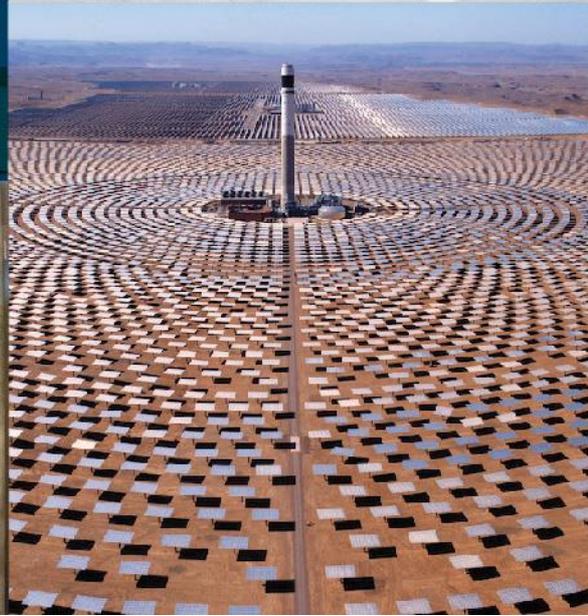


# Code of Conduct & Ethics Policy

December 2021



## Table of Contents

1.1	OBJECTIVE.....	4
1.2	SCOPE .....	4
1.3	PRINCIPLE.....	4
1.4	OWNERSHIP AND RESPONSIBILITY .....	5
1.4.1	Employee Responsibility.....	5
1.4.2	ACWA Power Values .....	5
1.5	RESPECTING EACH OTHER .....	5
1.5.1	Promoting Diversity and Inclusion .....	5
1.5.2	Non-Harassment & Non-Discrimination .....	6
1.5.3	Relation with the Public.....	6
1.5.4	Relation of ACWA Power Team Members With Each Other .....	7
1.5.5	Human Rights Standards .....	7
1.5.6	Child Labour, Forced Labour and Modern Slavery.....	8
1.6	NON-DISCLOSURE CONFIDENTIALITY .....	9
1.7	AVOIDING CONFLICT OF INTEREST.....	9
1.8	PROMOTING SAFE AND HEALTHY WORKPLACE.....	10
1.8.1	Environment, Health and Safety (EHS).....	10
1.8.2	Visitors in Workplace .....	10
1.8.3	Conduct on Social Media.....	10
1.8.4	Contributing to communities.....	11
1.8.5	Dress Code .....	11
1.9	PROTECTING COMPANY ASSETS.....	11
1.9.1	Protection of Computer Security Practices .....	11
1.9.2	Protection of IT Systems Security Practices .....	11
1.9.3	Protection of Password Security Practices .....	12
1.9.4	Creating, Maintaining and Disclosing Accurate Books and Records .....	12
1.9.5	Protecting Personal Information .....	13
1.9.6	Intellectual Property .....	13
1.10	GIFT, HOSPITALITY AND ENTERTAINMENT.....	13

1.10.1	Offering/Accepting Gifts .....	13
1.10.2	Reporting Gifts .....	14
1.10.3	Providing Items of Value to Government Officials.....	14
1.10.4	Entertainment & Hospitality.....	15
1.11	<b>ACTING ETHICALLY &amp; FOLLOWING LAW</b> .....	16
1.11.1	Integrity Checks on Business Relations/ (Third Party Due Diligence) .....	16
1.11.2	Promoting Fair Purchasing Practices .....	17
1.11.3	Preventing Violation of Competition Law .....	18
1.11.4	Preventing Market Abuse.....	19
1.11.5	Combating Fraud .....	19
1.11.6	Delivering on Quality, Reliability and Customer Service .....	20
1.12	<b>BEING GLOBALLY COMPLIANT</b> .....	20
1.12.1	Preventing Corruption .....	20
1.12.2	Preventing Money Laundering and Financing of Terrorism.....	21
1.12.3	Government Relations .....	22
1.13	<b>WHISTLE BLOWING</b> .....	22
1.13.1	Open Door Policy .....	23
1.13.2	Reporting Channels .....	23
1.14	<b>MONITORING AND REVIEW</b> .....	23
1.15	<b>BREACHES</b> .....	24
1.16	<b>CLARIFICATION AND QUERIES</b> .....	24
2.	<b>ANNEXURE</b> .....	25
2.1	<b>GLOSSARY</b> .....	25

## 1.1 OBJECTIVE

ACWA Power (hereinafter referred to also as “Company”) strives to offer a secure, positive work environment to encourage its Employees to give their best on the job. At the same time, ACWA Power always expects the Employees to portray certain ethical and cultural values and project an image of integrity and professionalism.

This Code of Conduct & Ethics (hereinafter referred to as either “Code” or “Policy”) aims to provide guidance on general conduct expected from all ACWA Power Employees in order to maintain harmonious working relations within ACWA Power, with clients and other stakeholders, in line with the laws of the relevant jurisdiction, ACWA Power’s values, ethics and corporate policies. Each ACWA Power Employee is individually and directly responsible for the adoption and implementation of this Policy.

## 1.2 SCOPE

This Policy shall be applicable to Directors, officers, and all Employees of ACWA Power, including its business units and branches. Branches of ACWA Power may deviate from this Policy only if the Policy conflicts with local regulatory requirements within their jurisdiction, in which case they will comply with the higher of the two standards. Subsidiaries, JVs and equity accounted companies/affiliates are highly encouraged to adopt this Policy unless it contradicts with any local regulatory requirement.

## 1.3 PRINCIPLE

- i. This Policy reflects the organization's core values and overall Company culture.
- ii. Each of ACWA Power Employee is individually and directly responsible for the adoption and implementation of this Policy and have the obligation and responsibility to apply the guidelines of this Policy in accordance with the highest standards of personal honour, integrity, and professional conduct.
- iii. On annual basis Employees are required to complete the following mandatory e-learning courses: i) Anti Bribery & Anti-Corruption (ABC); ii) Anti Money Laundering (AML) & Counter Terrorist Financing (CTF); iii) Whistle Blower (WB); iv) Code of Conduct (split in two modules: Making Ethical Decisions and Code of Ethics Policy) and any other training as mandated by the organization. Failure to do so will have consequences including 30% impact on the bonus (Short Term Incentive Plan) pay-out for the financial year.
- iv. The Policy needs to be reviewed and revised if necessary, on an annual basis, based on inputs from the business, Compliance, and the People Departments.

All Employees are required to sign and submit the Undertaking – Code of Conduct & Ethics Form on the date of joining the organization and by December 31<sup>st</sup> of each year. The Employees will also need to sign or re-sign the undertaking in case of any updates to the Policy.

## 1.4 OWNERSHIP AND RESPONSIBILITY

### 1.4.1 Employee Responsibility

All ACWA Power Employees are always committed to maintain the highest levels of ethics in all business dealings and will always seek to comply with all applicable laws, regulations, and codes.

The values of ACWA Power form the foundation upon which we build our business practices and behaviours, and this ultimately helps us in defining our corporate culture. We expect all Employees to live the values of ACWA Power in their everyday interactions. It is crucial to the success of ACWA Power that we maintain the reputation for high standards in all Company operations.

### 1.4.2 ACWA Power Values

#### Safety

At ACWA Power we always put safety first. We are committed to protecting the well-being of our Employees, partners, plants, and the communities in which we operate. We find sustainable solutions for our business to protect the environment for generations to come.

#### People

At ACWA Power we treat our Employees and partners with respect and professionalism, fostering a working environment where people can contribute, innovate and excel. We work together in collaborative and inclusive teams, showing support for each other to achieve client, personal and Company goals. Further, we embrace integrity and transparency by practicing the highest professional and ethical standards towards our clients, communities, and one another.

#### Performance

At ACWA Power we are committed to excellence in our business and operations. We set and achieve ambitious goals by constantly raising the bar of our performance. We hold ourselves accountable for taking ownership to achieve superior results. We are bold, passionately taking on challenges with speed and agility, quickly adapting to our environment in the relentless pursuit of growth and great results.

## 1.5 RESPECTING EACH OTHER

### 1.5.1 Promoting Diversity and Inclusion

ACWA Power believes in putting its people first. ACWA Power respects and supports different ethnicities, skills, perspective and thinking. As one team, ACWA Power Employees work together to create, innovate, and perform to their fullest potential. ACWA Power endeavours to be an equal opportunity employer and should always display no discrimination regarding age, gender, race, or religion in reaching any decisions.

ACWA Power is committed to conducting all its affairs with fairness and equality and strives to foster a unique and inclusive culture by providing a safe and respectful work environment.

ACWA Power Employees are always expected to:

- i. Evaluate everyone based on qualifications, demonstrated skills and achievements without regard to personal characteristics, including, for example, race, gender, disability, and religious affiliation.
- ii. Work as a team to achieve ACWA Power objectives.
- iii. Welcome and respect people with different perspectives, backgrounds, and traits.
- iv. Consider a diverse range of candidates in hiring, promotion, and other employment decisions.
- v. Promote communication that is open, direct, honest, and respectful.

## 1.5.2 Non-Harassment & Non-Discrimination

To maintain a working environment that encourages mutual respect and promotes respectful relationships between Employees, harassment in any manner or form is prohibited, is against Company Policy, and will not be tolerated.

All reported or suspected occurrences of harassment/bullying will be promptly and thoroughly investigated. Where harassment is determined to have occurred, the Company will immediately take appropriate disciplinary or corrective action. The Company will not permit any acts of retaliation against anyone who files harassment complaints or cooperates in any harassment investigation.

The Company does not tolerate any form of discrimination, harassment, or violence in the workplace. Violation of this Policy will subject Employees to strict disciplinary or corrective action which may include termination.

ACWA Power Employees are always expected to:

- i. Deal with others in a considerate, courteous, and respectful manner regardless of their race, gender, ethnicity, disability, gender identity, religious affiliation, grade or position.
- ii. Behave in a respectful way with other team members, and not purposefully, falsely, or maliciously attempt to injure the reputation of another team member.
- iii. Think about how our actions and comments might be received by others before we act or speak.
- iv. Exert our best efforts to co-operate with other team members in the best interest of the Company and the promotion of its vision and mission.
- v. Avoid abusive conduct, including verbal abuse and physical conduct that another person would find threatening or humiliating.
- vi. Apologize if something we do or say causes offense.
- vii. Speak up to report harassment or any other concerns without fear of retaliation.

## 1.5.3 Relation with the Public

- i. No Employee of ACWA Power should participate in the publication of any report or document related to the business of ACWA Power, to any outsider or third-party whether for a justifiable or unjustifiable reason.
- ii. All information that is not already in the public domain and which has been generated or acquired through one's work or presence in the Company will remain the property of the Company and will not be disclosed to outside party regardless of its importance, or rank.
- iii. No information should be reported to the media on Company activities, whether current or future, without obtaining prior written authorization from the Company's CEO, or from

the Company's Chairman of the Board, even if one is the person creating, handling or is in charge of the information.

## 1.5.4 Relation of ACWA Power Team Members With Each Other

- i. Relationships between staff members should be built on a mutual respect and tolerance to foster a comfortable, working, and productive environment.
- ii. ACWA Power Employees will always need to behave in respectful way with other member/s of the team, and will not purposefully, falsely, or maliciously attempt to injure the reputation of another team member.
- iii. ACWA Power Employee should exert best effort to cooperate with other team member/s in the best interest of the Company, and the promotion of its business development.
- iv. ACWA Power promotes optimum knowledge transfer between peers at all times.
- v. ACWA Power Employee should always act with honesty and integrity, avoiding actual, apparent or the perception of conflicts of interest in personal and professional relationships.
- vi. When requested by the Company, Employees will always provide information that is accurate, complete and relevant to ensure full, fair, truthful, timely, and understandable reporting and documentation that ACWA Power will be required to file or maintain internally or submit to Government agencies or other private entities outside the Company.
- vii. Employees should comply with rules and regulations of all government, and other appropriate quasi-government regulatory agencies.
- viii. Employees should respect the confidentiality of information acquired during one's work. Confidential information acquired during one's work will not be used for personal advantage, or to harm the Company or its business interests in any way or for any reason or purpose.
- ix. Employees should use corporate information, assets and resources made available or entrusted to him/her in a responsible manner.
- x. Employees should not use corporate information, assets, opportunities, or one's position in the Company for personal gain or to compete directly or indirectly against the interests of the Company.
- xi. Employee should comply in all respects with the full business interests of the Company regarding the protection of confidential information and investment related transactions.

## 1.5.5 Human Rights Standards

ACWA Power emphasize treating individuals with dignity and respect inside our organization and throughout our supply chain. Where we don't have managerial control, we actively seek to promote compliance with this Policy. We commit to continuously review and update policies and procedures to proactively identify, address and respond to unfavourable human rights impacts with which we are possibly involved. We are dedicated to complying with pertinent laws and implement controls wherever we operate. Where national law and international human rights standards differ, we follow the higher standard. Among the broader human rights issues identified, our focus areas are as below:

- i. Access to grievance mechanisms
- ii. Access to water and sanitation

- iii. Child labour
- iv. Modern slavery
- v. Forced labour and human trafficking
- vi. Living wage and income
- vii. Safety and health
- viii. Women's rights and empowerment, etc.

Respect for human rights is fundamental to the success of ACWA Power, our subsidiaries, and the communities where we operate. Employees are united by values that demonstrate our insistence on achieving the right results, the right way:

- i. Safety
- ii. Environment protection
- iii. Treatment of Employees and partners with respect and professionalism, fostering a working environment where people can contribute, innovate, and excel.
- iv. Integrity and transparency
- v. Accountability

ACWA Powers' commitment to human rights embodies and reflects these values as they influence everything we do and serve as the guiding principles that drive our Company every day. Where appropriate, we engage in dialogue with stakeholders on human rights issues related to our business and the communities where we operate.

## 1.5.6 Child Labour, Forced Labour and Modern Slavery

ACWA Power does not tolerate any form of modern slavery, forced labour or human trafficking in any part of its business or supply chain. Specifically:

- i. ACWA Power will not employ children that falls into the definition as stipulated by ILO (International Labour Organization) Convention, notwithstanding any national law or local regulation.
- ii. ACWA Power ensures that its Employees are of legal working age for their position and complies with local laws for youth employment or student work, such as internships or apprenticeships.
- iii. ACWA Power is strictly against all forms of exploitation of children. The Company does not provide employment to children before they have reached the legal age to have completed their compulsory education, as defined by the relevant authorities.
- iv. ACWA Power expects its business partners and associates to have and uphold similar standards and abide by country-governing laws in countries wherein they operate. Should violation of these principles become known to ACWA Power and not be remediated, ACWA Power will take serious action as deemed necessary.
- v. It is the responsibility of local management and People department to implement and ensure compliance with this Policy at all ACWA Power operations and facilities.
- vi. ACWA Power and its Employees do not tolerate, engage in, or support human trafficking, forced labour or modern slavery of any kind through ACWA Power's activities, including in its supply chain, or assist ACWA Power's clients or any other party in doing so.
- vii. ACWA Power respects its Employees' rights to agree to terms and conditions of employment voluntarily without coercion, and freely terminate their employment on appropriate notice.

## 1.6 NON-DISCLOSURE CONFIDENTIALITY

ACWA Power protects confidential information. Confidential information includes proprietary information such as trade secrets, patents, trademarks, copyrights, business plans, marketing plans, sales forecasts, engineering and manufacturing ideas, designs, databases, records, salary information, and unpublished financial data and report, as well as any non-public information that might be of use to competitors or our customers if disclosed.

Confidential information also includes information that suppliers and customers have entrusted to us on a confidential basis. All Employees have a personal obligation not to disclose confidential information even after their employment ends.

## 1.7 AVOIDING CONFLICT OF INTEREST

ACWA Power requires all Employees to act in the Company's best interests and to refrain from placing themselves in positions that might produce a conflict or an appearance of conflict between their self-interest and that of the Company.

ACWA Power Employees who find themselves in a position that can cause a conflict of interest must immediately notify the Compliance Department in accordance with the process set out in ACWA Power's Procedure to Manage Employee's Conflict of Interest and abide by the recommendation received on the way to proceed. Some of the indicative examples of conflict of interest include but are not limited to:

- i. Dealing with the Company or entering into a contract with the Company (other than employment related matters).
- ii. Selling to, or acquiring an asset from, the Company.
- iii. Leasing a property to, or from, the Company.
- iv. Owning any stake or having any voting rights in a Company that deals with the Company or that enters into an agreement or arrangement with the Company or competes with the Company, directly or indirectly. The term "Company" herein shall include any supplier, vendor, contractor, subcontractor, or others parties in general, currently doing business with or in competition with the Company, where the ACWA Power Employee can influence, or has the appearance of influence over, business dealings or decisions affecting that Company. An Employee shall not be construed to have a Conflict of Interest if she/he has ownership interest in a Company traded on a public exchange unless such ownership interest is 5% or more.
- v. Being a member of the board of a Company that deals with the Company or has entered into an agreement or arrangement with the Company or which competes with the Company (excluding Affiliates of the Company).

ACWA Power Employees are always expected to:

- i. Refuse to participate in any activity, interest or association that could compromise our individual judgment in the best interests of the Company.
- ii. Recognize that even the appearance of a conflict between personal interests and those of the Company can undermine trust.
- iii. Avoid actions that may lead to the appearance of a conflict of interest.
- iv. Seek guidance from your reporting manager or the Compliance Department whenever there is a question concerning an actual, perceived, or potential conflict of interest.

- v. Promptly disclose all actual, perceived, or potential conflicts to the Compliance Department.
- vi. Avoid decision-making process in any situation that might present even the appearance of a conflict of interest.

Thorough guidance to Employees on how to identify, disclose, manage and resolve a conflict of interest is set out in ACWA Power's Procedure to Manage Employee's Conflict of Interest ("COI Procedure"). All Employees are required to abide by the provisions and requirements set out in the COI Procedure reaching out the Compliance Department at [Compliance@acwapower.com](mailto:Compliance@acwapower.com) for any further details or clarification.

## 1.8 PROMOTING SAFE AND HEALTHY WORKPLACE

### 1.8.1 Environment, Health and Safety (EHS)

ACWA Power is committed to providing a safe work environment for all Employees and complying with applicable environmental laws and regulations that govern workplace health and safety. Employees must immediately report to their immediate line supervisor on all unsafe conditions or work-related injuries, illnesses, and accidents. Employees are responsible for performing their job in an environmentally responsible manner, for recognizing environmental issues, and for seeking advice on how to comply with the law.

### 1.8.2 Visitors in Workplace

- i. To provide for the safety and security of Employees, information, and facilities at ACWA Power, only authorized visitors are allowed in the workplace. Restricting unauthorized visitors helps maintain safety standards, protects against theft, ensures security of equipment, protects confidential information, safeguards Employee welfare, and avoids potential distractions and disturbances.
- ii. All visitors and guests are required to inform the premises' security personnel of the Employee they wish to meet and obtain necessary approval before entering the ACWA Power offices/worksites.
- iii. Employee should be responsible for escorting their authorised visitors to the meeting/conference rooms, and ensuring visitors are aware of, and abide by, all relevant safety procedures.

### 1.8.3 Conduct on Social Media

ACWA Power understands that many of ACWA Power Employees use social media, messaging platforms and digital channels to engage and connect with others, both on business and personal level.

Employees are advised to refrain from discussing any information about the operations, policies, or plans of ACWA Power on all social media platforms or other digital platforms. Employees are free to use social media or other digital platforms in a personal capacity, provided their comments do not generate an impression of the Company. Any confidential information that is made public on the Internet will be considered a breach of Company Policy.

When an Employee presents himself/herself as an ACWA Power Employee in the social media or other digital platform, he is also encouraged to abide by public morals and good manners.

## 1.8.4 Contributing to communities

ACWA Power has a strong tradition of community involvement. Through the Company's various programs, ACWA Power Employees should aim to improve the quality of life in their communities and strive dedicatedly to give back to society as true ambassadors of creating corporate good.

As ACWA Power Employees, one should contribute to the well-being of communities through:

- i. Participation in charitable or civic organizations that enrich the communities.
- ii. Giving their time generously to communities, as long as those activities don't interfere with their job performance.

## 1.8.5 Dress Code

ACWA Power is committed to maintaining a professional image. It expects its Employees to dress in a formal manner to always maintain a professional appearance. When the Employee's family or friends visit ACWA Power's premises, they should also be sensitive to this. Employees must abide by the safety policies and procedures and wear required protective clothing and safety equipment should they be visiting work placements which require such.

## 1.9 PROTECTING COMPANY ASSETS

### 1.9.1 Protection of Computer Security Practices

- i. All information stored in PCs and laptops including programs, studies, legal documents, personal information or any kind of documents or information are the properties of the Company and will be regarded as such.
- ii. Individual information including personal information about staff and or his/her dependents should always be secured.

### 1.9.2 Protection of IT Systems Security Practices

- i. Computer systems can become transmitters of viruses, denial of service attacks, open file exchange services, and other malicious electronic activities.
- ii. E-mail messages, websites, inter-relay chat, and other applications used by Employees are often the sources of these problems. To prevent these malicious activities, Employees are required to be aware of and comply with policies relating to the use of these applications, as known in the uniform practice of computer use, or as circulated by IT Division, or management from time to time.
- iii. Employees are prohibited from engaging in any activities deemed illegal under governmental or international laws or in violation of the Policy. The categories and list below, which are by no means exhaustive, provide a framework for activities that fall into the category of unacceptable use:
  - a. Excessive, non-priority use of computing resources, including personal emails and non-business web browsing.
  - b. Unacceptable system and network activities, including
    - v.1. Obtaining configuration information about a network or system for which user does not have administrative responsibility
    - vi.2. Engaging in activities intended to hide the user's identity

- vii.3. Circumventing user authentication or accessing data, accounts, or systems that the user is not expressly authorized to access
- c. Unauthorized use of intellectual property: Users may not use facilities or networks to violate the ethical and legal rights of any person or company protected by copyright, trade secret, patent, or other intellectual property, or similar laws or regulation.
- d. Inappropriate or malicious use of IT systems.
- e. Misuse of e-mail and communication activities.

### 1.9.3 Protection of Password Security Practices

- i. Company's computer users are responsible for the security of their computer systems, passwords, personal account passwords (i.e. Net ID Passwords) and personal identification numbers (PINs) and will be held accountable for any activities linked to their accounts. Users must follow known uniform and Company standards for maintaining and managing passwords.
- ii. Company's computer users are required to be aware of and apply security practices established by the Company, to prevent unauthorized access to their computers or systems. Security breaches can often be linked to the actions individuals take or fail to take when using information technology resources (i.e. leaving their computers logged into applications while away from their desks, storing written copies of their passwords in obvious places, using insecure methods for transferring info., etc.).

### 1.9.4 Creating, Maintaining and Disclosing Accurate Books and Records

ACWA Power maintains complete and accurate records to make responsible business decisions and provide truthful, fair, and timely information to the Company's shareholders, investors, regulators, and other stakeholders. ACWA Power Employees are expected to:

- i. Follow generally accepted accounting principles and all record-keeping procedures and guidelines in internal controls systems.
- ii. Never keep off-the-book accounts or false or incomplete records.
- iii. Never make an entry in any record that intentionally misrepresents, conceals, or disguises the true nature of any transaction, event, or condition.
- iv. Record all business transactions, events, and conditions accurately, completely and in a timely fashion.
- v. Ensure that there is clear, complete, fair, and accurate reporting and supporting records of financial information pertaining to business transactions.
- vi. Follow all delegation of authority and segregation of duties requirements established by the Company involving the authorization, creation, approval, and reconciliation of transactions.
- vii. Provide actual receipts or back-up documentation when required.
- viii. Never mislead or misinform anyone about our business operations or finances.
- ix. Immediately report any requests received to manipulate accounts, books and records, or financial reports, and any suspected misconduct regarding accounting, internal controls, or auditing matters to the reporting channels mentioned in the whistle-blower section of the Policy.

- x. Report accounting or internal control deficiencies that have the potential to adversely affect the ability of Company to record, process or report financial or operations data.

## 1.9.5 Protecting Personal Information

ACWA Power values and preserves the trust that fellow Employees, job applicants, customers, business partners and others place in it by safeguarding their personal information as if it were its own.

- i. Collect, use, and process personal information for legitimate business purposes only.
- ii. Restrict access to those who have both appropriate authorization and a clear business need to know.
- iii. Never share personal information with anyone (inside or outside the Company) who does not have a clear business need for it.

## 1.9.6 Intellectual Property

- i. All intellectual property and information are the sole property of ACWA Power, and this information should be treated in the strictest confidence.
- ii. On termination of employment for any reason, or at any time when the Company requests, the Employee must return to ACWA Power all notes, memoranda, formulae, records, files and other papers, tapes, discs and copies in their possession relating to any such intellectual property, knowledge or information described above.
- iii. After leaving ACWA Power, the ex-Employee will not, without the prior written permission of the Company, for any reason, work for others, or on their own account, on any of the secret processes, formulae or data on which they may have worked or to which they have had access whilst in the employ of ACWA Power.

For any further and detailed guidance on the general provisions set out in this section 1.9 please refer to the Information Technology Acceptable Use policy or contact the IT Department.

## 1.10 GIFT, HOSPITALITY AND ENTERTAINMENT

At ACWA Power we promote successful working relationships and goodwill with our customers, suppliers, and other business partners, as they are vital to our success. All Employees are always expected to observe integrity, impartiality, and honesty.

### 1.10.1 Offering/Accepting Gifts

All Employees are required to follow these rules on offering/accepting gifts.

- i. Check whether local law permits to offer/accept gifts to the public officials. If local law permits to offer/accept gifts, before proceeding Employees will need to secure prior approval from Compliance Department. No Employee should give or receive a gift that violates the law, regulations, agreements, or reasonable customs of the marketplace.

- ii. Employee must never accept or offer gifts of cash, cash equivalents or gifts that have an accurate estimated cash value and can be easily/quickly transferred into cash with a respected value.
- iii. When deciding on the appropriateness of giving or receiving a business gift, consider how the gift compares in value to the usual gift-giving practices in the industry and country (local law regulations), the sum of gifts to or from that entity over time, the suitability of the gift given the Employee's position at ACWA Power, the impact of the gift on building positive business relations with the recipient, and how the gift might look to an outsider.

## 1.10.2 Reporting Gifts

- i. It is the responsibility of all ACWA Power Employees, at any level, to engage with Compliance Department before any offer or acceptance of gifts takes place, providing the required information for record purposes and securing relevant approvals.
- ii. Before offering or accepting any gifts Employees shall be required to secure and share with the Compliance Department evidence of the relevant approval in accordance with the approval matrix set out in Table A below.
- iii. Any offer or acceptance of gifts by the Company's Employees will be recorded in a register ("Gift Register") maintained in electronic or hard copy by Compliance Department in accordance with the approved template.
- iv. Make sure any business gift is nominal in cost, quantity, and frequency and that the gift can withstand public scrutiny without damaging ACWA Power's reputation.
- v. These guidelines apply even when no reimbursement from the Company is sought. If Employee plans to give or accept a business gift of more than a nominal value, he/she must inform Compliance Department and abide by the recommendation received.
- vi. Compliance Department will take further step to ensure all gifts received are reported. Any unreported gifts, if deemed necessary, will result in disciplinary action by the Company.

**Table A: Leading practise for Gift Estimated Value (Offering/Accepting)**

Gift (Offering)	Estimated Value	Approval Required
Less than \$150		Function Head
More than \$150		CEO or MC and Head of Compliance

Gift (Accepting)	Estimated Value	Approval Required
Less than \$150		Function Head
More than \$150		CEO or MC and Head of Compliance

## 1.10.3 Providing Items of Value to Government Officials

### Government Dealing Approval

Before providing any gift or item of value to any Government Official or entity, Employees must first obtain prior approval from the Compliance Department.

## Gifts, Meals, Travel and Entertainment

It is never permissible to provide gifts, meals, travel, or entertainment to anyone (government officials or commercial partners) in exchange for any favor or benefit. In addition, gifts of cash or cash equivalents, such as gift cards, are never permissible. Prior approval from the Compliance Department is required before providing such gifts to a government official or entity.

## Donations

It is never permissible to provide a donation to influence a Government Official, or in exchange for any favor or benefit. It may, however, be permissible to make donations directly to a government agency (rather than to an individual Government Official) as part of a charitable effort. Prior approval from the Compliance Department is required before providing such gifts to a Government Official or entity.

## Promoting, Demonstrating, or Explaining Products

It is never permissible to direct promotional expenses or activities to a Government Official to influence him or her, or in exchange for any favor or benefit. In some cases, however, it may be appropriate to direct such expenses to a Government Official or entity to promote, demonstrate, or explain the Company's products and services. Before doing so, Company associates must seek prior approval from Compliance Department.

## Hiring or Engaging Government Officials

It is never permissible to hire or engage a Government Official, or his or her immediate family members, to influence the official, or in exchange for any favor or benefit. Note that before hiring a Government Official (or Relative thereof) Company associates must first receive approval from Compliance Department.

## Political and Charitable Contributions

ACWA Power does not make contributions or donations to political organizations, or independent candidates for any political function, nor shall it incur any expenditure in respect of any political activities.

We respect the right of individual Employees to make charitable contributions, provided they are not made in any way to obtain advantage, for and on behalf of the Company (or any of its affiliates, subsidiaries, shareholders, directors, or partners) in any business transaction. The Company communicates views to governments and others, on matters which affect its business interests, or those of its shareholders and employees, as a way of assisting in the development of regulation and legislation affecting the business.

### **1.10.4 Entertainment & Hospitality**

The Company recognizes that business entertainment such as dining out or attending events can play an important role in strengthening working relationships with our business partners. These activities must be reasonable, conducted in connection with Company business and in the best

interest of the Company, and must not influence an Employee's business-related decisions. All Employees are expected to observe integrity, impartiality, and honesty at all times.

If Employee plans to give or accept a business entertainment or hospitality related expenses of more than a nominal value, he/she must inform Compliance Department.

**Table B: Leading practise for Hospitality & Entertainment**

Hospitality & Entertainment		Limits	Approval Required
Entertaining Employees	Company's	Max. \$60 per person	Function Head
Entertaining suppliers, investors, or clients	vendors, contractors,	Max \$60 per person	Function Head and Head of Compliance
Any exceptions			CEO and Head of Compliance

## 1.1.1 ACTING ETHICALLY & FOLLOWING LAW

### 1.11.1 Integrity Checks on Business Relations/ (Third Party Due Diligence)

- i. ACWA Power is committed to conduct its business ethically, in compliance with the applicable laws and regulations in force in the countries we operate and only with partners who comply with the rules of integrity and the values upheld by the Company. In this context, due to the increasingly complex business regulations worldwide, it is essential for ACWA Power to entertain business exclusively with partners of good repute, thus ensuring mitigation of third parties related risks.
- ii. Given that conducting risk-based due diligence on third parties has become a legal expectation in several countries and that under many legal frameworks organizations may be held liable for acts of corruption by their third parties, it is for ACWA Power mandatory to have in place a thorough due diligence and Know Your Customer (KYC) process.
- iii. Third Party screening and KYC must be performed for all Third Party with whom ACWA Power intend to enter into a direct relationship with. For the avoidance of any doubt, due diligence screening on Third Party must be performed before any transactions is finalized and contracts are entered into by ACWA Power and its subsidiaries with the Third Party.
- iv. The aim of the KYC process is to ensure that potential risks such as corruption, bribery, money laundering, etc. flowing from these relationships are responsibly evaluated and managed in accordance with the general principles set out in this Code, in the Anti Money Laundering (AML) policy and in the Anti – Bribery and Anti – Corruption (ABC) policy.
- v. The consequences of damage to reputation can be significant: financial loss, weaker brand value, loss of customers, drop in share price, failure to achieve strategic objectives, loss of confidence on the part of customers, partners, public, etc.

- vi. To mitigate any risk arising from contracting with Third Parties, Employees must ensure the following:
  - a. Clearly communicate our relevant expectations to our suppliers and business partners, agreeing contractual obligations where applicable. Take the appropriate measures if they do not meet those expectations or obligations.
  - b. Never sign a contract with a Third Party without carrying out an in-depth integrity check in the event of proven risk, and to do this systematically if the partner is an intermediary.
  - c. Include a clause in every contract with a Third Party giving the Company the right to terminate the business relationship immediately, and without compensation, in the event of failure by the partner to comply with the Company values and rules of integrity, as well as with the applicable regulations.
  - d. Never make donations to organizations whose aims are incompatible with our values.
  - e. Report any indications that a supplier or business partner is not complying with applicable laws or their contractual obligations. Inform the Compliance Department in a timely manner in the event you are made aware of or you become aware of that a Third Party commit any unethical practices or does not comply with our ethical values and our rules regarding integrity.

For any further guidance on ACWA Power approach in managing Third Party relationships and KYC please refer to the Third-Party Due Diligence & Know Your Customer (KYC) Policy and Procedure or contact the Compliance Department to seek further guidance on this matter.

## 1.11.2 Promoting Fair Purchasing Practices

- i. ACWA Power selects suppliers fairly and objectively to ensure the best value for the Company while protecting reputation and supporting the diverse communities served.
- ii. ACWA Power works with a diverse group of suppliers that share their commitment to the highest standards in quality, price, service, reliability, availability, technical excellence, and delivery.
- iii. Make procurement decisions with integrity, based on objective, fair and reasonable criteria.
- iv. Ensure that we have sufficient justification for any sole source procurement.
- v. Avoid frequent and excessive business entertaining with any particular supplier.
- vi. Conduct Company business in good faith and resolve disputes with suppliers quickly and equitably.
- vii. Avoid making promises to external committees or parties without having proper authorization as this may jeopardize the Company's reputation and ability to comply with its obligations.

## 1.11.3 Preventing Violation of Competition Law

- i. ACWA Power competes vigorously for business opportunities, distinguishing themselves through integrity and superior performance.
- ii. Our commitment to competitive markets helps to drive progress for our customers and value for our shareholders. It's therefore essential that we follow all applicable laws that govern the way companies compete, wherever we do business.
- iii. Never propose or enter into any agreement to fix prices, rig bids, divide markets or force another competitor out of business.
- iv. Remove yourselves from any conversation that could restrain trade or reduce competition, indicating our reason for doing so and immediately reporting the matter to the Legal Department.
- v. Never discuss confidential information, and especially not the following:
  - a. Pricing – past, present, or future
  - b. Terms and conditions of business
  - c. Contracts and bids
  - d. Markets and territories
  - e. Customers
  - f. Costs
  - g. Production
  - h. Distribution
- vi. Always remain aware of how conversations with competitors may be perceived, and avoid any appearance of misconduct
- vii. Define objective, transparent, and non-discriminatory criteria for the award of contracts.
- viii. Refuse involvement in, and/or withdraw immediately from, any situation leading to inappropriate agreement or information-sharing between competitors and immediately inform the Legal Department if this is the case.
- ix. Immediately inform your line managers if you have accidentally received or used confidential information about our competitors.
- x. Before validating any equity investment in the Company, check with the Legal Department whether the operation requires prior authorization by the competent authorities.
- xi. ACWA Power Employees must not share information with competitors bidding for the same contract (except within the framework of bidding as a consortium).
- xii. ACWA Power Employees must not use information in your possession on a market in a legal monopoly situation (current or past) to develop business in another market open to competition.

## 1.11.4 Preventing Market Abuse

- i. The Company supports fair and open markets for buying and selling securities. Insider trading is illegal and distorts financial markets. The Company should comply with applicable market regulation where it, or one of its group companies, is listed and operates
- ii. Never buy, sell or trade the stock or securities of the Company or any listed subsidiary while we have inside information. Insider information includes not only confidential information within the Company but also covers any information that are not known to the public.
- iii. Prevent inside information from being disclosed to people outside the Company. This means:
  - a. Keep it under lock and key – whether it's a physical lock on a file drawer or on an encrypted/ password-protected laptop or cell phone.
  - b. Share it only with those within the Company who have a legitimate business need to know.
  - c. Don't talk about it with family or friends.
  - d. Never discuss it in public or on social media.
- iv. Abstain from making buy or sell recommendations to anyone else while in possession of inside information.
- v. Never engage in "short sales" or trading in market options such as puts or calls on Company securities.
- vi. Immediately report any inside information that has been mistakenly provided to unauthorized individuals.
- vii. Comply with blackout periods when they apply to us.
- viii. Non-compliance to some of this provision is criminalized by law and may lead to imprisonment.

## 1.11.5 Combating Fraud

- i. ACWA Power promotes a culture of integrity at every level of the Company and establishes effective control procedures to control any risk of fraud (internal, across management levels, external) help to eradicate any opportunity to commit fraud.
- ii. Never engage in fraudulent practices. An action, omission, or misrepresentation will be regarded as made recklessly if it is made with reckless imprudent indifference or lack of due diligence to ascertain as to whether it is true or false. However, mere inaccuracy in such information, committed through simple negligence, is not enough to constitute a "Fraudulent Practice".
- iii. Never engage in any activity or conduct tainted with fraud, deception, or any illegal transaction.
- iv. Identify sensitive assets and issues in relation to possible fraud within our business activities, with a view to establishing effective internal control procedures.

- v. Raise awareness among our external or temporary colleagues and co-workers of the risk of fraud, specifying the rules that must be complied with and everyone's rights and duties.
- vi. Never allow any risk situation to degenerate into fraud due to your own negligence.
- vii. Never bypass a procedure because "everyone does it".
- viii. Never investigate an alleged case of fraud alone and without the support from an expert.
- ix. Never engage in collusive practices such as bid rigging, or in connection with public procurement or government contracting or in furtherance of a Corrupt Practice or a Fraudulent Practice. Coercive Practices are threatened or actual illegal actions such as personal injury or abduction, damage to property, or injury to legally recognizable interests, in order to obtain an undue advantage or to avoid an obligation. It is not intended to cover hard bargaining, the exercise of legal or contractual remedies or litigation.
- x. Never disregard the recommendations contained in the Company's guidelines for the use of IT and telecom resources, especially with the use of passwords.
- xi. Comply with security rules covering access to information systems and never divulge our official login IDs and our passwords to anyone.
- xii. Carry out regular audits of the suitability of the internal control system.

## 1.11.6 Delivering on Quality, Reliability and Customer Service

- i. ACWA Power satisfies its customers by providing reliable, clean, affordable energy, water and related services as customers are heart of our business
- ii. Listen carefully and quickly respond to customer inquiries and requests.
- iii. Act professionally, respectfully and with empathy.
- iv. Work safely, responsibly, and courteously when on the property of a customer or any other third party.
- v. Treat customers fairly and consistently.
- vi. Use fair and honest practices in advertising, marketing, sales, and customer service interactions.
- vii. Never bypass quality control measures or take shortcuts that compromise the quality or safety of our services.

## 1.12 BEING GLOBALLY COMPLIANT

### 1.12.1 Preventing Corruption

ACWA Power business relationships are based on trust, transparency, and accountability. ACWA Power wins business with integrity and through the superior value it provides. It never requests, offers, or accepts any form of payment or incentive intended to influence a decision.

Bribes or kickbacks or facilitation of payments of any kind, whether involving commercial partners, government agents or officials are unethical and violate ACWA Power's core values, this Policy and the Anti-Bribery and Anti-Corruption policy. They are illegal. ACWA Power Policy does not allow for Corrupt Practices in any form. ACWA Power Employees shall:

- i. Be able to prove at any time that he/she have acted in good faith, in a prudent and transparent manner (except for protection of trade secrets).
- ii. Never commit any action (such as bribery) to violate or derogate a duty owed by the recipient for payment or to obtain an undue advantage or to avoid an obligation.
- iii. Check the integrity of business relations before entering any undertaking, in accordance with the Compliance Policy.
- iv. Comply with the rules relative to public contracts where applicable to us as a buyer, and where we are the supplier.
- v. Ensure that ACWA Power suppliers are treated fairly and equitably in accordance with the Company purchasing policy.
- vi. Inform ACWA Power business relations of the policies and ethical standards so that they will undertake to abide by them when they are entrusted with assisting or representing us in countries where the risk of corruption is high.
- vii. Act in line with the separation of the functions of undertaking, control and payment, and guarantee payment traceability.
- viii. Cooperate with all monitoring and regulatory authorities through your managers.
- ix. Not offer, accept, or promise a bribe or any other advantage or illegal payment to influence the result of any business decision.
- x. Not call on any third party to perform a task which we are unable to perform legally ourselves.
- xi. Not make a facilitation payment, i.e. an unofficial payment made to perform or speed up the performance of certain administrative formalities (license applications, customs clearance, etc).

For any further guidance on ACWA Power approach in combating corruption and bribery's related malpractices please refer to the Anti-Bribery & Anti-Corruption (ABC) policy or contact the Compliance Department.

## 1.12.2 Preventing Money Laundering and Financing of Terrorism

At ACWA Power it is of vital importance to have the fullest knowledge on the partners with whom we do business, including the end beneficiaries of our finance and services. This is to ensure that our activities are never used to "launder" the proceeds of criminal activities or to finance terrorism-linked activities directly or indirectly. ACWA Power Employee shall:

- i. Remain constantly aware about how ACWA Power business relations utilize the financing or services provided by the Company.
- ii. Carry out integrity checks on all business relations prior to signing any undertaking, to ensure that their business involves only legal activities and that their funds do not come from illegal activities, or sources subject to international sanctions.
- iii. Establish a monitoring and reporting system relative to a typical or suspect operation, the transfer of funds from or to high-risk geographical regions, and operations or activities that require cash payments.

- iv. Report any money laundering suspicions, Employee may have to the Compliance Department.
- v. Not conceal payments using a third party.
- vi. Not accept unusual payments without first analysing and checking supporting documents, for example, if:
  - a. the account is not in the name of the contracting Company.
  - b. payments are made in a currency other than that shown on the invoice.
  - c. payments are made from more than one account, or from accounts that are not normally used.
  - d. payments are made in a country other than that in which the third party operates and in which its business is registered.

For any further guidance on ACWA Power approach in combating money laundering and terrorist financing's related malpractices please refer to the Anti Money Laundering (AML) & Counter Terrorist Financing (CTF) policy or contact the Compliance Department.

### 1.12.3 Government Relations

ACWA Power interacts with governments at all levels ethically and transparently, and in full compliance with the law. Much of its business is regulated by local and state governments. Many countries place strict legal requirements on companies that do business with the government. When selling to, negotiating with, or working with government customers, it is critical that ACWA Power Employees abide by these requirements. As government entities are also some of ACWA Power's biggest and most important customers, how its Employees interact with Government Officials has a significant impact on ACWA Power's credibility, reputation and success.

Those of us who interact with government agencies and officials, who may be regulators, customers or otherwise, have the responsibility to:

- i. Ensure compliance with all applicable laws and regulations when a government entity is a customer.
- ii. Exercise special care when doing business, or interacting with the government, or third parties that interact with the Government Officials on Company's behalf.
- iii. Provide timely, responsive, and accurate information in connection with any regulatory reporting requirements or proceedings.
- iv. Never offer, promise, or give any undue monetary or other advantage, whether directly or through intermediaries, to a foreign public official for that official or for a third party.
- v. Do get prior, written approval from Compliance Department if you want to make any kind of promotional payment to, or receive reimbursement for, any public official's (any Government Official, political party, party official or political candidate) travel, meal or entertainment purpose.
- vi. Cooperate fully and honestly with any government or law enforcement inquiry or investigation.
- vii. Do report any violations of the Policy to the Compliance Department.

## 1.13 WHISTLE BLOWING

ACWA Power is committed to the highest standards of quality, honesty, openness, and accountability. As part of that commitment, ACWA Power encourages Employees or others with

serious concerns about any aspect of work to come forward and express those concerns in complete confidentiality.

Employees can report concerns by choosing an appropriate category on the Ethics Point website/system. All concerns on Ethics Point website/system will be dealt with appropriately by the internal audit/whistle blower committee.

For any further guidance on the whistle blowing mechanism in place at ACWA Power please refer to the Whistle Blower Policy and Whistle Blower Procedure or contact the Compliance Department.

### 1.13.1 Open Door Policy

ACWA Power is dedicated to preventing and resolving problems through open, positive communication amongst all Employees and management. If Employee has a question, a concern, a problem, or a complaint, ACWA Power urges the Employee to discuss it with his/her manager, head of function/business or People Department.

### 1.13.2 Reporting Channels

At ACWA Power we are committed to an environment where open, honest communications are the expectation, not the exception. We want you to feel comfortable in approaching your supervisor or management in instances where you believe violations of policies or standards have occurred.

In situations where you prefer to place an anonymous report in confidence, you are encouraged to use Compliance Line ([www.complianceline.ethicspoint.com](http://www.complianceline.ethicspoint.com)), a mechanism for confidential and anonymous submission of concerns through an independent third party, Ethics Point that is accessible anytime, 24/7.

If a report is submitted anonymously, the individual has the option to disclose the identity or keep it confidential while raising concern through the hotline or website. The Whistle-blower will be provided with a "Report Key Number" (with password) that will allow for further anonymous communication through the Hotline.

The information you provide will be sent to us by Ethics Point on a totally confidential and anonymous basis if you should choose. You have our guarantee that your comments will be heard.

Concerns raised through the Whistle-blower Line are submitted to the Internal Audit Department to ensure independent review, investigation and required action.

The Company has also a dedicated email ID for reporting any violations or raising any concerns. Employees can raise their concerns by sending an email at any time to [whistleblower@acwapower.com](mailto:whistleblower@acwapower.com).

## 1.14 MONITORING AND REVIEW

Compliance Department is responsible for monitoring this Policy and will assess its suitability, adequacy, and effectiveness in alignment with People and Culture Department and any other relevant departments.

## 1.15 BREACHES

- 1.15.1. A breach is defined as non-compliance with any requirement set out in this Policy which has not received appropriate prior approval. A lack of adherence to this Policy may have severe consequences both to the Company and its employees, including:
- A. For the Company:
    - 1. Violating laws and regulations;
    - 2. Receiving monetary fines, criminal penalties, and/or regulatory enforcement orders; and
    - 3. Exposing the Company to reputational risk.
  - B. For employees:
    - 1. Disciplinary action, up to and including dismissal; and
    - 2. Potential criminal or regulatory censure in an individual capacity including imprisonment.
- 1.15.2. Any information brought to the notice of the Head of Compliance on solicitations to engage in a prohibited act or possible violation of the Policy shall be promptly reported to the Chief Executive Officer, the Chairman of the Audit Committee, and where appropriate, to the Chairman of the Board. Further, adequate steps shall be taken to investigate the matter and the same shall be led by the Internal Audit Department.

## 1.16 CLARIFICATION AND QUERIES

If you have any questions about this Policy, please contact the Head of Compliance of ACWA Power.

## 2. ANNEXURE

### 2.1 GLOSSARY

Affiliates	A person who Controls another person or is Controlled by that other person, or who is under common Control with that person by a third person. In any of the above, Control shall be direct or indirect.
Control	The ability to influence actions or decisions of another person directly, indirectly, individually or collectively with a Relative or an Affiliate through (a) holding 30% or more of the voting rights in the Company; or (b) having the right to appoint 30% or more of the members of the Governing Body.
Compliance Department	The Compliance Department of the Company
Directors	The directors of the board of ACWA Power
Employee/s	Means the employee/s of the Company, including member/s of the Executive Management, part time employee/s, seconded employee/s, consultants, contractors.
Ethics Point	The third party hotline provider for filing a report available at the following link: <a href="https://secure.ethicspoint.com/domain/media/en/gui/34484/index.html">https://secure.ethicspoint.com/domain/media/en/gui/34484/index.html</a>
Executive Management / Management Committee	With respect to the Company, the Chief Executive Officer and any Employee who is under the supervision of, or reports directly to the Chief Executive Officer, the Board or any Director.
Fraudulent Practice / Corrupt Practice	Any action or omission, including misrepresentation, that knowingly or recklessly misleads, or attempts to mislead, a party to obtain a financial benefit or to avoid an obligation
Government Official	An officer or employee of a government, public department or public international organization. Definitions in anti-bribery laws vary and may include employees of state-owned enterprises and other government funded or owned entities.
KYC (Know Your Customer)	Standards designed to protect ACWA Power against potential risks such as fraud, corruption, money laundering and terrorist financing arising from relationships with Third Parties.
People Departments	The department of People and Culture overseeing the people management within the Company

Political Contribution	Financial and in-kind gifts donated or transferred to a political party, politician or political candidate. This may include sponsorships, gifts of property or services, advertising or promotional activities endorsing a political party, the purchase of tickets to fundraising events, subscriptions and affiliation fees, money to meet expenses, and loans, property, services and other facilities at less than market value. The release of employees without pay from the employer to undertake political campaigning or to stand for office could also be included in the definition.
Relative / immediate family member	Shall mean any of the following persons: <ul style="list-style-type: none"> <li>• Father, mother, grandfather and grandmother and their ancestors.</li> <li>• Children and grandchildren and their descendants.</li> <li>• Siblings, maternal and paternal half-siblings; and</li> <li>• Husbands and wives.</li> </ul>
Subsidiary	A company owned and controlled by another company through the following: <p>(a) holding 30% or more of the voting rights in the company; or</p> <p>(b) having the right to appoint 30% or more of the members of the governing body.</p>
Third Party/parties	Someone who is not one of the main people involved in a business agreement or legal case, but who is involved with ACWA Power