

# Code of Conduct

شركة التطوير والاستثمار السياحي

**TDC**

Enriching Futures



# Message from the CEO

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Dear Colleagues,

TDIC has established and enjoys a very positive reputation across the business and in the local community. Our reputation influences so many aspects of our company - the way our investors, partners, contractors, suppliers and service providers feel about us; how regulators perceive us; and whether employees find TDIC a satisfying place to work. Therefore, it is important for all of us to protect our reputation through a strong culture of integrity and ethical conduct.

Our shared values of respect, honesty and integrity sit at the heart of our new Code of Conduct (the code). Whatever our role, we are all responsible for upholding these values and principles in accordance with the highest of ethical and legal standards. It is also important that we recognise that breaches of the code will be taken seriously and may lead to disciplinary action.

This code has been designed to guide and support you to do your work to the best of your abilities. It is not intended to be a comprehensive guide to all company policies or to all responsibilities that apply to your role in the company. It should provide the basic principles and core values to help you resolve the ethical and legal issues you may face on a day-to-day basis.

To give you full ownership of this code, we have designed it as a transparent and informative booklet, which describes it and that gives guidance on the most essential principles and values. Given the importance of this document, we trust you will read it with due care and attention.

If you have any questions or are unsure about a particular policy or compliance issue, I urge you to contact the Corporate Integrity Department. Similarly, if you believe the code has been broken by anyone in the company, I encourage you to speak out in the full knowledge that TDIC will not tolerate retaliation of any kind from anyone.

With your help, we are confident that our values and reputation will be upheld long into the future.

Thank you for your commitment.

A handwritten signature in black ink, appearing to read 'James Pringle', with a stylized flourish at the end.

James Pringle

Acting Chief Executive Officer

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# Introduction

Tourism Development & Investment Company (TDIC) seeks at all times to conduct its business in accordance with the highest standards of integrity, transparency and ethical conduct, and in compliance with applicable laws, rules, regulations and policies. Earning and maintaining the trust and confidence of TDIC's stakeholders, investors, customers, partners, employees, contractors, consultants, service providers and the general public is a responsibility that we all carry.

This Code of Conduct (the code) governs the business decisions made and actions taken by TDIC's management and staff, and is an expression of the company's fundamental values. This code is a set of general principles and, therefore, must be used together with your good judgment. You should also take responsibility for making sure that any party or individual you deal with on TDIC-related business strictly adheres to the standards and principles of this booklet.

If you believe a member of the management team, a colleague, contractor, consultant or service provider is violating any of these principles, it is your duty to report it. Doing so will not be considered an act of disloyalty, but an action which shows your sense of responsibility and fairness to every one of the company's stakeholders.

This code is in addition to any applicable laws, rules or regulations, other company policies and/or agreements, and is not intended to reduce or limit other obligations that each member of the team may have to the company.

The image features a white background with several blue geometric shapes. A large blue triangle is in the top-left corner. A blue trapezoidal shape is on the left side, extending from the bottom-left towards the center. A vertical blue bar is on the right side. The text 'Administration of the Code' is centered in the white space.

# Administration of the Code

# TDIC's Corporate Integrity Department is responsible for overseeing the implementation of this code

## 1.1 Reporting Violations and Concerns Under the Code

All members of staff have a duty to report any known or suspected violation of this code, including any known or suspected violations of applicable laws, rules, regulations or policies. Reporting a known or suspected violation of this code should not be considered an act of disloyalty, but an action to safeguard the reputation and integrity of the company, as well as other members of the management team and staff.

If you have any queries regarding the application of this document, you should consult with your direct manager, HR, and/or the Corporate Integrity Department.

TDIC's Corporate Integrity Department is responsible for overseeing the implementation of the code, including issuing recommendations for revisions and guidelines, and is also available if an interpretation or special clarification of this document is needed.

If you are aware of or suspect misconduct, illegal activity, unethical behaviour, fraud, abuse of company assets, or violation (or potential violation) of applicable laws, rules, regulations or this code, you have an affirmative duty to advise, as deemed appropriate, your direct manager, a member of TDIC's executive management team, HR, the Corporate Integrity Department, or CEO.

If you believe that a violation has not been or will not be adequately addressed by any of the above-mentioned individuals, you should immediately report the violation to the company's Director of Corporate Integrity on the company's anonymous toll-free Integrity Hotline number at 800-654-258, or through TDIC's anonymous Integrity Hotline website, which is accessible through TDIC's portal and corporate website.



## 1.2 Confidentiality and Policy Against Retaliation

All reports received through the proper channels of communication, as defined in the earlier section of this booklet, will be investigated under the direction of the Corporate Integrity Department, as appropriate, in a timely and discreet manner.

It is also our policy to comply with all laws that protect staff against unlawful discharge, harassment, discrimination or retaliation by anyone in TDIC as a result of their lawful and truthful reporting of information regarding, or participation in, investigations or proceedings involving allegations of corporate fraud or other violations of TDIC's Fraud Control Policy, this code, company policies and procedures, and the applicable UAE or Abu Dhabi laws and regulations.

All events and incidences reported, and subsequent investigations, are subject to the principles and guidelines defined in the company's Fraud Control Policy.

On a similar note, reports based upon false evidence, and reports that the person making the report knows, or reasonably should know, to be groundless, are not appropriate. In these cases, TDIC reserves the right to take appropriate disciplinary action with respect to such reports.

In addition, except to the extent required by law, this code does not cover a member of TDIC's staff who violates the confidentiality of any applicable lawyer-client privilege to which the company or its agents may be entitled, or who violates his or her confidentiality obligations with regard to the company's intellectual properties, trade secrets or other confidential information.

If you have any questions as to what information may be confidential or as to what your obligations may be with respect to particular information, you should contact your direct manager, HR or the Corporate Integrity Department.

All members of staff will be required to complete a certificate upon first accepting a position with TDIC

### 1.3 Amendments and Waivers of the Code

A designated board panel (Governance & Remuneration Committee) has the authority to amend this code. Any such amendment to the code shall be promptly disclosed on the company's website and portal.

Waiver of any provision of this code, as applied to TDIC management members, shall only be effective if and when approved by the board of directors.

For purposes of this code, TDIC's management members refer to the company's Chief Executive Officer, the executive management members directly reporting to the CEO, and any director or deputy director level staff member.

Any waiver of any provision of this code as applied to remaining TDIC staff shall be ineffective unless approved by the ethics committee of the company. To the extent required by law, any such waivers of this code for all TDIC staff shall be promptly disclosed.

### 1.4 Annual Acknowledgment Certificate

All members of staff will be required to complete a certificate upon first accepting a position with TDIC and thereafter, acknowledging each such person's receipt and understanding of, as well as compliance with, the code.

These certificates will be maintained in the individual's personnel file, which is maintained by HR. In addition, any change in circumstances during the year that causes a previously filed certificate to be incomplete or incorrect must be reported immediately to the Corporate Integrity Department.

The background features a large, abstract teal shape on the left side, which tapers towards the bottom. A white, curved shape overlaps the teal one, extending from the top right towards the center. The bottom right corner is a solid teal rectangle.

Conflicts of Interest

We all must avoid circumstances that might cause us to place our own individual interests above our individual obligations to the company

## 2.1 General Conflicts of Interest

A conflict of interest occurs when an individual's private interests interfere in anyway, or even appear to interfere, with the interests of the company. As management members and staff of TDIC, we all must avoid circumstances that might cause us to place our own individual interests above our obligations to the company.

A conflict of interest situation can arise when a member of staff takes actions, makes decisions, or has interests that may make it difficult or compromise his/her performance and decision making for the benefit of the company in an objective and effective manner. Conflicts of interest may also arise when a member of staff or any member of such a person's family receives improper personal benefits or advantages as a result of such a person's position in the company (whether received from the company or a third party).

If there are any questions as to whether a specific act or situation represents, or even appears to represent, a conflict of interest, you should immediately consult with your direct manager. In many cases, simply disclosing the situation may eliminate the conflict. While such situations are not automatically prohibited, they are not desirable and may only be waived by the relevant TDIC executive management member, at the request and with the concurrence of, HR and the Corporate Integrity Department.

Conflicts of interest involving TDIC executive management members may be waived by a designated board committee (Board's Governance and Remuneration Committee).

## 2.2 Declaration of Conflicts

On an annual basis all TDIC management members and staff must declare any conflicts of interests that may exist due to their involvement with TDIC.

In addition, all TDIC management members and staff should promptly update any declarations previously made on an 'Annual Conflict of Interest Declaration Form' provided by TDIC. This form requests you to identify any interests that could give rise to conflicts of interest, such as relationships, positions, substantial business or investment holdings, and other transactions or affiliations with businesses and other organisations, or those of immediate family members.

All TDIC management members and staff are also urged to declare conflicts as they arise, as well as to declare those situations that are evolving that may result in a conflict of interest. Advance declaration must occur so that a determination may be made as to the appropriate plan of action to manage the conflict.

Employees should declare to their direct manager and/or head of department, and in all cases to the Corporate Integrity Department. TDIC departments involved in the direct acquisition and procurement process of third party goods and services (e.g. procurement and commercial) are required to establish additional procedures to identify and manage conflict of interest on a transactional basis.

The Conflict of Interest Declaration Form can be accessed by visiting the Corporate Integrity section of the TDIC portal and clicking on the "conflict of interest declaration" link.

The Corporate Integrity Department will send reminders on an annual basis.

## 2.3 Procedures to Address Conflicts

Should you declare a possible conflict of interest, TDIC is committed to work with you to remedy the situation, in order to ensure that you, as well as TDIC's interests, are protected. For each conflict of interest declared, either the Director of Corporate Integrity, and/or the CEO, as appropriate, will determine whether TDIC should:

1. Take no action; or
2. Declare the situation more broadly and invite discussion/resolution by the full management of what action to take; or
3. Refrain from taking action and otherwise avoid the conflicting situation.

Each member of staff shall exercise due care not to declare confidential information acquired in connection with disclosures of conflicts of interest or potential conflicts

In most cases the broadest disclosure possible is advisable so that decision makers can make informed decisions that are in the best interests of TDIC. When the conflict involves a decision maker, the person with the conflict ("interested party"):

1. Must fully declare the conflict and its details to decision makers;
2. May not be involved in the decision of what action to take, but may serve as a resource to provide decision makers with needed information;
3. The person with the conflict may be asked to recuse himself / herself from sensitive discussions so as not to unduly influence the discussion of the conflict;
4. Decisions involving a conflict will always be made only by disinterested persons;
5. Remedial plans may be developed to address any actual or potential conflict of interest. This may include conditions or restrictions imposed by TDIC to manage, reduce, or eliminate actual, or potential, conflicts of interest.
6. The fact that a conflict was addressed through a remedial plan will result in documentation of the outcome by:
  - The Corporate Integrity Department, and reported to the CEO, if the conflict was related to an employee.
  - No less than annually, the CEO will report to the Chairman/other appropriate committee of the board (e.g. Governance and Remuneration Committee) those conflicts declared by employees.
7. TDIC's Internal Audit Department will monitor proposed or ongoing transactions of TDIC (e.g. contracts with vendors and collaborations with third parties) for conflicts of interest and declare them to the Audit Committee, as appropriate, whether discovered before or after the transaction has occurred.

## 2.4 Confidentiality

Each member of the senior management team or staff shall exercise due care not to declare confidential information acquired in connection with disclosures of conflicts of interest or potential conflicts, which might be adverse to the interests of TDIC. Furthermore, members of the senior management and staff shall not declare or use information relating to the business of TDIC for their personal gain or benefit.



Corporate  
Opportunities

## You have an obligation to put the interests of TDIC ahead of your personal interests and to advance the company's interests whenever the opportunity to do so arises

As an employee of the company, you have an obligation to put the interests of TDIC ahead of your personal interests and to advance the company's interests whenever the opportunity to do so arises.

Employees are prohibited from taking for personal use (or for use by a family member) any business opportunities discovered through the use of company assets, information or position, when the business opportunity has been offered to the company, when the opportunity is the kind of business the company competes in, when the company has funded the opportunity, when the company has devoted facilities or personnel to develop the opportunity, or when the business opportunity is in the same line of business as TDIC's.

If a staff member discovers a business opportunity through the use of TDIC's assets, information or position, the individual must first present the business opportunity to TDIC before pursuing the opportunity in an individual capacity.

At no time may any staff member utilise company assets, information or position to generate personal gain, or engage/participate in any business that either directly or indirectly competes with the company.

The company requires that you fully disclose to TDIC's Ethics Committee the terms and conditions of each business opportunity covered by this code that you wish to pursue.

The committee will determine whether TDIC wishes to pursue the business opportunity. If the company expressly waives its right to pursue the business opportunity that has been presented to the employee, such person may pursue the business opportunity on the same terms and conditions offered to the company, and consistent with the other ethical guidelines set forth in this code.

Business opportunities offered to TDIC members of the executive management team may only be waived by TDIC's designated committee thereof.

As such, as part of the annual declarations of all TDIC executive management team members or staff members, all business interests currently held, either directly or indirectly, must be fully declared.

The background features a white field with several large, solid blue geometric shapes. On the left, a blue triangle points downwards. In the center, a blue triangle points upwards. To the right, there is a white rectangular area. At the bottom, there are two blue horizontal bars: a long one on the left and a shorter one on the right.

## Gifts and Entertainment Policy

# TDIC members shall not use their authority, office or association with TDIC for personal gain, and shall seek to uphold and enhance the standing of the company

## 4.1 Introduction

The giving and receiving of gifts by people who may engage in business transactions with each other is an area where perception is almost always as important as fact.

While an executive management team member or staff member may give or receive something of value with selfless motives and solely in the interests of the company, an external observer often could and will ascribe improper motives to the giving or acceptance of a gift or entertainment.

In giving or accepting any gift or entertainment, therefore, each member of staff and, if applicable, his or her manager, must exercise judgment about how the giving or receiving might be perceived, recognising that what at first sight might appear to be reasonable, may nevertheless become the subject of unreasonable comment or criticism by other employees or external parties. The decision with respect to each case of giving or accepting must be based upon a judgment made after an assessment of whether the benefits gained by the company through the acceptance or providing of a gift or entertainment might be outweighed by adverse criticism, even when that criticism may not be reasonable.

Business gifts and entertainment on a modest scale are commonly used to build goodwill and strengthen working relationships among business associates. Providing or accepting occasional meals, small company mementoes, and tickets to sporting and cultural events may be appropriate in certain circumstances. However, if offers of gifts, entertainment or travel are frequent or of substantial value, they may create the appearance of, or an actual, conflict of interest or illicit payment.

The intention of this policy is to set out rules and guidance for all TDIC executive management team members or staff members to follow, to ensure that the company can demonstrate that no undue influence has been applied to, or by, TDIC, or an external organisation, or anyone else dealing with TDIC.

In general, employees shall not use their authority, office or association with TDIC for personal gain, and shall seek to uphold and enhance the standing of the company by maintaining an unimpeachable standard of honesty, impartiality and integrity in all their business relationships.

Each employee should complete the 'Gift & Entertainment Disclosure Form' to notify his or her supervisor and the Corporate Integrity Department of gifts, travel or entertainment provided by, or received by, them.

The Corporate Integrity Department shall maintain a written record of gifts, entertainment and travel, and shall make this available for inspection as required. An annual summary shall be provided to the Ethics Committee.

The Gift and Entertainment Disclosure Form can be accessed by visiting the Corporate Integrity section of the TDIC portal and clicking on the "gift and entertainment disclosure" link.

The Corporate Integrity Department will send reminders on an annual basis.

## 4.2 Scope of Policy

This policy applies to all TDIC executive management team members or staff members. At the approval of the Executive Committee, heads of departments or functions of TDIC departments involved in direct acquisition, and the procurement process, of third party goods and services (e.g. procurement and commercial), may establish more stringent guidelines and standards for their department members.

## 4.3 Policy for Receipt of Gifts, Entertainment or Travel

### ACCEPTING GIFTS

TDIC recognises that it is customary for some of its partners, contractors, suppliers, customers and other business associates to occasionally give gifts to those with whom they do business. It is important, however, that these gifts do not affect an employees business judgment, or give the appearance that judgment may be affected.

Accordingly, TDIC and its members must be very careful when it comes to accepting gifts. As a general rule, employees may accept gifts from partners, contractors, suppliers, customers or other business associates, provided the gift:

- Does not create the appearance (or an implied obligation) that the gift giver is entitled to preferential treatment, an award of business, better prices or improved terms of business;
- Would not embarrass TDIC or the gift giver if disclosed publicly;
- If valued at AED 350 or above (even if promotional in nature), is reported to the recipient's manager and the Corporate Integrity Department using the 'Gift and Entertainment Disclosure Form';
- Does not exceed any specific limits established by the TDIC member's department; and
- Would not prevent or influence the recipient from awarding TDIC's business to one of the gift giver's competitors.

The following gifts are **NEVER** appropriate:

- Gifts of cash, or cash equivalent;
- Gifts that are prohibited by law;
- Gifts given as a bribe, payoff or kickback (e.g. in order to obtain or retain business, or to secure an improper advantage);
- Gifts the recipient knows are prohibited by the gift giver's organisation; and
- Gifts given in the form of goods, services or other non-cash benefits (e.g. the promise of employment).

Employees who receive a gift at an event of a ceremonial nature (e.g. a customer outing or a celebration of a business transaction) that might not be appropriate under these guidelines, but is impractical or offensive to refuse, may accept the gift and then promptly report it to their direct manager and the Corporate Integrity Department; an appropriate response will be discussed accordingly and actioned.

TDIC executive management team members or staff members must never ask for gifts, gratuities or other items that benefit them personally, regardless of value.

TDIC's employees are expected to exercise good judgment in accepting gifts from partners, contractors, suppliers, customers or other business associates. When in doubt as to whether a gift is appropriate, TDIC members should immediately consult with their direct manager, HR or the Corporate Integrity Department.

TDIC executive management team members or staff members must never ask for gifts, gratuities or other items that benefit them personally, regardless of value

## ACCEPTING ENTERTAINMENT

TDIC recognises that business entertainment (e.g. meals, tickets to a concert or a sporting event) can play an important role in strengthening working relationships among business associates. Accordingly, TDIC members may accept business entertainment offered for legitimate business purposes, such as building goodwill and enhancing relationships with business associates, provided that it complies with these guidelines and it is reported to the TDIC member's direct manager and the Corporate Integrity Department using the 'Gift and Entertainment Disclosure Form.'

Specifically, accepting entertainment from TDIC's business associates is permitted only if such entertainment:

- Is infrequent;
- Is reasonably related to a legitimate business purpose (e.g. accompanying a customer or supplier to a local concert/sporting event or attending a business meal);
- Is not given as a bribe, payoff or kickback (e.g., in order to obtain or retain business, or to secure an improper advantage);
- Does not create the appearance (or an implied obligation) that the gift giver is entitled to preferential treatment, an award of business, better prices or improved terms of purchase;
- Is in good taste, occurs at a business appropriate venue and would not embarrass the company or its member;
- Is reasonable and appropriate in the context of the business occasion;
- Would not influence, or appear to influence, TDIC member's ability to act in the best interest of the company; and
- Complies with any specific limits established by the TDIC Member's department or division.

The following is **NEVER** appropriate:

- Entertainment that can be viewed as excessive in the context of the business occasion;
- Entertainment or any sort of event that is not considered acceptable by the culture and community of the United Arab Emirates;
- Entertainment that the recipient knows the gift giver is not permitted to give; and
- Entertainment that is otherwise prohibited by the TDIC member's department or division.

When in doubt as to whether an event, location or expenditure is appropriate, TDIC members should immediately consult with their direct manager, HR or Corporate Integrity Department.

Finally, note that these entertainment guidelines apply to situations in which the host is present. Tickets to sporting or cultural events provided to TDIC members and not attended by the host are really 'gifts,' not 'entertainment,' and should be viewed under the gift guidelines above.

## ACCEPTING TRAVEL

On rare occasions, it may be appropriate for partners, contractors, customers, suppliers or other business associates to pay for a TDIC member's travel-related expenses. As these situations are rare, offers to pay for travel and/or related expenses from third parties must be:

Reviewed and approved by the individual's first and second level reporting manager. If accepted by reporting managers it should then be disclosed to the Corporate Integrity Department using the 'Gift and Entertainment Disclosure Form.' In reviewing the travel request, the individual's first and second level reporting managers should consider a number of factors, including whether:

- The primary purpose of the travel is business related and the travel itinerary reflects that;
- The class of travel is appropriate in the business context;
- The proposed expenditures comply with United Arab Emirates and Abu Dhabi local laws and regulations.

Note that TDIC will not approve travel expenses for spouses or children, and will never approve trips that appear to be provided in exchange for business or improper advantage.

## 4.4 Policy for Giving Gifts, Entertainment or Travel

### GIVING GIFTS

Occasionally, giving gifts to third parties may be appropriate to strengthen relationships or comply with local customs. Accordingly, TDIC permits such gifts, provided they comply with these guidelines. Specifically, TDIC members may give gifts to partners, contractors, suppliers, customers or other business associates for legitimate business purposes, such as building goodwill and strengthening working relationships (e.g. holiday or ceremonial presentations, service anniversaries, or retirement), provided the gift:

- Is valued under AED 350 (preference should be given to merchandise of a promotional nature), more suitably arranged through TDIC's marketing department;
- If valued AED 350 or above, is approved by the gift giver's first and second level reporting manager and, if accepted by the receiving party, disclosed to the Corporate Integrity Department using the 'Gift and

Entertainment Disclosure Form';

- Would not embarrass TDIC or the recipient if disclosed publicly; and
- Does not exceed any specific limits established by the TDIC member's department or division, or any limits set by the recipient's employer or organisation.

The following gifts are **NEVER** appropriate:

- Gifts of cash, or cash equivalent;
- Gifts that are bribes, payoffs or kickbacks (e.g. gifts given in order to obtain or retain business, or to secure an improper advantage);
- Gifts that are prohibited by law;
- Gifts the gift giver knows are prohibited by the recipient's employer or organisation;
- Gifts given in the form of services or other non-cash benefits (e.g. the promise of employment); and
- Gifts to family members of customers, suppliers or other business associates.

TDIC's employees are required to consult with the company's marketing department and exercise good judgment in offering gifts to suppliers, customers or other business associates.

### ENTERTAINMENT

TDIC recognises that business entertainment (e.g. meals, tickets to a concert or a sporting event) can play an important role in strengthening working relationships among business associates. Accordingly, the Company permits business entertainment when provided for legitimate business purposes, such as building goodwill and enhancing relationships with customers or suppliers, provided that it complies with these guidelines. Specifically, entertaining business associates is permitted only if such entertainment:

- Is not a bribe, payoff or kickback (e.g. provided in order to obtain or retain business, or to secure an improper advantage);
- Does not create the appearance that the company is entitled to preferential treatment;
- Is in good taste and occurs at a business appropriate venue;
- Is reasonable and appropriate in the context of the business occasion; and
- Complies with any specific limits established by the individual's department or division.

The following is **NEVER** appropriate:

- Entertainment that can be viewed as excessive by an objective third party;
- Entertainment or any sort of event that is not considered acceptable by the culture and community of the United Arab Emirates;
- Entertainment the host knows the recipient is not permitted to accept; and
- Entertainment that is otherwise prohibited by the individual's department or division.

When in doubt as to whether an event, location or expenditure is appropriate, TDIC Members should immediately consult with their direct manager, Human resources or Corporate Integrity Department.

Finally, note that these entertainment guidelines apply to situations in which the hosting TDIC Member is present. Tickets to sporting or cultural events provided by the Company to partners, contractors, suppliers, customers or business associates at which TDIC Members are not present are really "gifts," not "entertainment," and should be viewed under the gift guidelines above.

TDIC members may give gifts to partners, contractors, suppliers, customers or other business associates for legitimate business purposes, such as building goodwill and strengthening working relationships

#### **4.5** Gifts and Entertainment to Government Officials

Most countries prohibit giving anything of value to government officials in order to obtain or retain business, or to secure some other improper advantage; it is important to be sure that gifts to these individuals cannot be construed as bribes. Furthermore, government officials are often prohibited by law from accepting gifts, so offering a gift may put the official in an awkward position.

Members of the TDIC executive management team or staff may never offer gifts to government officials without the specific, prior written approval of CEO, and the Director Legal, the approvals will be granted after considering the guidelines of this policy in providing gifts and entertainment, and considering the delicate and specific nature of the government official.

# Protection and Proper use of Company Assets

The background features a large, stylized teal shape on the right side, resembling a partial circle or a thick line. On the left, there are several overlapping teal shapes, including a large circle and a horizontal bar, creating a layered, abstract composition. The overall aesthetic is clean and modern.

The download, installation and usage of pirated software is not acceptable to TDIC, and is a violation of the laws applicable in the United Arab Emirates

All TDIC executive management team members or staff members should protect the company's assets to ensure their proper use. The standards set forth below are intended to guide employees by articulating the company's expectations as they relate to activities or behaviours that may affect the company's assets.

## 5.1 Personal Use of Corporate Assets

Theft, carelessness and waste have a direct impact on the company's profitability. Company property should be used for the company's legitimate business purposes, and the business of the company shall be conducted in a manner designed to further the company's interest rather than the personal interest of any individual.

Members of the management team and staff are prohibited from the unauthorised use or taking of the company's equipment, supplies, materials or services. Prior to your engagement in any activity on company time that will result in compensation or payment to you, or use of the company's equipment, supplies, materials or services for personal or non-work related purposes, you should obtain the approval of the manager of the appropriate department or business unit; members of the executive management team shall obtain the approval of the company's CEO.

## 5.2 Use of Company Software

TDIC members of the management team or staff may use software programs purchased by the company for word processing, spreadsheets, data management, and many other applications. All software products purchased by the company are covered by some form of licensing agreement, which describes the terms, conditions and allowed uses.

It is the company's policy to respect copyright laws and observe the terms and conditions of any license agreements. Copyright laws impose civil and criminal penalties for illegal reproductions and use of licensed software. The download, installation and usage of pirated software is not acceptable at TDIC, and is a violation of the laws applicable in the United Arab Emirates. As such you are required to strictly comply with the usage of company acquired and licensed software and applications only.

Computer resources are not intended to be utilised for amusement, solicitation, or other non-TDIC business purposes

### 5.3 Computer Resources/E-Mail

TDIC computer resources, which include the electronic mail system, belong to the company and not to staff. Computer resources are not intended to be utilised for amusement, solicitation, or other non-TDIC business purposes. While it is recognised that you will occasionally use the system for personal communications, it is expected that such uses will be kept to a minimum, and that you will be responsible and professional in your use of the e-mail system.

The use of the computer systems to make or forward derogatory or offensive remarks about other people or groups is prohibited. E-mail messages should be treated as any other written business communication.

To the extent permitted by law, TDIC has the ability, and reserves the right, to monitor all electronic and telephonic communication. These communications may also be subject to disclosure, law enforcement or government officials.

## 5.4 Remote Access and Virus Protection

If you are granted remote access to the TDIC network, you agree to install and keep current industry standard antivirus and other malware (spyware) prevention software on all hardware not provided by the company and used by you to access the TDIC network; this helps prevent the introduction of viruses and other threats.

You should report immediately to the TDIC Information Security Manager any detection of software virus infections or malware software on any equipment used to access the company network.

The company shall provide anti-virus protection and/or other malware (spyware) prevention software for all company-supplied equipment. You must not establish firewalls, routers, communication servers, web servers, or any other facilities on remote computer systems that handle TDIC business, if such facilities permit any other type of real-time in-bound remote access via the Internet. (e.g. establishing inbound Internet connections in the hosting of a web site or running file sharing software).



**Compliance with  
Laws, Rules and  
Regulations**

All executive management team members or staff members have an obligation to comply with the laws and regulations of the United Arab Emirates and the Emirate of Abu Dhabi. The company will not tolerate any activity that violates any laws, rules, or regulations applicable to the company. This includes, without limitation, laws covering fraud, bribery and misconduct, copyrights, trademarks and trade secrets, information privacy, unfair dealing, illegal practices, environmental hazards, discrimination or harassment, occupational health and safety, false or misleading financial information, embezzlement, making false or fraudulent statements, or misuse of corporate assets. Any violation of these laws could result in termination of employment and/or criminal or civil prosecution.

You are expected to understand and comply with all laws, rules and regulations that apply to your position with TDIC. If any doubt exists about whether a course of action is lawful, you should seek advice immediately from TDIC's legal department.

## 6.1 Environmental Laws

It is TDIC's policy to comply with all applicable environmental laws, rules and regulations in Abu Dhabi and the United Arab Emirates. All TDIC Members shall aim to strive to utilise resources appropriately and efficiently and dispose of waste in accordance with applicable laws, rules and regulations.

## 6.2 Employment Laws

### Equal Employment Opportunities

In compliance with applicable labour and employment laws and regulations in Abu Dhabi and the United Arab Emirates, TDIC is committed to equal employment opportunities for all job applicants and staff. No job applicant or member of staff will be discriminated against on the basis of race, religion, colour, gender, age, disability, national origin, or any characteristic protected by law.

This prohibition on discrimination applies to practices in recruiting, hiring, employment, training, promotion, working conditions, compensation, benefits, job rules, discipline and all other aspects of employment and employee relations.

In accordance with applicable laws and regulations in Abu Dhabi and the United Arab Emirates, TDIC reserves the right to conduct background checks in evaluating candidates seeking to establish an employment relationship with the company. TDIC further reserves the right to conduct employee misconduct investigations in accordance with applicable laws and regulations of any member of the management team or staff.

The company has published policies on various aspects of the employment relationship, all of which are more fully set forth in TDIC's HR policy manual.

## 6.3 Harassment

At TDIC, we take pride in our work environment, and we will continually take steps to ensure it is pleasant for all staff.

It is our corporate policy that all employees treat each other with respect, courtesy, consideration and professionalism. Harassment has the intent or effect of creating an intimidating, hostile or offensive work environment. It can include verbal, non-verbal, or physical gestures or abuse. TDIC will not tolerate harassment of any member of staff by any other member of staff or supervisor.

In addition, harassment for any discriminatory reason, such as race, gender, national origin, disability, age or religion, is strictly prohibited by our values and by the local customs of the United Arab Emirates. As such, TDIC prohibits not only unlawful harassment, but also other unprofessional actions. Accordingly, derogatory racial, ethnic, religious, age, sexual orientation, sexual or other inappropriate remarks, slurs or jokes will not be tolerated. Every TDIC member of the executive management team or staff has an ethical obligation to refrain from these activities.

You should report incidences of harassment or discrimination immediately in accordance with TDIC's 'Policy Against Harassment in the Workplace.' Reported allegations of harassment or discrimination will be investigated in accordance with applicable laws and HR policies.

Members of the management team or staff are expected to seek advice from HR and/or the Corporate Integrity Department when confronted with business decisions involving a risk of violation (or even the potential appearance of violation) of these guidelines.

# Governmental Regulations



# Each member of staff has responsibility for maintaining a safe and healthy workplace

## 7.1 General Compliance

In recognition of TDIC's values of compliance and transparency, the company shall abide by the laws, regulations, decrees and orders of every governmental agency, regulatory authority, and judicial body having jurisdiction over it. The company shall cooperate with any governmental agency in the proper performance of their duties to the fullest extent possible. To ensure the company's compliance and cooperation commitment is satisfied, you should immediately consult TDIC's legal department, or the identified key contact from the executive management team, upon receipt of any governmental request or enquiry.

## 7.2 Worker Health and Safety Laws

TDIC strives to provide a safe and healthy work environment for all staff. Employees are expected to keep their work areas clean and free of hazards, conform to the requirements of any safety procedures and guidelines prescribed by the company, and utilise their work stations and equipment in the manner in which they were intended to be used.

Each member of the management team and staff has responsibility for maintaining a safe and healthy workplace by following safety and health rules and practices, and by reporting accidents, injuries and unsafe equipment, practices or conditions.

Likewise, with the exception of company-sponsored or approved events, no member of staff shall engage in private consumption of alcoholic beverages during working hours, and no alcoholic beverages shall be served on company property. Under no circumstances should a member of the management team or staff report to work under the influence of alcohol. Any member of the team who engages in such conduct will be subject to disciplinary action up to, and including, termination of employment.

TDIC's employees must promptly report any activities that they believe may constitute a violation of any law relating to fraud; misconduct or deceptive practices against the company or any of its stakeholders

### 7.3 Fraudulent Activities

Members of the management team or staff must promptly report any activities that they believe may constitute a violation of any law relating to fraud; misconduct or deceptive practices against the company or any of its stakeholders. TDIC members must also promptly report any activities that they believe constitute or will result in fraudulent reporting of the company's financial results. Guidance on proper reporting of such activities is provided on the company's website, portal and in the company's whistle-blowing policy.

### 7.4 Contractor, Supplier and Consultant Screening and Due Diligence

Each member of staff is required to conduct business with the company's contractors, suppliers, service providers and other third parties in a manner that complies with local rules and regulations. It is required that the company screens and conducts due diligence with all major consultants, suppliers, contractors, and other third parties who are involved in transactions with TDIC. This is to ensure the company does not engage in fraudulent business activities, or gets defrauded by individuals or companies who conduct business with a fraudulent intent. Please contact the company's Director of Corporate Integrity if you need assistance in screening any consultants, suppliers, contractors, or other third parties who do business with the company, or if you suspect any unusual or suspicious activity.

## 7.5 Intentional Misconduct

The rules of this paragraph shall apply to all members of staff as well as members of senior management. In the event of any member of staff's intentional or knowingly fraudulent or illegal conduct that causes damage to the company, TDIC shall take, in its discretion, such action as it deems necessary to remedy the misconduct and prevent its recurrence. In addition, the Governance & Remuneration Committee may take such action in its discretion as it determines appropriate, subject to applicable law, to cancel or reduce any outstanding compensation awards, incentive compensation awards, or other benefits to which the member of staff is actually or contingently entitled, in an amount up to the damage to the company, as determined by the committee.

This right to recoupment is in addition to any other rights that the company may have against such member of staff, including any remedies at law or in equity available to the company as a consequence of such damages. Application of this paragraph does not preclude TDIC from taking any other action to enforce an employee's obligations to the company, including termination of employment or institution of civil or criminal proceedings.



**Confidential and Proprietary  
Information**

# Employees must not discuss confidential information with any other persons, except on a 'need to know' basis

## 8.1 Confidential Information

Confidential information includes all non-public information that might be of use to competitors, investors, potential investors, analysts, or other third parties, and/or harmful to the company or its stakeholders, if disclosed. It also includes information that third parties the company does business with have entrusted to us.

All information (in any form, including electronic information) that is created or used in support of corporate business activities is the property of the company. Such information is considered valuable and the members of staff are expected to protect it from unauthorised disclosure. This includes, but is not limited to, the company's customer, consultant, contractor, supplier, business partner and staff data.

Employees must not discuss confidential information with any other persons, except on a 'need to know' basis. The obligation to preserve confidential information continues even after termination of the relationship with the company.

Members of staff are obligated, during and after employment, to hold all confidential information in confidence, to refrain from disclosing such information to anyone outside the company without prior consent, and to refrain from using confidential information for any purpose other than the performance of their duties.

You are also obligated to comply with any disclosure obligations imposed on the company in its agreements with third parties. Examples of this kind of information include, without limitation, knowledge of the financial condition of the company or another person or entity; the status or prospect of a potential business transaction; an individual's business dealings with TDIC; lease or contract terms; internal correspondence; computer passwords, codes or software; and reports provided to or received from regulatory agencies.

Information pertaining to TDIC's competitive position or business strategies, and information relating to negotiations with employees or third parties, should be protected and shared only with persons having a need to know such information in order to perform their job responsibilities.

Our name, logo, trademarks, inventions, processes and innovations are intellectual property assets and their protection is vital to the success of the company's business

## 8.2 Intellectual Property and Proprietary Information

Employees must carefully maintain and manage the intellectual property rights of the company, in order to preserve and protect their value. Information, ideas and intellectual property assets of TDIC are important to the company's success.

You are obliged to protect the company's assets, including proprietary information and intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business, marketing and service plans, engineering plans, designs, databases, records, salary information and any unpublished financial data and reports.

Unauthorised use or distribution of this information would violate company policy. It could also be illegal and result in civil or criminal penalties. Our name, logo, trademarks, inventions, processes and innovations are intellectual property assets and their protection is vital to the success of our business.

TDIC's names, logos and other trademarks and service marks are to be used only for authorised business and never in connection with personal or other activities unless approved and in accordance with the company's policies. In addition, our members of staff must respect the intellectual property rights of third parties. Violation of these rights can subject both you and TDIC to substantial liability, including criminal penalties.



### 8.3 Personnel Actions/Decisions

Employees' salary, benefit, medical and other personal information shall be treated as confidential. Personnel files, payroll information, disciplinary matters, and similar information are to be maintained in a manner designed to protect confidentiality in accordance with applicable laws.

You shall exercise due care to prevent the release or sharing of information beyond those persons who may need it to fulfill their job function. Notwithstanding the foregoing, all personnel information belongs solely to the company and may be reviewed or used by TDIC as needed to conduct its business.



**Integrity of Records  
and Compliance with  
Accounting Principles**

All financial and other business records, including expense accounts, purchase orders, requisitions, bills, payroll, reports to government agencies, and other reports, books and records of the company must be prepared with care and honesty

### 9.1 Preparation and Maintenance of Business Records

The preparation and maintenance of accurate and reliable business records is required by law and is of critical importance to the company's decision-making processes, and to the proper discharge of our financial, legal and reporting obligations. All financial and other business records, including expense accounts, purchase orders, requisitions, bills, payroll, reports to government agencies, and other reports, books and records must be prepared with care and honesty.

False or misleading entries in such records are unlawful and are not permitted. Business records and communications often become public, and we should avoid exaggeration, derogatory remarks, guesswork or inappropriate characterisations of people and companies that can be misunderstood. This applies equally to e-mail, internal memos and formal reports. Records should always be retained or destroyed in accordance with the company's records management guidelines. In accordance with those policies, in the event of litigation or governmental investigation, it is essential to follow the advice of the company's legal department.

Documents relevant to any pending, threatened, or anticipated litigation, investigation or audit must not be destroyed for any reason until expressly authorised by the legal department.

### 9.2 Accuracy of Financial Reports

We are a government-owned company and are required to report our financial results, as well as a great deal of financial and other information about our business, annually. All corporate funds and assets must be recorded in accordance with international financial reporting standards, consistently applied and applicable corporate procedures.

No undisclosed, unrecorded or 'off the books' corporate funds or assets shall be established or maintained for any purpose nor should the company's funds or assets be placed in any personal or non-corporate account. No employee, whatever his or her position, is authorised to depart from the company's policy or to condone a departure by anyone else.

The company maintains a system of internal controls and procedures that it believes provide reasonable assurance that all transactions are executed in accordance with the management's authorisation and are properly recorded, and that financial records and reports are accurate and reliable. This system includes written policies and procedures, and examination by professional auditors in accordance with standards. Members of staff are expected to adhere to these procedures.

**Additional  
Policies which  
Govern Conduct**

From time-to-time the Executive Committee of the company may adopt certain policies designed to enhance the code and foster a culture of honesty, integrity and accountability.

These policies will apply to all members of the executive management team and staff. The following policies are incorporated into the code and are made a part of the code as if stated verbatim herein. These policies are:

- 1) Fraud Control Policy
- 2) Code of Ethics
- 3) Whistle Blowing Policy
- 4) Human Resources Policy
- 5) Employee Practices Policy (EPP)
- 6) Corporate Information Security Policy
- 7) Finance Policy
- 8) Procurement Policy
- 9) Standard Tender Procedures
- 10) Document Retention Policy



# Code of Conduct Certificate

# Code of Conduct Certificate

## Appendix Form

I, \_\_\_\_\_ (Employee Name), hereby confirm that I have read and acknowledge the content of TDIC's Code of Conduct on the \_\_\_\_\_ (date) and further confirm that I will comply fully to the extent that it is written.

Name of Employee: \_\_\_\_\_

Employee No: \_\_\_\_\_

Department: \_\_\_\_\_

Job Title: \_\_\_\_\_

Date of Joining: \_\_\_\_\_

Signed: \_\_\_\_\_

Date: \_\_\_\_\_





شركة التطوير والاستثمار السياحي  
TDIC

[www.tdic.ae](http://www.tdic.ae)