



# WHISTLEBLOWING POLICY

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## Whistleblowing Policy

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**PERFORMANCE  
EXCELLENCE**



## **WHISTLEBLOWING POLICY**

## 1 Leadership Message

Tawazun with all of its Subsidiaries, 'The Group', is an organization with strong values. We are governed by the values of Performance Excellence, Integrity, Professionalism, Teamwork and a Non-Bureaucratic Environment. Our Code of Ethics policy contains general guidelines for conducting business with the highest standards of principles.

### Our values

We are governed by 5 values: Performance Excellence, Integrity, Professionalism, Teamwork and a Non-Bureaucratic Environment.

The Group is committed to an environment where open and honest communications are the norm, not the exception. We want everyone to feel comfortable in approaching their supervisor or management in instances where they believe violations of policies or standards might occur or have occurred.

### Our commitment

The Group is committed to having an environment where open and honest communication is the norm, not the exception.

### 1.1 Purpose

The purpose of this policy is to:

- Encourage colleagues to report any Fraud or Unethical Matters of which they are aware or become aware of;
- Provide colleagues with a confidential means for reporting any Fraud or Unethical Matters;
- Protect individuals who report Fraud or Unethical Matters in good faith; and
- Improve the communication and transparency processes associated with the Whistleblowing Policy.

This policy is not designed to question financial, commercial or other business decisions taken by The Group, nor should it be used to reconsider any other matters which have already been addressed under other procedures.

### 1.2 Definitions

**Fraud** is defined as a dishonest, unethical, irregular or illegal act or practice, and is characterized by deliberate intent at concealment of a matter of fact, whether by

words, conduct or false representation, which may result in a financial or non-financial loss to The Group. This includes fraudulent accounting or financial reporting practices.

**TEL means Tawazun Ethics Line.** TEL is a hotline, hosted by a third party hotline provider, Ethics Point, which allows one to anonymously submit reports relating to misconduct, fraud, violations of the Code of Ethics, or The Group's and its Subsidiaries' relevant policies.

**The Group** means Tawazun and all of its Subsidiaries.

Unethical Matters are intentional or unintentional acts or practices, which are unethical, disreputable, unfair or otherwise, do not conform to The Group's objective standards of professional or social behavior.

**Whistleblower** is a person who reports Fraud or Unethical Matters occurring within The Group, as well as among minority shareholders and those who conduct business with The Group. This includes but is not limited to third party agents and representatives, including consultants, contractors, suppliers, vendors, subcontractors and agents.

**Whistleblowing** is the process of reporting Fraud or Unethical Matters within The Group.

### What is Fraud?

Fraud is defined as a dishonest, unethical, irregular or illegal act or practice.

### 1.3 Risk Evaluation

Failure to comply with this policy may expose The Group to a number of risks which include but are not limited to:

- Failure to identify and stop any Fraud which may result in substantial loss to the company;
- Potential adverse publicity, image, and reputational damage arising from Fraud or Unethical Matters;
- Failure to recover stolen or misappropriated assets;
- Potential legal risks; and
- Failure to comply with The Group Fraud Control Policy and Code of Ethics Policy.

## 2 Tawazun Ethics Review Committee (TERC)

The TERC comprises of the following:

- Head of Internal Audit –(Chairman)
- Head of Legal
- Head of HR

### Who is responsible for reporting unethical acts?

Any employee, consultant, board member or third party is responsible for, and is required to, report any unethical act that will occur or has occurred.

## 3 Guidelines to the Whistleblowing Policy Statement

Any employee, consultant, board member, or third party who is aware or becomes aware of unethical or inappropriate acts, events, behavior or practices, as well as any potential breach of The Group's policies, procedures and rules and regulations (the breach) is responsible for, and required to, report the act in accordance with The Group's policy. In cases where an employee reports such matters directly to his/her line manager, the line manager is obliged to report the event immediately in accordance with the policy. The line manager should not investigate the event in any independent manner other than in accordance with the Group's policies and procedures.

### 3.1 Reporting Procedures

Any employee, consultant, board member or third party may report concerns, complaints or breaches to TERC through the Tawazun Ethics Line (TEL) channels (see below) or alternatively, report the matter to the Head of Audit, either in person or in writing.

#### 3.1.1 Whistleblowing Hotline

TEL is a resource for hotline reporting via telephone. It is a confidential service made available for everyone to discuss and report potential breaches or inappropriate or unethical conduct. The toll-free Whistleblowing hotline can be accessed 24 hours a day, seven days a week. If a hotline operator is not immediately available, callers may leave a voice-recorded message.

Individuals who call the Whistleblowing hotline need not identify themselves. Callers will be treated respectfully and their concerns will be heard seriously. The Group Whistleblowing Hotline (TEL) telephone number is: 8000 021. At the prompt, dial 855 - 382 – 2642

#### 3.1.2 Web-Based Reporting

Reports of potential breaches, inappropriate or unethical conduct can also be made by visiting the TEL link on either the Tawazun external website, internal portal, or directly by visiting the site, at: [www.Tawazun.ethicspoint.com](http://www.Tawazun.ethicspoint.com)

## 3.2 Confidentiality and Anonymity

All reported breaches will be treated on a confidential and anonymous basis. There might be instances that require external investigation by the relevant government authorities, but rest assured that the identity of the reporting person will be kept confidential and protected to the maximum extent possible. Only those with a need to know will be involved in, or know of, the investigation.

Due to the nature of the investigation, or where it may be required by law or regulation, it may be necessary to disclose the identity of the Whistleblower. This may occur in connection with legal proceedings and to adhere to the law of the land.

### Is the process confidential?

All reported breaches will be treated on a confidential and anonymous basis.

## 3.3 Whistleblower Protection

### Will a Whistleblower be protected if (s)he reports a Fraud or Unethical Matter?

Yes. We want to reassure Whistleblowers that they may report a breach without fear of harassment, demotion, dismissal, disciplinary action, remedial action, suspension, threats or any method of discrimination or retaliation by the company.

Any report of breach may be made by an employee without fear of harassment, demotion, dismissal, disciplinary action, remedial action, suspension, threats or any method of discrimination or retaliation by the company.

If a Whistleblower acts genuinely and in good faith when reporting what (s)he reasonably believes to be a Fraud or Unethical Matter, (s)he will not be at risk of losing their job, nor will they suffer any form of detrimental action as a result of their reporting - even if it is not substantiated in subsequent investigation. However, any false or malicious allegations may lead to appropriate disciplinary and legal action, up to and including termination of employment.

The Group shall not penalize and shall not tolerate any reprisals by Management or any other person directly or indirectly against anyone who acts in good faith, or who makes an allegation which was not substantiated in a subsequent investigation.

Any act of reprisals or victimization against the Whistleblower will result in disciplinary action, including termination of employment.

Persons who believe they are being penalized in any way for Whistleblowing or who believe that there has been a cover up of the alleged Fraud or Unethical Matter reported, or who do not consider that they have had a satisfactory response should write to the TERC immediately with the facts.

So as not to jeopardize the investigation of the alleged Fraud or Unethical Matter, the Whistleblower is required to keep reported information, the nature of the matter reported, and the identity of those involved strictly confidential.

Whereas internal disclosure is encouraged at all times, a colleague may be of the view that there is an exceptionally serious issue which warrants reporting to an external body. This act of disclosure must be made in good faith and not for the purposes of personal gain.

### 3.4 Investigation of Reported Breaches

All reports made will be reviewed and investigated by the delegated personnel assigned by TERC and must be thoroughly investigated and appropriately managed in a timely manner.

The investigation of Fraud cases and corrective actions relating to any of The Group's employees will be conducted in accordance with the provisions of Civil Service Law No. (1/2006) of the Emirate of Abu Dhabi and any subsequent amendments.

Please refer to the Fraud Control Policy for details on the applicable procedures.

### 3.5 Corrective Action

Upon completion of the investigation, relevant supervising stakeholders will determine whether corrective action is warranted. Corrective action will be determined based on the facts and circumstances of the breach and results of the investigation. Corrective action may include, but is not limited to:

- Disciplinary action;
- Dismissal;
- Recovery of assets;
- Filing an insurance claim; and
- Initiation of legal proceedings.

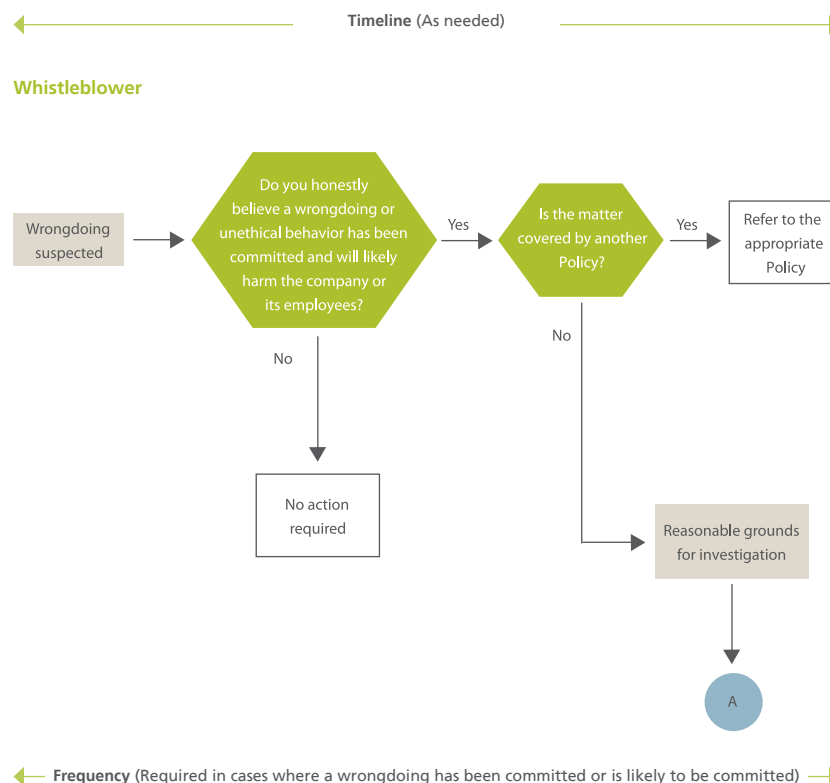
All corrective action will be agreed on by TERC and forwarded to the Audit Committee for final input and directions.

### 3.6 Investigation Feedback

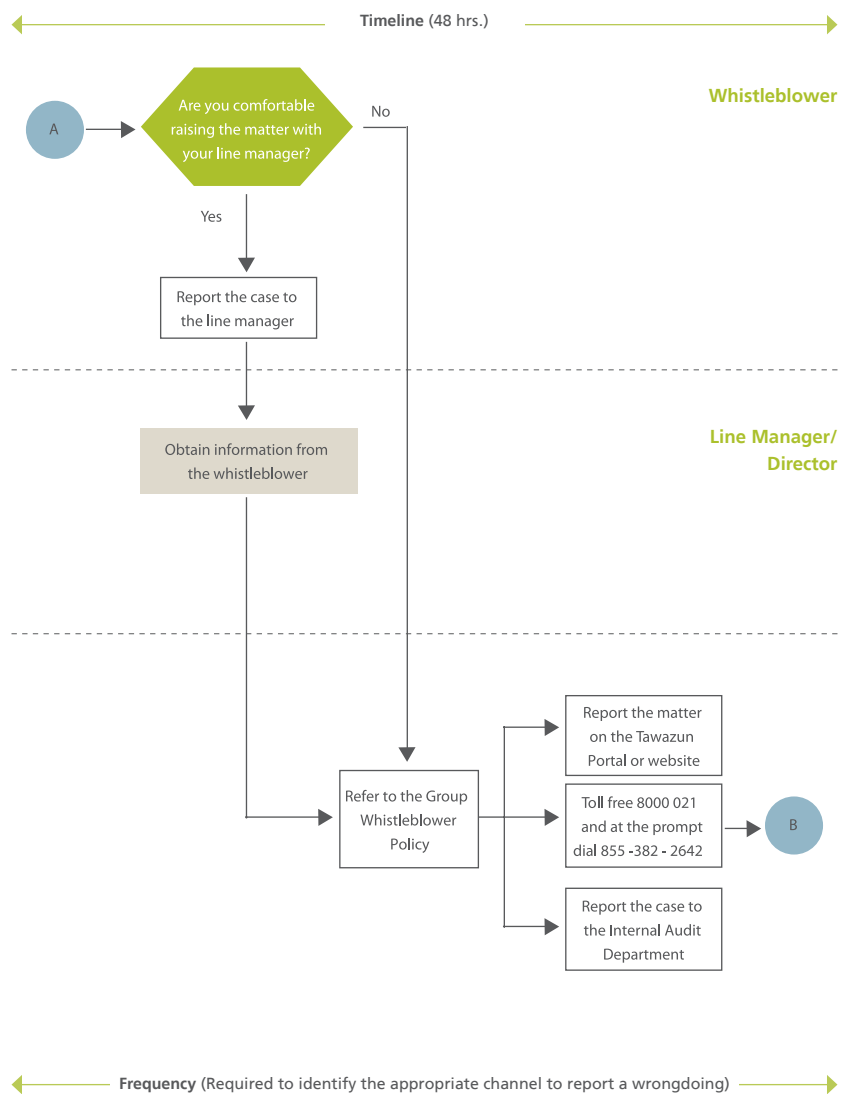
Upon reporting an incident through the Whistleblowing Hotline, the Whistleblower will be given a unique code called a <report key> and a password. Five to six working days after reporting the incident, Whistleblowers may use their report key and password to check their report for feedback or questions. At the conclusion of the investigation and as appropriate to the circumstances, the Chief Audit Executive may engage with the Whistleblower who reported the concern, complaint or breach, for feedback so as to help determine whether the matter was dealt with reasonably, fairly and appropriately.

Upon completing the investigation, management is advised to implement the TERC recommendation by taking the corrective actions suggested and preparing a Lessons Learned document.

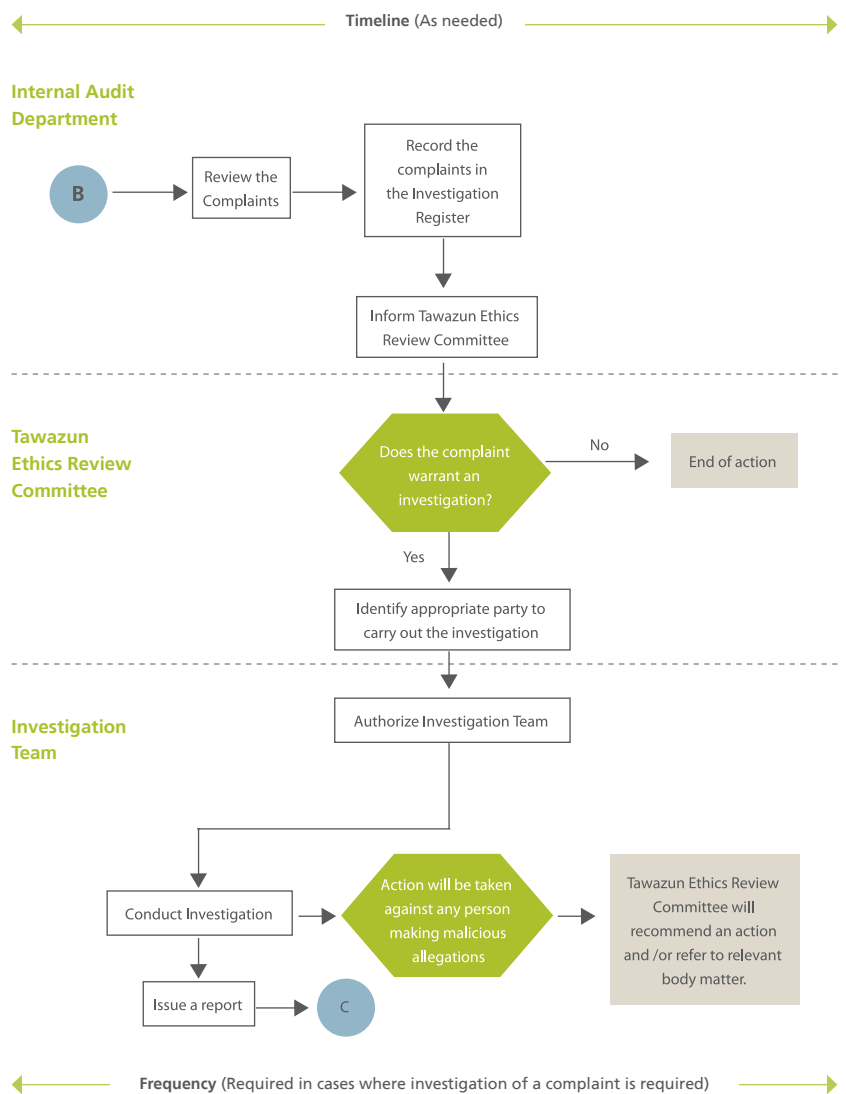
## Annexure 1. Whistleblower Process Flowcharts



### Annexure 2. Identify Appropriate Reporting Channel



### Annexure 3. Investigate Complaint



## Annexure 4. Course of Action and Feedback of Investigation

