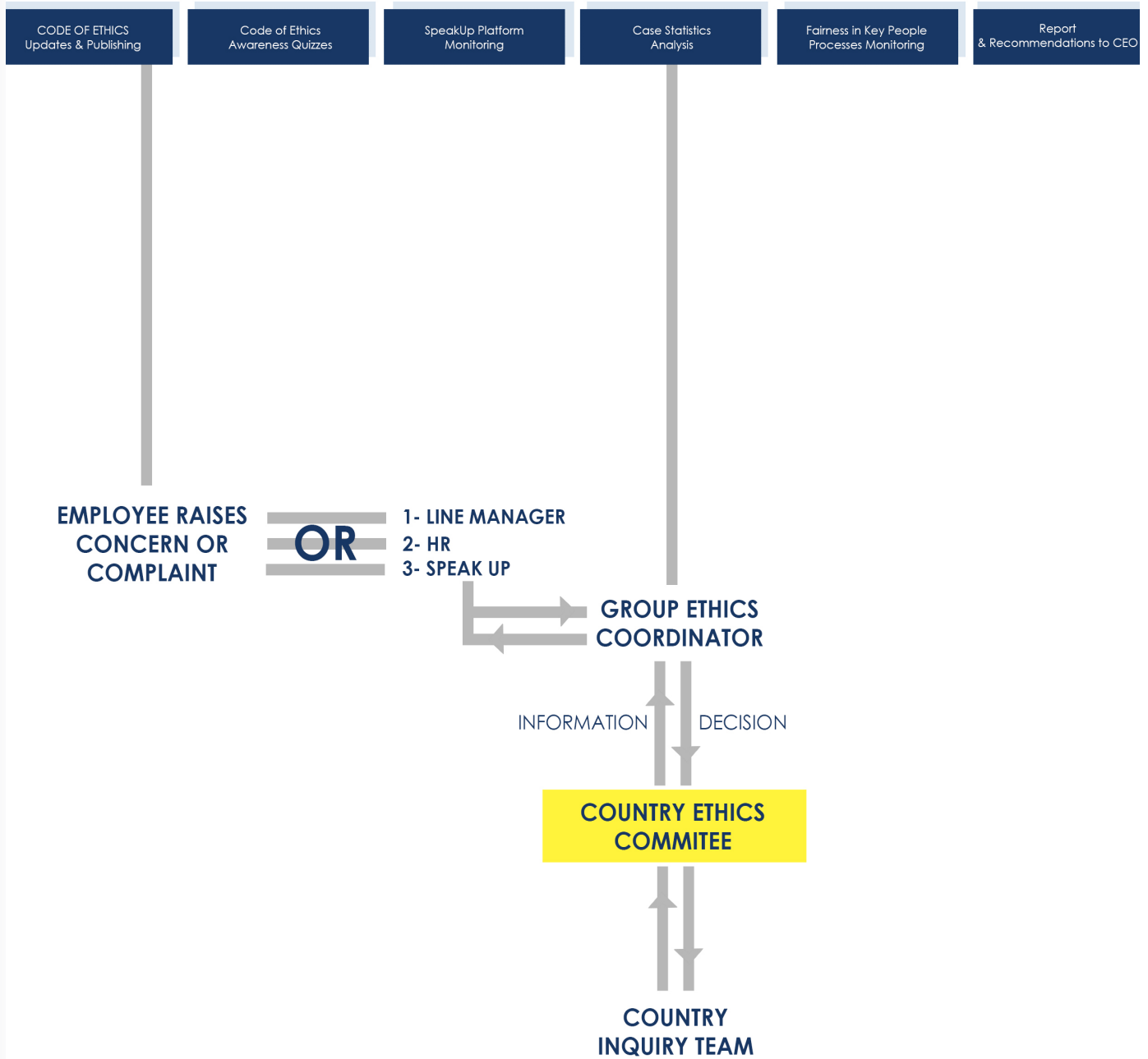
The Group Ethics Coordinator:

- reviews the information received on the SpeakUp platform
- if thru direct SpeakUp , will respond to the messenger within days and may ask for more details if need be
- categorizes and assigns the cases to the relevant **Ethic Committee**
If recommendation of HR is no further action, will close the case on system.
- ensures that all reported cases are appropriately logged, investigated, documented
- ensures that all disciplinary measures decided by the Ethics Committee are logged and documented
- closes officially the case in the SpeakUp platform
- confirms outcome directly to SpeakUp messenger
- provides periodical reports to the Group Ethics Panel on all cases, closed or open.

The Group Ethics Coordinator also acts as administrator of the SpeakUp platform, ensuring governance of access, view and log in rights.

GROUP ETHICS PANEL

ACTING AS GROUP ETHICS COMPLIANCE OFFICER



HANDLING A REPORTED CASE: THE ROLE OF THE ETHICS COMMITTEE

- Receives the case from the Group Ethics Coordinator
- Handles the case in strict confidentiality throughout the inquiry
- Must open the inquiry within 7 working days of the report of case
- Must close the case within 10 working days (possible extension of 10 additional working days if required)
- Meets to:
 - » Decide if the suspension of the employee is required and notifies the Country HR Manager accordingly
 - » Organize the inquiry, appoint the inquiry team if need be and define key questions to be asked during the inquiry
- Meets again to:
 - » analyze results of inquiry
 - » take an unanimous decision on disciplinary measure applicable
- Puts the decision in writing under signature by all members of the committee
- Sends all elements (decisions + elements of decision making, supporting documents) to the Group Ethics coordinator to log into the SpeakUp platform
- Mandates the Hierarchy representative within the committee to meet with the employee to explain and hand over the decision

The Ethic Committee has the right not to investigate a case , when

- » There is insufficient information for an adequate investigation and if there is no possibility of obtaining further information;
- » It is established that the report was made in bad faith.

COMPOSITION OF THE ETHICS COMMITTEES

CASES INVOLVING EMPLOYEES OF GRADE 13 AND BELOW					
	MEMBER 1 ETHICS CUSTODIAN COUNTRY MANAGER	MEMBER 2 ETHICS CUSTODIAN COUNTRY MANAGER	MEMBER 3 ETHICS CUSTODIAN COUNTRY MANAGER	IF EMPLOYEE BELONGS TO HR	IF EMPLOYEE BELONGS TO COUNTRY MANAGER TEAM
UAE	Mansour Hajjar	Dany Nehme	N+2	MEMBER 1: ETHICS PANEL REP MEMBER 2: ETHICS PANEL REP MEMBER 3: <u>Wassim Eid</u>	MEMBER 1: ETHICS PANEL REP MEMBER 2: ETHICS PANEL REP MEMBER 3: <u>Bachar Sabbagh</u>
KSA	Bachar Sabbagh	Abeer Ba Abbad	N+2		
KUWAIT	Elie Antoun	Hebah Behbehani	N+2		
QATAR	Joseph Abi Hanna	Khushnoor Anklesaria	N+2		
BAHRAIN	Raif Kabawat	Mohammad Labban	N+2		
EGYPT	Essam Suleiman	Lamia Sarhan	N+2		
JORDAN	Bachar Sabbagh	Dany Nehme	N+2		
INDIA	Mansour Hajjar	Arusha Fernandes	N+2		

CASES INVOLVING EMPLOYEES OF GRADE 14 AND ABOVE						
ALL COUNTRIES	MEMBER 1 PERMANENT	MEMBER 2 PERMANENT	MEMBER 3 PERMANENT	MEMBER 4 ON ROTATION	MEMBER 5 HIERARCHY	IF EMPLOYEE BELONGS TO HR OR LEGAL
	ETHICS PANEL REP WASSIM EID	ETHICS PANEL REP KATIA CHALHOUB	ETHICS PANEL REP RAMZI MODAD	ETHICS PANEL REP FLORENCE BULTE or MARCUS FREEMAN or MARYSE AWWAD	HEAD OF VERTICAL / FUNCTION	MEMBER 5: HEAD OF VERTICAL / FUNCTION IS REPLACED BY ONE MORE ETHICS PANEL REP

CASES INVOLVING ETHICS PANEL MEMBERS OR CEO	
ETHICS PANEL MEMBER	CEO BOARD OF THE GROUP
CEO	BOARD

MONITORING THE COMPLIANCE FRAMEWORK: THE ROLE OF THE GROUP ETHICS PANEL

Composition: 6 members assigned by the CEO

Marcus Freeman – Deputy CEO

Katia Chalhoub – Chief Corporate Affairs Officer

Wassim Eid – Chief Human Resources Officer

Ramzi Modad – Chief Legal Officer

Florence Bulte – Group Head of Sustainability

Maryse Awwad – Chief Administration Officer

- Receives quarterly SpeakUp dashboard from Group Ethics Coordinator on cases / categories of breach of ethics / outcome of Ethics Committees decisions
- Receives bi-annual dashboard from HR on level of fairness of man management practices
- Meets twice a year to finalize Executive Summaries and recommendations to be sent to the CEO

CONTACTS

Speak UP Platform	Free Phone Number	Webservice URL (general URL: www.SpeakUp@feedback.eu/web/chalhoub .)	Access Code
Bahrain	80004518	www.SpeakUp@feedback.eu/web/chalhoub/bh	73808
EGYPT	0800 0000615	www.SpeakUp@feedback.eu/web/chalhoub/eg	58428
INDIA	8004401221	www.SpeakUp@feedback.eu/web/chalhoub/in	55976
Jordan	80022868	www.SpeakUp@feedback.eu/web/chalhoub/jo	47604
KUWAIT	22282084	www.SpeakUp@feedback.eu/web/chalhoub/kw	20892
QATAR	8000162	www.SpeakUp@feedback.eu/web/chalhoub/qa	10701
SAUDI ARABIA	8008442726	www.SpeakUp@feedback.eu/web/chalhoub/sa	34041
UNITED ARAB EMIRATES	80004412727	www.SpeakUp@feedback.eu/web/chalhoub/ae	99410

A pair of glasses with a dark frame is positioned diagonally across the upper right portion of the image. Below the glasses, an open book is visible, featuring intricate Arabic calligraphy in a light blue or grey tone. The background is a soft, out-of-focus light grey, creating a clean and professional aesthetic.

DISCIPLINARY MEASURES

Ethics Breach Type	Non-exhaustive List of Examples	Disciplinary Measure
PEOPLE PROTECTION		
Physical harassment with intent to inflict harm (violence)	<ul style="list-style-type: none"> • Direct threats with intent to inflict harm • Physical attack (hitting, kicking, shoving, etc.) • Destroying property to intimidate 	TERMINATION
Personality conflict	Threatening, yelling, insulting or cursing at someone in public or in private	Depending on severity or recurrence: REPRIMAND, WARNING OR TERMINATION
Inappropriate behavior with intent to humiliate	<ul style="list-style-type: none"> • Humiliating comments • Ostracizing behavior • Denying a colleague's presence • Belittling, trivializing or ignoring a colleague' • Intimidation tactics • Any behavior that creates an offensive work environment for a colleague • _____ • Share humiliating things about a person by mass email or mass chat on company platforms • Spread lies or rumors about a colleague on any social media • Send harassing instant messages or text messages directly to a colleague 	Depending on severity or recurrence: REPRIMAND, WARNING OR TERMINATION ----- TERMINATION
Sexual harassment	<ul style="list-style-type: none"> • Sexual comments, jokes or questions • Sexual innuendos • Sexual verbal advances • Invading personal space in a sexual way ----- • Sharing sexual photos (i.e. pornography) • Posting sexual posts • Inappropriate sexual touching • Inappropriate sexual gestures 	Depending on severity or recurrence: REPRIMAND, WARNING OR TERMINATION ----- TERMINATION
Discriminatory harassment based on gender, race, religion, cultural group, disability, age, etc.	<ul style="list-style-type: none"> • Diversity related slurs, insults or jokes • Diversity related degrading comments • Showing discriminatory signs of disgust of others • Intolerance of differences, including different traditions and customs 	Depending on severity or recurrence: REPRIMAND, WARNING OR TERMINATION

Ethics Breach Type	Non-exhaustive List of Examples	Disciplinary Measure
PEOPLE PROTECTION		
Libel and slander against a colleague	<ul style="list-style-type: none"> • Making a false statement about a colleague that damages his/her reputation, The false statement is hurtful and causes harm to the other party • Spreading deliberately harmful rumors and gossips about a colleague • Using the company integrity reporting framework to willfully harm a colleague 	TERMINATION
Abuse of controlled substances on company time or premises	<ul style="list-style-type: none"> • Selling, distributing, being under the influence of controlled substances in company premises or during company time. 	TERMINATION
Political or religious activism on company time or premises	<ul style="list-style-type: none"> • All forms of illegal activism during work timings and/or on work premises and/or on company communication platforms aimed at voicing political or religious statements with intent to rally others on these opinions and/or raise funds 	TERMINATION

Ethics Breach Type	Non-exhaustive List of Examples	Disciplinary Measure
BUSINESS PRACTICES		
Conflict of interest	<ul style="list-style-type: none"> Engaging in dealings with externals in which the employee has undisclosed competing interests or loyalties which may impair professional judgment and from which he/she can derive personal benefit (financial or not) or be led to do favors for family and friends. 	TERMINATION
Bribery to/from external party	<ul style="list-style-type: none"> Offering, giving, soliciting or receiving of any item or service of value as a means of exchange and/or influencing the actions of an individual holding a public, legal or official duty. Accepting performance commission from an external party without authorization from the company. Creating a conflict of interest for an external party by offering an undisclosed performance commission. 	TERMINATION
Fraud	<ul style="list-style-type: none"> Illegally or improperly altering, changing, modifying, passing or possessing a company accounting document for an unlawful purpose Improperly altering, changing or modifying a company statement or certificate for any purpose. 	TERMINATION

Ethics Breach Type	Non-exhaustive List of Examples	Disciplinary Measure
PROTECTING THE COMPANY REPUTATION AND ASSETS		
Defamation of the company	<ul style="list-style-type: none"> Engaging in the communication – either written or publicly spoken in front of witnesses – of a statement of fact or opinion – whether false or true – that harms the reputation of the company. 	TERMINATION
Blackmail towards the company	<ul style="list-style-type: none"> Engaging in threatening to reveal embarrassing, disgraceful or damaging information about the company to the public to gain financial/personal profit or damage the company's reputation. 	TERMINATION
Theft of funds	<ul style="list-style-type: none"> Theft of funds of the company Moving funds of the company for personal use by the employee to whom those funds were entrusted by the company. 	TERMINATION
Theft of assets	<ul style="list-style-type: none"> Taking out of company premises any products or equipment from the company without authorization and/or in secrecy. These assets may be with a book value or none. Personal use of non-material assets such as gift vouchers and the like is considered theft. 	TERMINATION
Breach of company information confidentiality and/or data privacy	<ul style="list-style-type: none"> Disclosing without authorization or intentionally to a third party, sensitive company data or private information held by the company, such as personal health information, personally identifiable information, trade secrets or intellectual property Engaging in actions leading to sensitive, confidential or otherwise protected data being accessed and/or disclosed in an unauthorized fashion 	Depending on severity or recurrence: REPRIMAND, WARNING OR TERMINATION

Ethics Breach Type	Non-exhaustive List of Examples	Disciplinary Measure
INTEGRITY AT MAN MANAGEMENT LEVEL		
Lack of duty of care to ensure people protection and healthy interrelations at workplace	<ul style="list-style-type: none"> • Passivity or lack of action to tackle unethical behaviours from a team member. 	Depending on severity or recurrence: REPRIMAND, WARNING OR TERMINATION
Discrimination	<ul style="list-style-type: none"> • Using his/her position to engage in discriminatory people management decisions based on gender, race, religion, cultural group, disability, age... 	Depending on severity or recurrence: REPRIMAND, WARNING OR TERMINATION
Favoritism	<ul style="list-style-type: none"> • Using his/her position to engage in unduly supporting the recruitment or promotion of a team member based on personal relationship. 	Depending on severity or recurrence: REPRIMAND, WARNING OR TERMINATION
Abuse of power	<ul style="list-style-type: none"> • Using his/her position <ul style="list-style-type: none"> > to order practices that are illegal > to order demeaning demands from a team member > to show disrespectful behaviors towards team members 	Depending on severity or recurrence: REPRIMAND, WARNING OR TERMINATION
Retaliation against reporting messenger	<ul style="list-style-type: none"> • Using his/her position to engage in retaliation action (termination) of a team member who has reported an integrity concern inside or outside the team. 	Depending on severity or recurrence: REPRIMAND, WARNING OR TERMINATION

*Allowing our employees to speak freely strengthens
the road to a positive corporate culture.*



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