



# **Aldar Group**

## **Aldar Group Third Party Code of Conduct Policy Manual**

**Instrument Information**

<b>Name</b>	Aldar Group Third Party Code of Conduct Policy Manual
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**Instrument History**

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## **A. INTRODUCTION**

### **1. TITLE**

- 1.1. This Instrument is entitled the Aldar Group Third Party Code of Conduct Policy Manual (“the Policy”).

### **2. PURPOSE**

- 2.1. Aldar Properties PJSC (“Aldar”) and its Subsidiaries is committed to ensuring that it and all entities owned by it (“Aldar Group” or “Group”) act lawfully, ethically and with integrity in all business dealings and ensuring full compliance with all relevant Third-Party Code of Conduct (“TPCC”) related requirements.
- 2.2. The Policy intends to guide all Third Parties of the Group as to their compliance obligations and responsibilities associated in their day-to-day activities.
- 2.3. The Policy sets out principles to safeguard and maintain the Group’s reputation and build trust with stakeholders by embedding fairness and transparency in all its business activities.

### **3. GOVERNING INSTRUMENT**

- 3.1. The Policy outlines the Group’s commitment to conducting business in compliance with applicable laws in the UAE in relation to TPCC, as well as applicable international standards and best practices to the extent they relate to the Group’s activities.

### **4. SCOPE**

- 4.1. The Policy binds and applies to all the Third Parties, and addresses the following areas:
  - 4.1.1. Roles and Responsibilities
  - 4.1.2. Third Party Code of Conduct
  - 4.1.3. Anti-money Laundering (“AML”) / Combatting the Financing of Terrorism (“CFT”) and Detecting Sanctions Circumvention
  - 4.1.4. Conflict of Interest (“COI”)
  - 4.1.5. Gifts and Entertainment (“G&E”)
  - 4.1.6. Insider Trading
  - 4.1.7. Dealing with Government / Public Officials or Equivalents
  - 4.1.8. Technology and Data
  - 4.1.9. Confidentiality
  - 4.1.10. Whistleblowing
  - 4.1.11. Investigation and Disciplinary Actions
  - 4.1.12. Environmental Sustainability
  - 4.1.13. A Safe and Healthy Workplace
  - 4.1.14. Guidelines for Situations Not Covered by This TPCC
  - 4.1.15. Record Keeping
  - 4.1.16. Access, Data Confidentiality and Data Privacy

4.2. Third Parties can raise any queries and concerns by sending an email to [thirdpartyqueries@aldar.com](mailto:thirdpartyqueries@aldar.com).

## 5. COMPLIANCE

5.1. The Policy strives to enable the Group to comply with TPCC relevant laws and regulations and adhere to the UAE regulatory authorities governing the implementation of these laws and regulations.

5.2. In addition, every entity / sub entity of the Group, located in a jurisdiction outside of the UAE must follow their respective local laws and regulations as required by the jurisdictional supervisory authority of that jurisdiction.

5.3. Violations of the Policy may result in corrective action, including disciplinary action by management consistent with the severity of the incident and punitive and legal proceedings if required by law.

5.4. If you have a suspicion or concern about conduct that may be in breach of the Policy, any other illicit or unethical behaviour, you must immediately report this by email to [thirdpartyqueries@aldar.com](mailto:thirdpartyqueries@aldar.com) or anonymously through the Group's whistleblower program "AWARE".

## **B. POLICY STATEMENTS**

## 1. ROLES AND RESPONSIBILITIES

### 1.1. Third Parties

#### 1.1.1. All Third Party employees are responsible and accountable to:

- Act professionally, transparently, ethically, with due care and integrity maintaining confidentiality of Information, as appropriate, in all business dealings in their day-to-day performance of roles and responsibilities.
- Understand and comply with all applicable TPCC related Policies and associated Processes.
- Avoid, to the extent possible, activities that could give rise to the appearance of any potential violation of the Policy.
- If in doubt, Third Parties can raise queries and concerns by sending an email to [thirdpartyqueries@aldar.com](mailto:thirdpartyqueries@aldar.com).
- Report any Information which is reasonably believed, in good faith, to involve a suspected violation or non-compliance anonymously through AWARE.

## 2. THIRD PARTY CODE OF CONDUCT

2.1. The Group is committed to promoting behaviours that create trust and build the Group's brand equity.

2.2. Third Parties are expected and are accountable to act professionally, transparently, ethically and with integrity maintaining confidentiality of Information, as appropriate, in all business dealings in their day-to-day performance of roles and responsibilities.

2.3. Third Parties are responsible for ensuring that their employees who interact with the Group are familiar with the Group's TPCC and any applicable laws and regulations.

2.4. The Policy sets the guidelines for expected behaviours of all the Third Parties in relation to key areas of their day-to-day activities impacting the Group's reputation.

## 3. ANTI-MONEY LAUNDERING ("AML") / COMBATTING THE FINANCING OF TERRORISM ("CFT") AND DETECTING SANCTIONS CIRCUMVENTION

3.1. Money Laundering ("ML") attempts to conceal the true origin and ownership of illicit gotten proceeds by "legitimizing" such funds.

3.2. Terrorism Financing ("TF") includes the financing of terrorist acts, and of terrorist and terrorists' organisations. Terrorism maybe financed through illicit activity or the use of legitimately derived and owned funds.

3.3. The Group must not wilfully do business with any prospective Third Party whose money or activity is believed to be derived from or used to support criminal, terrorist activity or pursued in evading sanctions.

3.4. The Group takes a risk-based approach in combating ML / TF, and aims to identify, assess risks and allocate resources to manage these risks. The Group's AML / CFT program is comprised of policies, processes and controls intended to mitigate its ML / TF exposure risks in compliance with applicable laws and regulations.

3.5. Transactions must not be conducted with prospective Third Parties of the Group who fail to provide appropriate evidence of their identity, or who seek to deceive or evade regulatory or law enforcement agencies by providing altered, incomplete, or misleading Information.

#### 4. CONFLICT OF INTEREST (“COI”)

- 4.1. The Group acknowledges and respects that all the Third Parties have their own individual interests and have the right to engage in various activities provided that these activities do not directly and / or indirectly lead to a situation that Conflict with the overall interests of the Group.
- 4.2. The Group selects its Third Parties based on the price competitiveness, quality and performance of work, products or services provided or performed. The Group must avoid conducting business with Third Parties in which the Employees or close family members have vested interests to avoid any Conflict of Interest.
- 4.3. COI arises whenever the Group’s Third Parties have a competing professional or personal interest that may influence or compromise or appear to others to influence or compromise their independent judgment and / or make it difficult for them to fulfil their duties impartially, regardless of whether it actually influences that judgment.
- 4.4. All Third Parties must avoid actual, potential, or perceived COI in performing their duties and responsibilities.
- 4.5. Third Parties must declare and disclose any situation, interest or relationship that could lead to or potentially give rise to a COI in any transactions.
- 4.6. Third Parties must not deprive the Group of any opportunity or benefit that may be construed as relating to any existing or reasonably anticipated future activity of the Group, including without limitation:
  - 4.6.1. Taking for personal gain opportunities that are discovered through the use of the Group’s Property or Information;
  - 4.6.2. Using the Group’s Property, Information or position for personal gain; and/or
  - 4.6.3. Competing with the Group.

#### 5. GIFTS AND ENTERTAINMENT (“G&E”)

- 5.1. Gifts and Entertainment constitute of anything of value (such as money, a gift, a meal, entertainment, travel, or attendance at an event) that is provided to or received from a third party, in the context of a business interaction.
- 5.2. Third Parties offering or giving any form of bribe or kickback or offering or giving anything of value to any Employee (or their immediate families or any company in which they have a beneficial interest) that compromises, or appears to compromise, the Employee’s ability to make objective and fair business decisions are inappropriate and prohibited.

#### 6. INSIDER TRADING

- 6.1. Insider Trading relates to the buying or selling of the Group’s publicly listed securities, in breach of a fiduciary duty or other relationship of trust and confidence, while in possession of material, non-public Information about the security.
- 6.2. The Third Party and its employees, agents and subcontractors must ensure that they do not trade in the Group’s securities to the extent that such a person has knowledge of material non-public Information relating to the Group.

#### 7. DEALING WITH GOVERNMENT / PUBLIC OFFICIALS OR EQUIVALENTS

- 7.1. The Group prohibits any activity that seeks to bribe, corrupt, or otherwise improperly influence a public official or equivalent to act (or omit to act) in a way that differs from that official or



equivalent's proper duties, obligations, and standards of conduct in accordance with the relevant laws and regulations.

- 7.2. Third Parties must avoid even the appearance of impropriety or undue influence when dealing with public officials or equivalent or their family members.
- 7.3. A facilitation payment is an unofficial payment made, directly or indirectly, to perform or expedite a routine act as part of the individual's ordinary duties.
- 7.4. Facilitation payments are considered bribes and prohibited, even if they are common, customary, or required under unofficial rules that do not have the force of law.

## 8. TECHNOLOGY AND DATA

- 8.1. A substantial amount of Information concerning the Group is stored, processed, and transmitted electronically. The data as well as media where it is stored and transmitted is part of the Group's Property. In order to maintain an efficient operation, the Group Property must be closely protected and only be used for business-related purposes. This limitation includes, but is not limited to, the following:
  - 8.1.1. Third Parties must exercise caution in safeguarding all electronic programs and technology, data, and communications, including all Information accessed inadvertently or in error.
  - 8.1.2. Third Parties must exercise a reasonable amount of caution in ensuring the physical security of the Group's Property, especially when such property is used outside the Group's premises.
  - 8.1.3. Third Parties must not use, modify, or provide access to the Group's Property, except as expressly authorized by the Group.
  - 8.1.4. Third Parties must not use the Group's equipment or systems to conduct any type of business for another company.
  - 8.1.5. Third Parties must not use the Group's equipment or systems to view inappropriate websites or emails, including but not limited to, those containing offensive content.

## 9. CONFIDENTIALITY

- 9.1. Third Parties must consider all Information (oral and written), documents and reports obtained in connection with a contract or pending agreement as strictly confidential and must not disclose such Information to any other parties unless previously authorized or required in the performance of their duties. This obligation may extend beyond the expiration of the contract or termination of the Third Party engagement under the contract.
- 9.2. While a range of controls and measures are deployed and maintained, appropriate Information handling depends on the vigilance and awareness of Third Parties.

## 10. WHISTLEBLOWING

- 10.1. Third Parties are encouraged and expected to report any irregularity or suspected irregularities in good faith including, but not limited to, unethical and unfair conduct, bribery, corruption, breaches to the Group's Policies and Processes, breaches of any laws and regulations.
- 10.2. The Group has implemented its anonymous whistleblower reporting program "AWARE" to facilitate the reporting of any irregularity or suspected irregularities in good faith.

10.3. All whistleblowing complaints and Information received must be treated with utmost confidentiality.

## 11. INVESTIGATION AND DISCIPLINARY ACTIONS

11.1. Third Parties must fully cooperate with all investigations conducted by the Group, whether conducted by teams within the Group or through another Third Party engaged by the Group. Failure or refusal to cooperate with inquiries and investigations, or providing false Information during an investigation, may result in disciplinary action consistent with the severity of the incident and potentially even punitive and legal proceedings if required by law.

11.2. Third Parties must uphold the integrity of any ongoing investigation and preserve all records and materials relevant to any pending civil, criminal, or investigative procedures.

11.3. Third Parties are required to inform the Group of any investigation, audit or assessment that relates to the Group.

## 12. ENVIRONMENTAL SUSTAINABILITY

12.1. Third Parties are expected to operate in an environmentally responsible manner and comply with all applicable environmental laws and regulations. The Group's sustainability commitment is aligned with the applicable regulations, international standards, and best practices prioritising sustainable development goals.

12.2. Third Parties must have in place an efficient environmental and sustainability policy, statement, or program to tackle environmental risks and sustainable business practices, the implementation of which must be evident throughout all levels of the company.

12.3. Third Parties must have Processes in place to ensure that their operations conform to all applicable environmental legislations. All required environmental permits, approvals and registrations must be obtained, maintained, and complied in accordance with the conditions and requirements defined therein.

## 13. A SAFE AND HEALTHY WORKPLACE

13.1. Third Parties must be committed to providing a healthy, safe, and secure workplace to all employees who are impacted by its operations through a systematic approach to risk management, developing an effective Occupational Safety and Health ("OSH") Management System, and focusing on meeting the needs of stakeholders.

## 14. GUIDELINES FOR SITUATIONS NOT COVERED IN THIS POLICY

14.1. The TPCC does not cover all possible situations and scenarios therefore when confronted with a potential ethical or legal Conflict, Third Parties, before making a final decision, must make the following consideration:

14.1.1. If all the related facts were made public, would you be embarrassed, or would the activity subject the Group to reputational risks?

14.1.2. If the answer to the above is "no", then the concerned Third Party must feel comfortable moving forward. Otherwise, a query must be raised for clarification by sending an email to [thirdpartyqueries@aldar.com](mailto:thirdpartyqueries@aldar.com).

## 15. RECORD KEEPING

15.1. Third Parties must keep financial books, records and accounts, and have appropriate internal

controls in place which will evidence the business reason for concluding on Third Party Code of Conduct (TPCC) related matters.

16. ACCESS, DATA CONFIDENTIALITY AND DATA PRIVACY

- 16.1. All activities, records, documentation and communication relating to activities and matters under the Policy are strictly confidential and must be handled in line with the relevant jurisdictional data privacy rules, regulations and Policies of the Group.

**C. DEFINITIONS**

<b>Term or Abbreviation</b>	<b>Definition</b>
Aldar Group or Group or Company	Aldar Group / Group / Company which includes Segments/Entities and their Subsidiaries.
AML	Anti-money Laundering
CFT	Combatting the Financing of Terrorism
Conflict of Interest or Conflict or COI	<p>Any activity, agreement, business investment, interest, role or other situation that could be construed as an interference with such Third Party's duty to serve ALDAR Group at all times to the best of its ability.</p> <p>Definition of COI under this code to include the below:</p> <ul style="list-style-type: none"> <li>• Actual COI: where a Conflict of Interest is present in a situation.</li> <li>• Potential COI: where a Conflict of Interest is not present at the moment in a situation but may arise after certain circumstances.</li> <li>• Perceived COI: where a situation which leads or may lead to perception of a Conflict of Interest, even where the Conflict of Interest does not exist.</li> </ul>
Employee	An employee of the Company, which includes temporary, permanent, full-time, and part-time employees
G&E	Gifts and Entertainment
Governing Instrument	Any document that establishes the rules, principles, or guidelines that the Policy must adhere to.
Group's Property	Laptop computers, mobile telephones, personal digital assistant (PDA), facilities, records technology, data, documentation, and other mobile equipment belonging to Aldar.
Information	Including oral and written
Policy	An Instrument containing statements of principle, business rules, or general Processes that articulate or align with legal, regulatory or organisational requirements, and by which the Company is guided in the management of its affairs and the development of Procedures.
Procedure	An Instrument which describes the activities necessary to implement a Policy, focused on the responsibilities and requirements to carry out tasks, activities, and Processes.
Process	Process is a series of tasks to be undertaken to carry out operational task, eventually achieve the intended results or outputs, and contribute to the successful operation of the Company. The Process also identifies specific responsibilities and Supporting Documents necessary for its full implementation and maintenance.
Supporting Documents	Documents which support the implementation of Instruments. They cannot be used to impose binding, mandatory obligations. Supporting

<b>Term or Abbreviation</b>	<b>Definition</b>
	Documents include but are not limited to guidelines, forms, templates, SOPs, and any 'uncontrolled' documents (E.g. system generated or external).
Third Parties	Contractors, consultants, brokers, suppliers and other vendors, including its Directors, Employees, Officers, Agents, Subcontractors, Subconsultants.
TPCC	Third Party Code of Conduct