



POWER INTERNATIONAL
- H O L D I N G -

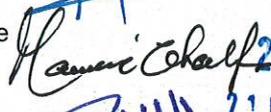
CODE OF CONDUCT

STRATEGIC PLANNING & CORPORATE SERVICES

POL REF: PIH-POL-SPCS-1001 Version 00

Document Review & Approvals:

The signatures below certify that this policy has been reviewed and accepted and demonstrates that the signatories are aware of all the requirements contained herein and are committed to ensuring their provision.

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Amendment Record:

This policy is reviewed to ensure its continuing relevance to the systems and process that it describes. A record of contextual additions or omissions is given below:

Section/ Page No.	Context	Version	Date
N/A	First Issuance	00	30.01.2022

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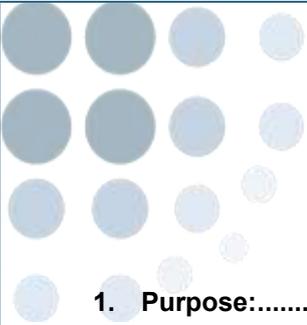


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1. Purpose:

The Code of Conduct (the Code) provides a clear framework within which employees of Power International Holding Group (PIH), Affiliated Companies and Subsidiaries are expected to conduct themselves. It is designed to assist employees to understand their responsibilities and obligations and provide guidance on expected behavior in the workplace, or if faced with an ethical dilemma or conflict of interest in their work involving colleagues.

The Code does not seek to encompass all possible scenarios arising in employment with the PIH, however it provides a set of principles to guide employees on acceptable and unacceptable behavior. The Code should be read in conjunction with the PIH-HR Policies and Procedures and Qatar Law.

Power International Holding strives to maintain a work environment for its employees in which people, excellence, transformation, customer service, innovation and performance are constantly reflected in personal behavior and standards of conduct.

2. Applicability:

This Code applies to all employees of the Power International Holding, Affiliated Companies and Subsidiaries and persons visiting or working with the Group. Consultants are also expected to comply with the Code as a condition of their engagement.

3. Power International Holdings Vision, Mission, Values and Guiding Principles:

3.1 Vision:

Creating a **brighter future** from Qatar to the world.

3.2 Mission:

To **maximize stakeholder value** by efficiently managing and supporting a **diversified portfolio of businesses**.

3.3 Values:

PIH values guide how we behave towards our employees and the wider community:

- Leadership
- Collaboration
- Accountability
- Quality
- Resilience

3.4 Guiding Principles:

These principles are what we stand for and we will bring these principles to life in everything we do:

- Preserve Corporate Reputation
- Corporate Social Responsibility
- Develop Future Leaders
- Promote Innovation
- Inspire Trust
- Improve Agility

This Code of Conduct confirms commitment and outlines the expectations of all employees of the Company and is designed to promote a culture of fair, respectful and ethical behavior and to ensure the Company meet its obligations under Qatar legislation.

The Code will assist in the integrity and professionalism of all employees by ensuring that all employees:

- Maintain appropriate standards of conduct;
- Exhibit fairness, impartiality, honesty, and equity in decision making; and
- Foster and protect the reputation of the Company.

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Employees can expect that managers and senior management will lead by example in actively promoting and complying with the Code.

All employees are expected to act with integrity, which includes being aware of and acting within the laws that apply to their conduct.

4. Fair, Safe, Healthy and Ethical Environment:

- An ethical environment relies upon individuals having responsibility for their own professional behavior. PIH has a responsibility to provide a safe, encouraging and supportive work environment that recognizes and values employee diversity, abilities and contributions.
- All employees are entitled to be treated with respect and work in an environment free from discrimination, harassment, bullying, violence (or threats of violence), abuse, backbiting or unjust criticism. Equally, employees have a responsibility to act with integrity, honesty, transparency and impartiality in their dealings with colleagues and members of the wider community.
- PIH places a high priority on providing a safe and healthy working environment and will act positively to minimize the incidents of all workplace risks as required by relevant Qatar legislation. Employees are required to perform their duties in a safe and competent manner in accordance with relevant Health and Safety legislation and PIH policies and procedures.
- Employees must take care and not to put themselves or other members of the Company at risk or reduce their ability to carry out their duties through unsafe practices and inappropriate behaviors. Every effort should be made to ensure that employees are safe and secure on the company premises / sites or at external functions or activities.

5. Personal and Professional Behavior:

All employees are to perform any duties associated with their position diligently, impartially and conscientiously, to the best of their ability. In the performance of their duties, employees must:

- Treat other employees and members of the public with respect, courtesy and sensitivity in a non-discriminatory way.
- Attend meetings on time, respect one another and conduct (or participate in) meetings in a structured and meaningful manner.
- Provide all necessary and appropriate assistance in a proactive and supportive way for the betterment of all.
- Comply with any relevant legislative, administrative requirements and all Company rules, policies and procedures.
- Strive to keep up to date with advances and changes in the body of knowledge and the professional and ethical standards relevant to their area of expertise.
- Maintain the confidentiality of official and personal information.
- Strive to obtain value for Company money spent and avoid waste and extravagance in the use of company resources.
- Avoid undertaking any activity that could potentially compromise the performance of their duties.
- Be responsible for their performance. PIH expects individuals to follow all reasonable rules and instructions given by those supervising or managing their activities and/or work areas.
- Comply and adhere to this Code.

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6. Diversity, Equity and Inclusion:

PIH seeks to ensure that the work environment for its employees is supportive and one where individual respect is shown to all. All employees, regardless of their gender, race, ethnic background, culture, age, religion, socio-economic status or any other factor will be supported and encouraged to perform to their potential.

- Managers are instrumental in creating a work environment where all employees can participate fully, have a sense of belonging and an opportunity to engage meaningfully with others.
- Employees will act to create a fair, respectful, inclusive and safe work environment where diversity is valued and where unlawful discrimination, violence (or threats of violence), bullying, harassment and victimization in any form are considered unacceptable and will not be tolerated.
- Managers and employees must understand their responsibilities in relation to Company rules, policies and procedures and Qatar legislation and integrate the principles of equality of opportunity, natural justice and inclusivity into their day-to-day practices and behaviors.

7. Harassment:

To secure an environment in which all employees are able to flourish and to achieve their full potential, PIH is committed to ensuring that everyone is able to work and to participate in the life of the company without fear of harassment, bullying or intimidation of any sort.

- Everyone in the company has a part to play by ensuring that their own behavior, whether intentional or unintentional, does not constitute harassment or bullying.
- The company will act against inappropriate behavior which shows lack of respect for others or which leads people to feel threatened in a culturally diverse workplace.
- PIH is an 'equal opportunity employer' responsible for and committed to providing an environment that is free of harassment for all its employees and other stakeholders.
- PIH will ensure that all its Directors, Managers and supervisors will allow all their employees to work in an environment free of harassment. PIH management is responsible to take immediate action when harassment occurs.
- Reports of harassment will always be treated sympathetically and investigated thoroughly and confidentially. There will not be any victimization of employees who raise complaints of harassment of any nature.
- Any person found to be the cause of harassment can expect to face disciplinary action, which may include instant dismissal.

For the purpose of this policy, harassment is defined as unwelcome and unreciprocated advances, requests for favors, verbal, non-verbal, or physical conduct which results in the individual feeling threatened or compromised in any way. All employees have an obligation to report such incidents in the workplace.

Example of Verbal Harassments include but not limited to:

- Language of a suggestive or explicit and abusive nature
- Unwanted propositions
- Questions or comments of a personal nature
- Jokes of an explicit nature

Example of Non-Verbal Harassments include but not limited to:

- Staring/leering
- Offensive publications
- Offensive letters/memos
- Offensive gestures and signs

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8. Conflict of Interest:

The highest standards of behavior are also expected in all areas of PIH, especially where individuals are in positions to make decisions which may have significant impact on others. In all such cases it is important that decisions are taken in a fair and balanced way that can withstand external scrutiny.

The potential for a conflict of interest arises when an employee has private interests that could influence or appear to influence judgements made during their professional duty. Employees must ensure that there are no real or apparent conflicts of interest.

- Employees must not solicit gifts or benefits that might in any way compromise or influence them in their capacity as employees of the Company or the execution of their duties. An employee may give or receive a gift which may be offered as part of a social, cultural or ceremonial practice. When in doubt, employees are to seek clarification from their manager and/or HR.
- Should an employee have a financial interest in a company that is able to influence a contract for business between that company and a PIH company, this interest should be declared to their manager before acting for the company in matters with that company.
- Where an employee is working with family members/relatives or with persons with whom they develop a close personal relationship, or such relationships exist with prospective employees they must be aware that this has the potential to create a conflict of interest.
- Any employee who is unsure if a conflict of interest exists must seek advice from their manager in the first instance, or HR. In some cases, only the individual employee will be aware of the potential for conflict of interest. If so, or if in doubt, the onus is on the employee to declare any possible conflict to their manager or they may face disciplinary action.

9. Gifts, Benefits and Hospitality:

Employees have a responsibility to behave with integrity and impartiality. This includes responding appropriately to offers of gifts, benefits and hospitality, including when travelling overseas on company business.

Employees must not seek or accept gifts that could be reasonably perceived as influencing them, particularly from people or organizations about whom they are likely to make decisions involving:

- Tender processes
- Procurement
- Enforcement
- Licensing
- Recruitment processes

Gifts of money must not be accepted in any circumstances. If an employee is offered a bribe, the incident must be reported to the relevant manager and Human Resource Department. Where an employee is unsure how to respond to an offer of a gift, benefit or hospitality they should seek advice from their direct manager / HOD.

10. Bribery:

A bribe is a 'financial or other advantage' offered, promised or given to induce a person to perform a relevant function or activity improperly, or to reward them for doing so. It is against PIH policy to engage in bribery which may constitute a criminal offence to:

- Offer, promise or give a bribe
- Request, agree to receive or accept a bribe
- Bribe a public official to obtain or retain business or a business advantage
- (By an organization) fail to prevent bribery by those acting on its behalf ('associated persons') to obtain or retain business or a business advantage for the organization.

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Employees can be prosecuted for accepting bribes or offering bribes. In addition, PIH can be prosecuted for failing to prevent bribery committed to obtain or retain business or a business advantage for the company by an employee or other individual or organization performing services for PIH

11. Confidentiality:

On handling of company information, disclosure of information, outside communication, Protection of Company Records:

- Employees are entitled to confidentiality and privacy with respect to information relating to them.
- Employees should ensure they are aware of the legal and ethical requirements relating to information privacy and the use of commercially sensitive and confidential information
- During employment employee may have access to confidential and proprietary information belonging to the company including but not limited to contract terms, trade secrets, customer lists, supplier lists, prices, pricing schedules, methods of operations, processes, or marketing plans. Employee must agree that at no time use such information for their own benefit or the benefit of others.
- Employee must return all documents relating to the company including, but not limited to, forecasts, reports, manuals, drawings, diagrams, blueprints, correspondence, customer lists, computer programs, and all other materials and all copies of such materials, obtained during employment.
- Employer reserves the right to take disciplinary action, up to and including termination for violations of this agreement or legal action.

12. Social Media and Public Comment:

Use of social media (PIH name should not be associated or tagged in any personal communication or posts that may harm the reputation of the company or be associated with it), dealing with media or government authorities.

- Employees are not permitted to speak to the media about issues relating to their area of work or PIH in general. The company shall approve certain individuals to act as its official spokesperson.
- Employees must be mindful of their use of social media and ensure their statements are respectful to the Company and members of the community and in accordance with Qatar legislation, PIH policies, and procedures. Any breach of this rule may result in disciplinary action.
- Sharing the Company's confidential information on social media is prohibited, subject and not limited to Tenders information, employees' wages, and their personal information, clients and supplier's information, or any other business-related critical information.

13. Company Resources Usage:

- Company shall provide resources in various forms to an employee, these resources include and not limited to Desktop, Laptop, internet access, vehicle, phone, SIM card, furniture, office supplies, machines etc. These resources enable employee to perform their duties and must be used responsibly.
- All employees of PIH are accountable for the efficient and effective use of funds and must only act within delegated authority and in accordance with the Company's approved Delegation of Authority matrix.
- Employees are expected to maintain proper documentation and records of financial transactions, and not use company funds or credit cards for personal use. If there is any confusion about delegation or expenditure, employees should seek guidance from their direct manager.
- All company facilities, equipment or vehicles must be used efficiently for official purpose and in accordance with PIH policy and procedures.

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14. Conduct Outside Work:

Whilst PIH does not seek to dictate how employees conduct themselves in their personal lives outside of work, employees must always ensure their actions and behavior do not contravene Qatar laws and customs. However, unlawful, anti-social or other conduct by employees which may jeopardize PIH's reputation or position will be dealt with through the disciplinary procedure.

15. Dress:

Employees must ensure that their dress is appropriate for the situation in which they are working and that they present a professional image and one that reflects sensitivity to customer/client perceptions. This may reflect their ethnicity and lifestyle but should not be provocative or cause offence to those with whom they have contact.

Line Managers are responsible for ensuring their employees are dressed appropriately and where necessary, take corrective action when required

16. Leadership:

PIH staff and employees must model their behavior based on the Company's values and this Code of Conduct and always act in an ethical manner.

Leadership is about positive influence, inspiring and empowering others. Company culture is the outcome of effective Leadership

17. Breaches / Complaints:

This Code of Conduct has been drawn up to provide a source of guidance to PIH employees. It is not a contractual document and can be amended at any time by the company.

Any person, whether an employee of the company, who on reasonable grounds believes that the company has breached this Code of Conduct Policy may complain in writing to the Human Resources Department specifying details of the alleged breach.

All employees must comply with both the provisions of this code and the PIH Group HR policies and procedures manual, breaches of which will be taken seriously and may result in disciplinary action up to and including dismissal.

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