



POWER INTERNATIONAL
- H O L D I N G -

CODE OF CONDUCT POLICY

CORPORATE LEVEL

CORPORATE GOVERNANCE

DOCUMENT REFERENCE: PIH-POL-CG-1114 V.01



POWER INTERNATIONAL
- H O L D I N G -



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Document Review and Approvals:

The signatures below certify that this Policy has been reviewed and accepted and demonstrate 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 Issue	01	23-01-2024

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1. **Purpose:**

This policy serves as a foundational framework for Employees of PIH, any of its Groups, Clusters, Subsidiaries, or Business Units. This Policy aims to clarify expected behavior and responsibilities while offering guidance when Employees encounter ethical challenges or conflicts of interest within their work environment.

While the Code may not cover every potential circumstance within PIH employment, the Code establishes core principles to direct acceptable conduct. The Code should be regarded alongside PIH policies and procedures and aligned with local law.

PIH is committed to cultivating a work atmosphere where values like integrity, excellence, adaptability, customer focus, innovation, and performance resonate through individual behaviors and ethical standards.

2. **Scope:**

This Code applies to all PIH Employees, encompassing its Groups, Clusters, Subsidiaries, or Business Units, regardless of whether they are onsite or offsite and during or outside of working hours, as well as visitors or collaborators associated with PIH. Consultants and Clients engaging with PIH are also required to adhere to this Code as a fundamental condition of their involvement.

3. **PIH's Mission, Vision, Values, Purpose, and Guiding Principles:**

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

Vision: Creating a brighter future from Qatar to the world.

Values: Leadership | Collaboration | Accountability | Quality | Resilience.

Purpose: To add value to the society for a better lifestyle.

Guiding Principles: Preserve Corporate Reputation | Corporate Social Responsibility | Develop Future Leaders | Promote Innovation | Inspire Trust | Improve Agility.

4. **Code of Conduct Standards: Upholding Integrity and Ethical Practice:**

The Code affirms the dedication and sets the standards for all Employees. The Code aims to cultivate a workplace culture characterized by fairness, respect, and ethical behavior, aligning with local legislative requirements.

This Code serves as a guide to ensure the integrity and professionalism of our workforce by emphasizing the following expectations:

- Adherence to appropriate standards of behavior.
- Demonstrating fairness, honesty, impartiality, and equity in decision-making.
- Safeguarding and nurturing PIH's reputation.

Managers and Top Management are expected to exemplify these standards, actively promoting and complying with the Code.

All Employees are obliged to act with integrity, understanding and adhering to the laws governing their conduct.

5. **Fair, Safe, Healthy and Ethical Environment:**

Promoting a Supportive and Inclusive Workplace: Creating an ethical workplace depends on individuals taking responsibility for their professional conduct. PIH is committed to fostering a secure, encouraging, and inclusive work environment that respects and values Employee diversity, capabilities, and contributions.

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Upholding Respect and Integrity in Workplace Relations: Every Employee has the right to respectful treatment and a work environment free from discrimination, harassment, bullying, violence, or unjust criticism. Similarly, Employees are expected to engage with colleagues and the wider community with integrity, honesty, transparency, and fairness.

Commitment to Health and Safety Standards: PIH prioritizes a safe and healthy work environment, actively working to minimize workplace risks in compliance with relevant local legislation. Employees must perform their duties competently and safely, following applicable health and safety laws, along with PIH policies and procedures.

Ensuring Safety and Security for All Employees: Employees must avoid actions that jeopardize their safety or that of their colleagues within PIH. It is crucial to ensure a safe and secure environment for Employees, whether on PIH premises, external sites, or during off-site functions or events.

6. Personal and Professional Behavior:

Promoting Respectful and Non-Discriminatory Conduct: All Employees are required to diligently, impartially, and conscientiously execute their duties to the best of their abilities. This includes but is not limited to treating fellow Employees and the public with respect, courtesy, and sensitivity, avoiding discrimination.

Effective Meeting Etiquette and Participation: Employees shall attend meetings punctually, maintain respect for others, and engage in structured and purposeful discussions during meetings.

Proactive Support for Collective Improvement: It is expected that Employees provide proactive and supportive assistance beneficial for collective advancement.

Adherence to Legal, Administrative, and PIH Guidelines: Compliance with relevant legislation, administrative requirements, and PIH policies, procedures, and rules is mandatory.

Continuous Professional Development and Ethical Standards: Employees are urged to stay updated with evolving knowledge, professional, and ethical standards pertinent to their expertise.

Upholding Confidentiality of Official and Personal Information: Maintaining the confidentiality of both official and personal information is essential.

Prudent Resource Utilization for Value Maximization: Efforts to secure value for the PIH's expenses and prudent use of resources are encouraged to avoid waste.

Preventing Actions Affecting Duties' Performance: Employees should refrain from any actions that might compromise their duties' execution.

Accountability and Compliance with Instructions: Employees are accountable for their performance and are expected to follow reasonable rules and instructions from supervisors or managers overseeing their activities or workspaces.

Adherence to Code of Conduct Standards: Adherence and compliance with this Code are obligatory for all Employees.

7. Diversity, Equity and Inclusion:

7.1. Vision:

At PIH, we envision a unified community where every individual embraces their uniqueness, speaks confidently, and experiences fairness and respect. Our aspiration is for everyone to take pride in being part of our collective family.

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7.2. **Mission:**

PIH is committed to ingraining Diversity, Equity, and Inclusion - DEI into our business ethos. We aim to cultivate a culture that celebrates differences, encourages belonging, and leverages diverse perspectives. This involves establishing equitable systems and processes to eliminate biases and unfair practices.

7.3. **Commitment to Diversity, Equity and Inclusion:**

PIH is dedicated to leveraging diversity's transformative power, ensuring equal opportunities, and fostering an inclusive culture. We firmly believe that diverse perspectives fuel innovation, enabling us to address complex challenges. DEI is a shared responsibility among every individual within PIH, enabling personal growth and enhancing our community and organizational excellence.

PIH aims to foster a supportive work environment that values individual respect for all Employees. Irrespective of gender, race, ethnicity, culture, age, religion, socio-economic status, or any other factor, every Employee is encouraged and supported to perform to their full potential.

Promoting Inclusivity Through Managerial Support: Managers play a pivotal role in establishing a work environment that facilitates complete participation, a sense of belonging, and meaningful engagement for all Employees.

Cultivating a Fair and Safe Workplace Culture: Employees are expected to contribute to a fair, respectful, inclusive, and secure work atmosphere that upholds the value of diversity. Any form of unlawful discrimination, violence, bullying, harassment, or victimization is deemed unacceptable and will not be tolerated.

Integrating Equality and Inclusivity into Daily Practices: Both managers and Employees must comprehend their obligations concerning PIH rules, policies, procedures, and local legislation. It is essential to incorporate the principles of equal opportunity, natural justice, and inclusivity into their everyday practices and behaviors.

7.4. **Diversity, Equity and Inclusion Steering Committee (DEISC):**

Committee's Role: The DEISC drives DEI implementation and initiatives. The DEISC oversees projects, tracks progress, and reports updates to the Top Management.

Selection Criteria and Process: The DEISC members represent diverse groups and are selected based on experience, representation across verticals, demographics, and prior involvement in DEI initiatives. In the absence of automated selection fulfilling criteria, the chairman or chairwoman nominates members.

7.5. **DEI Project Team and Change Champions:**

DEI Project Team's Role: The project head leads the DEI team, responsible for planning, coordination, and reporting to achieve DEI goals. Selection is based on prior project management experience, passion for people, and organizational skills.

Change Champions' Selection: Change champions shall be selected from the Employee who can promote DEI initiatives, specialized training, and ensure compliance within their functions.

7.6. **Employee Responsibilities in DEI:**

Respecting Diversity and Dignity: Every Employee at PIH shall uphold respect for the diversity and dignity of all individuals.

Fostering an Inclusive Environment: Employees are accountable for creating an inclusive workplace that is free from discrimination, harassment, and bullying.

Awareness of Unconscious Bias: Each Employee shall enhance their awareness of potential unconscious biases that may hinder inclusivity and collaboration.

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Driving Conscious Inclusion: Employees are encouraged to focus on conscious inclusion, being deliberate in actions to promote DEI.

Committing to DEI Goals: Each Employee shall commit to an individual goal aligned with PIH's annual objectives to support PIH's DEI responsibilities.

7.7. Management Responsibilities in DEI:

Ensuring Fair Employment Decisions: They must ensure that employment-related decisions are devoid of discrimination.

Setting Team DEI Goals: They shall set individual DEI goals to encourage diverse representation and inclusivity within their respective teams.

Promoting Equity: Engaging in behaviors that promote equity, they are responsible for consciously including all and mitigating potential unconscious biases in employment decisions and talent practices.

Attracting Diverse Talent: They shall draw from diverse talent pools to create inclusive workforces reflective of the communities served.

Providing Reasonable Accommodations: They shall ensure reasonable accommodation for qualified individuals with disabilities or religious observances, depending on case-specific circumstances.

Creating a Supportive Work Environment: They shall foster a work environment that upholds DEI values, free from discrimination, harassment, or bullying.

Displaying Inclusive Leadership: They shall consistently demonstrate inclusive leadership behaviors, valuing diverse perspectives, and respecting different viewpoints.

Modeling Inclusive Behavior: They are expected to set an example by demonstrating inclusive and respectful conduct in all work-related activities.

Encouraging Collaboration and Respect: They shall encourage collaboration, diverse suggestions, and the respectful listening and consideration of diverse opinions among Employees.

Cultivating a Culture of Respect: Cultivating a culture that promotes respect for all individuals within and related to the work environment, including Employees, customers, vendors, and contractors.

Contacting Human Resources: When made aware of instances of discrimination, harassment, or bullying, they are expected to promptly report or address such behavior through the HR Department.

Addressing Inconsistent Behavior: They shall appropriately address any behavior not aligned with DEI policies, other PIH policies, and relevant laws regarding equal opportunity, diversity, equity, or inclusion.

7.8. Anti-Discrimination, Harassment, and Bullying:

Equal Employment Opportunity: PIH is committed to fair employment practices. PIH decisions regarding employment are based on merit, considering qualifications, skills, performance, and achievements. PIH strictly prohibit discrimination against any Employee or job applicant based on non-work-related personal characteristics such as age, nationality, gender, ethnicity, race, religion, or color. PIH provide reasonable accommodation for qualified individuals with disabilities or religious observances.

Maintaining a Respectful Workplace: PIH believe in fostering a work environment free from the demoralizing effects of harassment, bullying, or unwelcome offensive conduct. PIH does not tolerate any form of harassment or behavior that could lead to harassment by Employees or non-Employees, this includes but is not limited to conduct occurring beyond work premises, such as on social media, that might reasonably impact our Employees or the community.

7.9. Reporting Misconduct:

Employees who believe they or someone else has experienced conduct violating DEI policy are encouraged to report the incident promptly. Reports can be made orally or in writing to Management, HR Department, or

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through the available grievance or dispute resolution process at the Employee's location. All allegations of discrimination, harassment, or bullying are taken seriously and thoroughly investigated. The confidentiality of the report source is maintained to the extent possible while facilitating a fair investigation and resolution.

7.10. Prohibition of Retaliation:

PIH strictly prohibits any form of retaliation against individuals reporting conduct reasonably believed to breach DEI policy or those providing information in good faith related to a report or investigation of such conduct. Threats or acts of retaliation against any person reporting a violation of DEI policy are unacceptable.

8. Harassment:

In pursuit of an environment enabling every Employee to thrive without fear of harassment or intimidation, PIH is dedicated to ensuring an inclusive workplace conducive to realizing each person's potential.

Employee Responsibility in Preventing Harassment: Each individual within PIH bears the responsibility to ensure that their conduct—whether intentional or unintentional—does not amount to harassment or bullying.

Action Against Disrespectful Conduct: The PIH is committed to addressing inappropriate behavior that displays a lack of respect or makes individuals in a culturally diverse workplace feel threatened.

Commitment to a Harassment-Free Environment: PIH, as an 'equal opportunity employer,' holds the responsibility and commitment to fostering a harassment-free environment for all Employees and stakeholders.

Managerial Responsibility in Upholding a Harassment-Free Workplace: Managers, or supervisors at PIH must facilitate an environment devoid of harassment for all Employees. Immediate action will be taken by Top Management upon any occurrence of harassment.

Confidential and Fair Treatment for Harassment Reports: Reports of harassment will be handled with empathy, thoroughly and confidentially investigated. Employees raising complaints of harassment will not face victimization.

Consequences for Perpetrators of Harassment: Disciplinary action as per PIH disciplinary sanction matrix including possible immediate dismissal, awaits any individual found responsible for harassment.

Definition of Harassment and Reporting Obligations: Regarding the definition of harassment, it encompasses but is not limited to unwelcome and unreciprocated advances, requests for favors, and verbal, non-verbal, or physical conduct causing individuals to feel threatened or compromised in any manner. Employees are obligated to report such incidents in the workplace.

Verbal Harassment: Examples of Verbal Harassment include, but are not limited to:

- Language of a suggestive, explicit, or abusive nature
- Unwanted propositions
- Personal inquiries or comments
- Explicit jokes

Non-Verbal Harassment: Examples of Non-Verbal Harassment include, but are not limited to:

- Staring or leering
- Offensive publications, letters or memos
- Offensive gestures and signs

9. Gifts, Benefits and Hospitality:

Behavioral Integrity, Handling Gifts and Hospitality: Employees bear the responsibility of conducting themselves with integrity and impartiality, which includes appropriately addressing offers of gifts, benefits, and hospitality, especially while traveling on PIH business.

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Avoidance of Gifts Influencing Decision-Making: Employees must refrain from seeking or accepting gifts that could reasonably be seen as influencing their decisions, particularly from individuals or entities involved in decisions concerning that includes but is not limited to tender processes, procurement, enforcement, licensing, or recruitment procedures.

Prohibited Acceptance of Monetary Gifts: Under no circumstances should Employees accept gifts of money. In the event of a bribery attempt, Employees must report the incident to their relevant manager and the HR department. Employees uncertain about responding to offers of gifts, benefits, or hospitality should seek guidance from their direct manager or head of department.

Gift Acceptance and Reporting: Acceptance of gifts exceeding QAR 500 or equivalent currency where the Employee is working per occurrence shall be reported to the head of department and should not conflict with PIH's ethical standards.

10. Bribery:

Understanding Bribery Definitions: Bribery is defined as the offering, promising, or giving of a 'financial or other advantage' to influence the improper performance of a relevant function or activity. It is strictly prohibited at PIH and may constitute a criminal offense.

Actions Constituting Bribery Offenses: Employees are granted confidentiality and privacy concerning information relevant to them within PIH. PIH Code explicitly prohibits:

- Offering, promising, or giving bribes.
- Requesting, agreeing to receive, or accepting bribes.
- Bribing public officials to secure or retain business or business advantages.
- Failure to prevent or report bribery, including situations where associated persons acting on behalf of PIH offer, promise, or give bribes, request, agree to receive, or accept bribes, or bribe public officials to secure or retain business or business advantages.

Legal Consequences of Bribery: Employees can face prosecution for both accepting and offering bribes. Additionally, PIH may face prosecution if it fails to prevent bribery conducted by an employee or any other individual or organization acting on behalf of PIH, aiming to obtain or maintain business advantages for PIH.

11. Confidentiality:

Employee Information Confidentiality Rights: Employees are granted confidentiality and privacy concerning information relevant to them within PIH.

Understanding Information Privacy and Ethics: Employees must ensure their familiarity with legal and ethical standards pertaining to information privacy, as well as the handling of commercially sensitive and confidential data.

Obligations Regarding PIH Confidential Information: During their tenure, Employees may access confidential and proprietary PIH information, encompassing but not limited to contract terms, trade secrets, customer and supplier lists, pricing details, operational methods, processes, and marketing strategies. It is strictly prohibited to utilize such information for personal gain or the benefit of others.

Return of PIH-Related Materials: Employees are obligated to return all PIH-related documents acquired during employment, including but not limited to forecasts, reports, manuals, diagrams, correspondence, customer lists, computer programs, and other materials, along with any copies.

Consequences for Violations of Information Policies: The PIH retains the right to impose disciplinary measures as per the PIH disciplinary sanction matrix, potentially including termination, for breaches of this agreement or legal action.

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11.1. **Confidential Information:**

Confidential information, in any form that includes but is not limited to oral, written, or electronic, disclosed by PIH or its advisors to the Employee, whether before or after agreement's date, includes, but is not limited to:

Employee-Created Documents: Documents or materials created by the Employee that contain or are based on such disclosed information.

PIH-Owned Systems: Systems owned, planned, or developed by PIH, any of its Groups, Clusters, Subsidiaries, or Business Units, joint venture partners, or any other third party whether for internal or client use.

Client-Provided Information: Information provided by PIH's clients regarding their business affairs, operations, or other related matters.

PIH Data and Relationships: Data concerning PIH's projects, customers, consultants, vendors, partners, Employees, subcontractors, and business relationships, whether in physical or digital format, or acquired through any means.

Technical Information: Technical details that includes but is not limited to data, diagrams, procedures, inventions, computer programs, and research endeavors.

Business Data: Business-related data encompassing customer details, pricing, financial information, marketing strategies, and operational plans.

Compensation and Payroll Records; Records of compensation, payroll, and remuneration.

Ongoing Projects and Proposals: Documents or records of ongoing projects and proposals.

Confidentiality Post-Employment: Confidentiality maintenance even post-employment.

11.2. **Non-Confidential Information:**

Publicly Available Information: Information that is publicly accessible when provided to the Employee or later becomes public, excluding any disclosure or act contrary to the Employee's confidentiality obligations.

Pre-existing Non-confidential Information: Information the Employee can demonstrate, to PIH's reasonable satisfaction, was non-confidential before receiving the confidential information.

Externally Obtained Information: Information obtained by the Employee from a source other than PIH, not under a confidentiality obligation regarding the information, to the reasonable satisfaction of PIH.

Agreed Non-confidential Information: Information explicitly exempted from confidentiality status by written agreement with PIH.

Independently Developed Information: Information generated by the Employee without utilizing confidential information as a reference.

12. **Social Media and Public Comment:**

Social Media and External Communication: Employees are advised against associating or tagging PIH in any personal communication or posts on social media platforms that could potentially damage PIH's reputation or create an unwarranted association with PIH. Furthermore, guidelines are established for interactions with media or government authorities.

Guidelines for Media Communication: Employees are restricted from discussing issues related to their work domain or PIH as a whole with the media. Authorized spokespersons designated by PIH must handle official communications.

Responsible Social Media Use: Employees are reminded to use social media judiciously, ensuring their posts maintain respect for PIH and the community. Adherence to local legislation, PIH policies, and

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procedures is imperative. Violation may result in disciplinary measures as per PIH disciplinary sanction matrix.

Confidential Information and Social Media: It is strictly forbidden to share PIH's confidential data on social media platforms. This includes but is not limited to tender details, Employee wages, personal information, client and supplier data, or any other critical business-related information.

13. PIH Resources Usage:

Responsible Use of PIH Resources: PIH provides various resources that includes but is not limited to desktops, laptops, internet access, vehicles, phones, SIM cards, furniture, office supplies, and machinery to facilitate Employee duties. It is crucial to use these resources responsibly.

Accountability in Fund Usage: Every Employee is responsible for efficient and effective fund utilization, staying within delegated authority outlined in the PIH's approved DOA matrix.

Financial Documentation and Expenditure Guidelines: Employees are expected to maintain accurate financial transaction records and refrain from using PIH funds or credit cards for personal purposes. When uncertain about delegation or expenses, Employees should seek guidance from their immediate manager.

Efficient Utilization of PIH Facilities and Equipment: All PIH facilities, equipment, or vehicles must be utilized effectively for official purposes, adhering to PIH policies and procedures.

14. Conduct Outside Work:

Although PIH respects Employees' autonomy in their personal lives outside of work, it is crucial for Employees to uphold conduct aligned with local laws and customs. Any behavior or actions that breach these laws or negatively impact PIH's reputation will be subject to disciplinary measures as per PIH disciplinary sanction matrix.

15. Dress Code:

Enforcement of Dress Code and Grooming Standards: Employees are required to present themselves in a manner consistent with professional standards, following the specified dress code and grooming guidelines.

Appropriateness of Attire in Professional Contexts: Employees must ensure their attire aligns with the nature of their work, maintaining a professional appearance that respects customer or client perceptions. While reflecting their background and lifestyle, clothing should avoid provocation or offense to individuals they interact with.

Managerial Oversight of Employee Dress Code: Line Managers hold the responsibility of ensuring their team members adhere to appropriate attire. They must take corrective measures when necessary to ensure compliance.

16. Leadership:

Adhering to PIH Values and Code of Conduct: Employees are expected to exemplify their behavior based on the PIH's values and this Code, consistently maintaining ethical conduct in all actions.

Leadership's Influence on PIH Culture: Leadership involves fostering positive influence, inspiring, and empowering others. The PIH culture is the culmination of effective leadership practices.

17. Conflicts of Interest:

Upholding Integrity in Decision-Making Roles: PIH emphasizes the highest standards of conduct, especially in decision-making roles. Any potential conflict of interest must be addressed impartially and transparently.

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Prohibition Against Soliciting Influence through Gifts: Employees must refrain from soliciting gifts or benefits that could influence their professional responsibilities.

Mandatory Prohibition of Conflicts of Interest: Prohibition regarding financial interests or personal relationships that could potentially affect business dealings shall be mandatory.

Encouraging Transparency in Conflict Resolution: Employees unsure about a conflict of interest should seek guidance from their manager or HR Department and disclose any potential conflicts.

17.1. Definitions:

Conflict of Interest: Refers to a situation where an individual's personal interests' conflict with the interests of PIH, potentially impacting their decision-making in their role.

Perceived Conflict of Interest: A circumstance that a reasonable person might view as compromising objectivity.

Potential Conflict of Interest: A situation that may lead to an actual or perceived conflict of interest.

Close Relatives: Relatives encompass spouse, children, parents, grandparents, grandchildren, siblings, brothers or sisters-in-law, uncles, aunts, cousins, nephews, or nieces of the concerned Employee.

17.2. Conflict of Interest Guidelines:

Employees within PIH are expected to uphold the PIH's goals and work in its best interest. Therefore, Employees shall avoid placing themselves in positions where their actions or personal interests could clash with the interests of PIH, any of its Groups, Clusters, Subsidiaries, or Business Units.

17.3. Adhering to the Highest Standards:

In all areas of their work, especially when making impactful decisions, Employees are expected to maintain the highest standards of behavior. Any decisions made in such instances must be equitable and balanced to withstand external scrutiny.

17.4. Identification and Management of Conflict of Interest:

A conflict of interest may arise when an Employee possesses personal interests that could influence their professional judgments during their duties. Employees must adhere to the prescribed guidelines to prevent any actual or perceived conflicts of interest in the following areas:

Avoiding Influence Misuse: Employees must refrain from leveraging their influence to benefit personal or financial relationships, including but is not limited to interactions with colleagues, clients, suppliers, or community members.

Restriction on External Engagements: Engaging in external private endeavors, such as making decisions or providing advice outside PIH, including but is not limited to other work assignments, directorial roles, or board memberships, is prohibited.

Protection of Confidential Information: Employees must manage confidential information with care and refrain from its unauthorized use.

17.5. Gifts and Benefits:

Employees are prohibited from soliciting gifts or benefits that might compromise or influence their role within PIH or the execution of their duties. However, Employees may accept gifts that are part of social, cultural, or ceremonial practices, subject to approval and clarification from the head of department and/or HR department in case of doubt.

17.6. Prohibition of Interest:

Prohibition of Transactions: In adherence to our commitment to ethical business practices and the safeguarding of PIH's interests, Employees are strictly prohibited from engaging, either directly or indirectly,

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regardless of involvement in decision making or not in any business transactions with PIH, any of its Groups, Clusters, Subsidiaries, or Business Units.

Scope of Prohibition: The prohibition covers various forms of involvement, including but is not limited to partnerships, collaborations, investments, and contractual agreements.

Purpose of Restriction: The primary aim is to ensure Employees prioritize PIH's interests and prevent potential conflicts of interest that may compromise operational integrity.

Disciplinary Consequences: Violation of this may result in disciplinary action, as PIH is committed to upholding the highest standards of ethical conduct to preserve the trust of stakeholders.

17.7. Handling Conflicts Arising from Family Relationships:

Employees must address situations where they work with family members, close personal relationships, or prospective Employees to prevent conflicts of interest, particularly in roles where one Employee holds authority over another.

17.8. Avoidance Guidelines:

To avoid real or potential conflicts of interest, the following measures shall be observed:

Prohibition of Financial Interests: Prohibiting the existence of financial interests that could influence business contracts between a company and PIH, any of its Groups, Clusters, Subsidiaries, or Business Units, and avoidance of business dealings with firms in which the Employee or close relative has substantial ownership or interest.

Immediate Reporting: Immediate reporting of potential or real conflicts of interest by peers or management for further investigation.

No Authorization: No authorization for business dealings if an Employee has direct or indirect stakes in a company involved.

Procurement Vigilance: Vigilant due diligence by procurement and commercial teams to prevent conflicts of interest in supplier or subcontractor selection.

Abstaining from Competing Activities: Abstaining from activities that compete with PIH's interests.

Prohibition on Borrowing: Prohibition of borrowing money from entities dealing with PIH.

17.9. Confidential Information Handling in Conflict Situations:

Confidentiality Diligence in Conflicts: Employees must exercise additional diligence in handling confidential information when facing potential conflicts of interest.

Prohibition of Personal Interest Influence: Any access or utilization of confidential data in situations where personal interests may influence professional decisions is strictly prohibited.

Protection of Business Secrets during Conflicts: In roles where conflicts of interest may arise, Employees are explicitly prohibited from using or disclosing business secrets, proprietary information, or any confidential data that could compromise fair decision-making.

Disclosure Requirements in Conflict Scenarios: Employees experiencing conflicts of interest, especially those involving confidential information, are obligated to promptly disclose these situations to their line manager or the HR Department for transparent resolution.

17.10. Employment Outside PIH Duties:

Employees shall require to seek written consent before engaging in any employment relationship or business activities outside their normal duties during their employment with PIH.

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17.11. **Maintaining Ethical Standards:**

All Employees must conduct themselves and PIH business ethically, adhering to laws and regulations and avoiding conflicts of interest. These guidelines also encompass the prevention and disclosure of nepotism:

Employee Relative Scrutiny: Detailed scrutiny by HR and Top Management to list Employees with relatives at PIH, any of its Groups, Clusters, Subsidiaries, or Business Units.

Mandatory Relative Disclosure: Employees shall disclose relatives working at PIH, any of its Groups, Clusters, Subsidiaries, or Business Units. Employees shall also disclose if they are aware of any relatives who own or work at any vendors or customers with whom PIH any of its Groups, Clusters, Subsidiaries, or Business Units have business relationships.

Reporting Potential Conflicts: Potential conflicts of interest shall be reported to the managers or may face disciplinary action as per PIH disciplinary sanction matrix if not disclosed.

Management Approval for Hiring Relatives: Hiring or onboarding relatives shall be subject to approval in accordance with the DOA.

18. **Anti-Money Laundering:**

Anti-Money Laundering Compliance Directive: All Employees must familiarize themselves with and comply with anti-money laundering laws, regulations, and internal policies established to prevent money laundering activities.

Reporting Suspicious Activities: Employees are responsible for identifying and reporting any suspicious activities that may indicate potential money laundering, including but is not limited to unusual financial transactions or suspicious behavior of clients or colleagues.

Pre-Transaction Due Diligence Requirement: Prior to engaging in business with clients or partners, Employees must conduct thorough due diligence procedures to verify the legitimacy of transactions and parties involved, following established Know Your Customer - KYC protocols.

19. **Customer and Vendor Relationship Integrity and Disclosure:**

Customer and Vendor Employment Disclosure: Employees who own shares or have ownership stakes in any of the customers or vendors of PIH must declare these interests to avoid conflicts of interest in customer and vendor-related activities.

Close Relative Declaration: Employees are required to disclose any close relatives who own shares or have ownership stakes in companies that are customers or vendors of PIH, mitigating potential conflicts of interest in the KYC process.

Customer and Vendor Relationship Checks: Periodic checks are conducted to identify any conflicts of interest arising from Employee ownership or shareholding in customers or vendors of PIH in the context of customer and vendor interactions.

Impartial Decision-Making: Individuals with identified conflicts of interest are excluded from customer and vendor-related decision-making processes.

Transparent Communication: Encourage open communication among Employees to promptly address any changes in ownership or shareholding in customers or vendors of PIH that may impact conflict of interest scenarios.

Customer and Vendor Identity Verification: Prior to engaging in any business transaction, PIH must verify and document the identity of customers and vendors.

Confidentiality and Sensitivity: Treat all disclosed information with confidentiality and sensitivity, respecting the privacy of individuals involved in the KYC and conflict of interest processes.

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Compliance with Applicable Laws: Ensure that all aspects of the KYC and conflict of interest policy comply with relevant laws and regulations to maintain legal and ethical business conduct.

Non-Disclosure: For Employees who fail to disclose ownership or shareholding in customers or vendors, disciplinary action may be taken as specified in the PIH disciplinary sanction matrix.

20. Policy Compliance:

As is the case with all policies of PIH, failure to comply with this Policy may result in disciplinary action as specified at PIH disciplinary sanction matrix.

21. Policy Exemptions:

Requests for any exemption from the Policy must be submitted with proper justification and approved in accordance with the DOA.

22. Definitions and Abbreviations:

Business Unit: A PIH owned and managed by PIH, any of its Group or Subsidiaries.

Cluster: A group of Business Units that operate in the same or related industry and share resources, expertise, or technology.

Code: Code of Conduct of PIH.

Employee: Individual who works for PIH, any of its Group, Clusters, Subsidiaries or Business Units.

Group: Any group of Business Units that are all owned and managed by a company that is owned and managed by PIH.

Policy: This policy.

Subsidiaries: A company that is either controlled by a parent company, that parent company owns more than 50% of its shares or both cases.

Top Management: Leadership of PIH, any of its Groups, Clusters, Subsidiaries, or Business Units.

DEI: Diversity, Equity, and Inclusion.

DEISC: Diversity, Equity, and Inclusion Steering Committee.

DOA: The Delegation of Authority in force.

HR: Human Resources Department of PIH, any of its Groups, Clusters, Subsidiaries, or Business Units.

KYC: Know Your Customer.

PIH: Power International Holding.

QAR: Official currency of the State of Qatar.

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