

alain



Vendor Code of Conduct

Version 2.0

April 28, 2023

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1. Definition of Terms

Terms	Description
AAH	Al Ain Holding including all of its subsidiaries, affiliates and businesses directly or indirectly owned, managed and/or controlled
Assets	Properties, lands, facilities, furnitures, vehicles, stocks, bank accounts, cash and proprietary information directly or indirectly owned, managed and/or controlled by AAH
Code	Vendor Code of Conduct of AAH
Officers	Board, directors, managers, and staffs (including their family members) employed temporary or permanently by AAH
Vendors	Person or company (including its shareholders, board, directors, managers, staff, and subcontractors) supplying, offering and delivering goods, products, materials and/or services to AAH

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2. Introduction

The Code describes AAH expectations of how Vendors should conduct business with AAH and applies to all Vendors doing or seeking to do business with AAH. All Vendors are expected to act in accordance with the Code. All Vendors must conduct themselves accordingly and seek to avoid even the appearance of improper behaviors.

If a law conflicts with the Code, Vendors must comply with the law. Also, if a local custom or policy conflicts with the Code, Vendors must comply with the Code. AAH requires that Vendors should understand the requirements of the Code, operate in accordance with the standards outlined in the Code and with the applicable laws. Furthermore, Vendors are required to promptly report any suspected violations of laws, rules, regulations, the Code, and/or any agreements.

Vendors that violate the Code will be subject to disciplinary action, including possible termination of the business relationship and blacklisting. Furthermore, violations of the Code may also be violations of the law and may result in civil or criminal penalties.

3. Compliance with Laws, Rules, and Regulations

Obedying the law, both in letter and in spirit, is the foundation on which AAH ethical standards are built. Vendors must respect and obey the laws, rules, and regulations of the jurisdiction in which they operate. Any dispute arising out of the breach of the Code will be settled by the exclusive courts of Abu Dhabi under the UAE federal laws and the Emirate of Abu Dhabi.

4. Competition and Fair Dealing

AAH is committed to conducting its business in accordance with the highest ethical standards and compliance with all applicable laws, rules, and regulations. AAH expects Vendors to share its principles and uphold its standards.

AAH does not tolerate corruption or bribery in any form and AAH expects Vendors to fully comply with requirements of all applicable anti-corruption laws. Vendors are not permitted to directly or indirectly give, offer, or accept anything of value to obtain or retain business or favored treatment, to influence actions, or to obtain an improper advantage. This includes but is not limited to any benefits, fees, commissions, dividends, gifts, cash, services, considerations, or any inducements of any kind to any Officers of AAH.

In case any such instance is discovered, Vendors will be subjected to legal action and blacklisting.

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5. Protection and Proper Use of Assets

Vendors should protect all Assets under their custody and ensure their efficient use. All Assets under the custody of Vendors are to be used for legitimate & intended business purposes. Any suspected incident of misconduct should be immediately reported.

The obligation of Vendors is to protect all Assets and all proprietary information of AAH. Proprietary information includes but not limited to intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business, marketing and service plans, engineering and manufacturing ideas, designs, databases, records, financial data, and reports. Unauthorized use or distribution of the proprietary information is a violation of the AAH policies and could result in civil or criminal charges.

6. Conflicts of Interest

A “Conflict of Interest” exists when an individual’s interest interferes or even appears to interfere with the professional duties or responsibilities towards AAH or a situation that has the potential to impair the Vendors’ ability to exercise objective judgment resulting in the AAH’s best interests being compromised.

Conflicts of Interest are prohibited as a matter of AAH Policies. Conflicts of Interest may not always be clear-cut, so in case of a question or doubt, Vendors should seek clarification from AAH’s relevant officers.

Vendors should warrant that:

- a) Vendors have no Conflict of Interest which would prevent them from acting in the best interest of AAH and that such a situation will not exist during the term of their engagement.
- b) Vendors shall not enter into any contracts or agreements, or execute any documents which will create Conflicts of Interest or which will prevent them from objectively performing any provisions of the contract signed with AAH.

7. Health and Safety

AAH is committed to the highest standards of health and safety. Vendors must share their commitment by ensuring a safe and healthy working environment of all stakeholders. Vendors are required to comply with all applicable health and safety laws and regulations in their jurisdictions. Vendors are expected to perform their duties free from the influences of alcohol and drugs.

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8. Environmental

AAH requires Vendors to adhere to all applicable environmental laws and regulations and be aligned with best practices locally and globally. This includes implementing processes to identify and manage risks and opportunities related to climate change, water conservation, and pollution.

9. Confidentiality

Vendors are required to handle and process data only for the purposes it was collected for. Vendors shall demonstrate appropriate industry standards and best practices in data security controls to ensure that all information is protected and secure from damages and unauthorized use.

Furthermore, Vendors must respect and maintain the confidentiality of all non-public information obtained in the performance of their duties as Vendors. The obligation to preserve information confidentiality continues even after Vendors' engagement with AAH ends.

Vendors are expected to immediately notify AAH of any known or suspected data security breaches and will work with AAH and, if applicable, with law enforcement agencies to investigate the breach.

10. Trade Issues

From time to time, the United Arab Emirates and foreign governments impose boycotts and trading sanctions against various governments, regimes, and individuals, which must be obeyed.

By accepting engagement as Vendors to AAH, Vendors must ensure that they are not subject to any such sanctions or restrictions and are complying with all relevant laws.

11. No Third-Party Beneficiaries

The Code does not confer, and shall not be deemed to confer, any rights on the part of any third party. No representatives of any Vendors or any other person shall have any rights against AAH under the Code, nor shall such representatives or other persons have any rights to cause AAH to enforce any provisions of the Code, such decisions being reserved by AAH in its sole discretion.

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12. Reporting any breach of the Code

AAH policies encourage Vendors having information of any breach of the Code, unethical, illegal conduct, or any questionable behavior to promptly report it to the Head of Internal Audit of AAH by writing to Tawasul@alainholding.ae or through www.alainholding.ae/Whistleblowing.

All concerns can be reported anonymously and will be evaluated appropriately. However, AAH encourages Vendors to share their contact details to allow appropriate follow-ups and investigations, as well as provide updates on findings, with the assurance that they will be protected from reprisals or victimization for raising concerns in good faith.

AAH follows a strict no retaliation policy against anyone for reports made in good faith and requires the same from Vendors. Furthermore, Vendors are expected to cooperate with AAH in the resolution of any concerns.

13. Change or Amendment

AAH should approve in writing any change or amendment to the Code.

14. Undertaking

AAH requires that Vendors review the Code and acknowledge that it is the Vendors' responsibility to read, understand, and adhere to the principles outlined in the Code.

15. Approval

The Vendor Code of Conduct shall be approved by the Group Chief Executive Officer.

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