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|  <p>MANAGEMENT SYSTEM CERTIFICATION<br/>DNV-GL<br/>ISO 9001 = ISO 14001<br/>OHSAS 18001 = ISO 50001</p> | <b>Imdaad Management System</b>        |  <p>Imdaad</p> |
|  | Corporate                              |   |
|  | Whistleblower<br>Policy and Procedures |   |

## Whistleblower

## Policy and Procedures

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|  | <b>Imdaad Management System</b>                |  |
|   | Corporate                                      |   |
|   | <b>Whistleblower<br/>Policy and Procedures</b> |   |



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| REVISION RECORD SHEET |                                     |            |
|-----------------------|-------------------------------------|------------|
| REV                   | DESCRIPTION OF REVISION             | DATE       |
| 00                    | Whistleblower Policy and Procedures | March 2021 |
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|--|---|------------------|
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## 1. Introduction & Background

- 1.1 This Whistleblower Policy (“**The Policy**”) is a supplement to the Code of Conduct and Ethics Policy, Amana policy (“**The Code**”) which describes the behavior we expect Employees to demonstrate as representatives of our Company. The Company’s reputation for honesty and integrity is reflected in the way it conducts business, including in the integrity of its financial reporting.
- 1.2 Imdaad, including its subsidiaries and affiliates, (“**The Company**”) cultivate a culture where Employees can report, without fear of retaliation, any wrongdoing or misconduct which they suspect or believe may be occurring at the Company. Even if Employees only suspect alleged wrongdoing or misconduct, they are obligated to report it immediately. By doing so, they help the Company manage its reputational risk.
- 1.3 The Policy guides Employees through all aspects of the Whistleblower program including the reporting of suspected or actual, unlawful, or inappropriate misconduct relating to material requirements, and breaches of the Code.
- 1.4 This Policy is provided to all Employees and available on The Company’s *Intranet and External Website*.
- 1.5 The Company has developed this Policy to demonstrate its commitment to allow staff to disclose information that malpractice, unethical conduct, or illegal practices in the workplace **without being penalized in any way**. This includes protecting staff from any detriment or discrimination if they do report improper or illegal conduct within the organization.
- 1.6 This Policy applies equally to all employees, officers, consultants, contractors, volunteers, casual workers, and agency workers of The Company regardless of seniority or length of service.
- 1.7 This Policy does not form part of any employee's contract of employment, and we may amend it at any time.

## 2. Purpose

- 2.1 This Whistleblower Policy is designed to provide assurance that business misconduct or other wrongdoing is reported, and that Employees and external parties have a confidential channel to raise concerns for review and investigation. The Policy also protects whistleblower from retaliation for disclosures made in good faith.
- 2.2 This Policy also provides the means and appropriate communications and provide staff the confidence and guidance to report **all genuine** suspected wrongdoing, dishonesty, and fraudulent matters, in a timely manner, in accordance with the policy procedures. The Company will investigate these



concerns in an effective and confidential manner, giving appropriate protection to the identity of the informant as required.

- 2.3 This Policy presumes that such reports of wrongdoing will be made in good faith and not maliciously, recklessly or for personal gain. Any such reports that are not made in good faith, may be subject to action under The Company disciplinary procedures.

### 3. Scope

- 3.1 This Policy is intended to allow suspected wrongdoing or danger at work to be reported if they are reasonably believed to be in the public interest. Examples of such concerns (which are not exhaustive) might include:

- The breach of a legal obligation or regulatory requirement,
- A danger to the health and safety of any individual,
- Damage to the environment,
- Bribery or financial fraud,
- Unethical conduct (including harassments, the use of sex workers),
- Deliberate attempt to conceal any of the above.

- 3.2 For the purposes of this Policy, the definitions of 'whistleblowing and 'whistleblower', applies to all Employees, (as defined in **Section 4 (Definitions and Terms)** of the Company.

### 4. Definitions and Terms

- 4.1 **Breach** – is defined as non-compliance with applicable law, regulation, internal policy or procedures.
- 4.2 **Compliance Requirements** – Refers to an applicable law undertaking to legislative authority or provision, section, subsection, order, term, condition, and procedure that requires the Company to do (or prohibits the Company from doing) certain things or act or conduct its staff.
- 4.3 **Conflicts of Interest** - may take many forms, actual or perceived, but generally arises when an employee of The Company could use the authority of his or her position to; a) influence the Company's business decisions in ways to give improper advantage or financial benefit to oneself and/or family members, or b) to obtain for oneself and/or family members a financial benefit beyond the compensation he or she is authorized to receive for performing his or her responsibilities.
- 4.4 **Employees** – refers to the Company's directors, full-time Employees, part-time Employees, temporary Employees, contractors employed by The Company and any of its subsidiaries.
- 4.5 **Policies** –includes company guidelines, procedures, and practices.
- 4.6 **Fraud** - means an intentional dishonest act or omission carried out with the purpose of deceiving, inducing a course of action or the making of false statements, orally or in writing, with the objective of obtaining money or other benefits from the Group, or of evading a liability to the Group. Fraud is not restricted to monetary or material benefits. This definition includes monetary gain and any benefit that could be gained from the Group.
- 4.7 **Group** - refers to Imdaad and its subsidiaries or affiliates or entities managed or operated by them.
- 4.8 **Internal Audit** – refers to an independent body established by the Board of Directors with oversight by the Imdaad Audit Committee.
- 4.9 **Investigation** – a process designed to gather and analyze information, to determine whether a fraud incident report is substantiated, or if any dishonest or unethical acts have occurred and if so, the party or parties responsible.
- 4.10 **Management** – this includes all Executive Management, Group Chief Executive Officer, Chief Operation Officer, Chief Financial Officer, and Heads of Departments/Divisions.
- 4.11 **Malicious** – an unfounded and untrue report made that is characterized by malice, hatred, and disregard or to be deliberately harmful.

- 4.12 **Retaliation** – an action having a negative impact or implication against an individual who has reported a concern.
- 4.13 **Senior Management** – is defined as anyone holding a position title Senior Manager, Director, and above.
- 4.14 **Reckless** – where an act has taken place in such a manner that the party carrying out the act is indifferent to or disregards the consequences. Some form of loss is usually associated with acts of recklessness. Reckless also means being neglectful, careless, thoughtless, and unconcerned.
- 4.15 **Whistleblower** – a person, of any level within the organization, who raises a genuine concern in 'good faith, and discloses information of suspected wrongdoing or dangers at work.
- 4.16 **Whistleblowing** – is the term used when an employee passes on information concerning wrongdoing. In this Policy, we call that "making a disclosure" or "blowing the whistle". The wrongdoing will typically (although not necessarily) be something they have witnessed at work. This may include:
- Criminal activity,
  - Miscarriages of justice
  - Danger to health and safety
  - Damage to the environment
  - Failure to comply with any legal or professional obligation or regulatory requirements.
  - Bribery
  - Financial fraud or mismanagement
  - Negligence
  - Breach of Imdaad internal policies and procedures including Imdaad's Code of Ethics Policy
  - Conduct likely to damage Imdaad's reputation.
  - Unauthorized disclosure of confidential information
  - The deliberate concealment of any of the above matters.
- 4.17 **Wrongdoing** – the act of doing something illegally or dishonestly or that is a Breach.

## 5. Policy

- 5.1 In line with Imdaad's Fraud policy and Code of Ethics policy, all employees are required to act honestly and always with the highest levels of integrity and ethics when conducting business for the Group. They also have the responsibility to report any policy breach, any suspected fraud or any other wrongdoing in a timely manner to the appropriate team or the Internal Auditor.
- 5.2 In turn, the Management is expected to be alert, recognize risks, be aware of symptoms of wrongdoing or corrupt acts, and respond to all reporting and indications of these, whilst ensuring the confidentiality and protection procedures outlined in this policy.
- 5.3 All persons are strongly encouraged to report any concerns as directed, in as much detail as possible, in line with this policy. Since it is likely the concerns usually relate to the conduct of Imdaad staff, and therefore might present a difficult and personal conflict for the informant.

## 6. Policy Requirements

### 6.1. Types of Concerns

#### 6.1.1 Financial Reporting

Financial accounting, internal accounting controls and auditing matters, including those involving the circumvention or attempted circumvention of internal accounting controls or that would otherwise constitute a violation of Imdaad's accounting policies. Examples: falsification or destruction of business or financial records; misrepresentation or suppression of financial information; non-adherence to internal financial policies or controls; and auditor independence concerns.

#### 6.1.2 Suspected Fraudulent Activities

Examples: theft; defalcation; and corrupt practices, including giving or receiving bribes or other unlawful or improper payments or benefits.

#### 6.1.3 Breaches of the Code and Other Compliance Requirements

Any potential Breaches of the Code of Conduct, Compliance Requirements, and other internal controls. Examples: conflicts of interest; market manipulation; non-adherence to internal compliance policies; illegal deceptive or anti-competitive sales practices; and manipulation of rates/prices.

#### 6.1.4 Retaliation or Retribution against an individual who reports a concern

Retaliation against Employees who allege misconduct related to the above allegations. Examples: statements, conduct or actions involving terminating, suspending, demoting; disciplining; suspending; harassing, intimidating, coercing, or discriminating against an Employee reporting a concern in good faith in accordance with this policy.

### 6.2 Obligation to Report a Concern

6.2.1. All Employees have an obligation to report real or perceived concerns.

6.2.2. Employees are required to report concerns as soon as they become aware of the situation that raises the concerns, with as many facts and as much detailed information as possible.

6.2.3. The Company has a process to encourage Employees to report concerns that contravene or are thought to contravene its Code of Conduct and Ethics Policy or situations where wrongdoing is suspected, and Employees are encouraged to use such processes.

6.2.4. If an allegation is made in good faith, but it is not validated through a review, no disciplinary action will be taken against the Employee reporting the concern. If, however, an allegation is made frivolously, maliciously or for personal gain, disciplinary action may be taken against the Employee. Intentionally or recklessly accusing an individual of Wrongdoing, which the Employee knows, or reasonably ought to know, is false, is a serious matter and is subjected to disciplinary action.

### 6.3. Anonymous Reports

This Policy encourages Employees to come forward in person wherever possible. Concerns expressed anonymously are much less powerful but will be considered based on a number of factors including the seriousness of the issues raised, the credibility of the concern, and the likelihood of confirming the allegation through credible sources and/or documentary evidence.

### 6.4. Acknowledgement of Reports

Every reported incident will be acknowledged within reasonable time of receipt (factoring in weekends and public holidays) except for anonymous reports.

### 6.5. Review and Investigation Concerns



6.5.1. The Company will commence a review/investigation of all received concerns, regardless of the channel in which it was received. All concerns received will be documented and tracked until such time as the investigation is closed.

6.5.2. At a minimum, the reporting Employee will be advised of the status of the review/investigation, that the review/investigation has been concluded and, where possible, the steps that were taken to resolve or prevent future occurrences, while respecting the privacy of all those involved.

## **6.6. Confidentiality**

Unless compelled by judicial or other legal process to reveal the identity of the Employee who makes an allegation under this Policy, the individual will remain confidential. No effort to ascertain the identity of any person or group who makes a report anonymously will be tolerated.

## **6.7. Protection from Retaliation**

The Company shall not tolerate any retaliation by management or any other person or group, directly or indirectly, against anyone who in good faith makes an allegation or report under this Policy, and who provides assistance to management or any other person or group, including any governmental, regulatory or law enforcement body, investigating a report. Anyone who retaliates in any way against a person who has made a good faith allegation will be subject to disciplinary action.

## **6.8. Methods for Reporting Concerns**

Employees can use any of the following methods to report a concern.

### **6.8.1. Code of Conduct and Whistleblower Hotline.**

- **Internal online form** Imdaadi <[Imdaadi@imdaad.ae](mailto:Imdaadi@imdaad.ae)> intended for the reporting of suggestions and concerns related to:
  - Code of Business Conduct and Ethics
  - Privacy
  - Internal Fraud
  - Finance and Accounting (Whistleblower)
  - Discrimination and Harassment

Employees using this method will not receive follow-up on their concerns if they choose to remain anonymous.

### **6.8.2. Contact Human Resources or Internal Auditor**

- Employees may contact Senior Manager or Executive Director of Human Capital to report their concern.
- They also may contact the Internal Auditor or members of the Audit Committee.

## **7. Roles and Responsibilities**

### **7.1. Introduction**

This section sets out the responsibilities for Employees, Directors, Senior Management, Human Capital, and the Board to support the Whistleblower Policy, but it is not meant to be exhaustive.

### **7.2. Employees**

Employees are expected to:

- Ensure their understanding and compliance with the Whistleblower Policy, Code of Conduct & Ethics and any policies, guidelines and procedures that support the Whistleblower Policy,
- Identify and immediately report any suspected or known wrongdoing,



- Complete annual training with respect to the Whistleblower Policy, Code of Conduct & Ethics, and any supporting policies.

### 7.3. Senior Management

People and Senior Management are expected to:

- Ensure that all direct reports understand and comply with the Code,
- Ensure that all annual training is completed in the timeframe required,
- Encourage an environment of open communication and high ethical standards,
- Be familiar with the laws and regulatory requirements that apply to the Company and relevant business processes.

### 7.4. Internal Auditor

The internal auditor of Imdaad is expected to:

- Commence a review/investigation of all concerns received, regardless of the channel in which it was received,
- Document, track, investigate, and report on concerns reported, ensuring that as much information as possible is gathered to fully investigate the concern raised.
- Document, track, investigate and report concerns regarding Code breaches.
- Engage subject matter experts and Legal department as required to satisfactorily investigate the concern raised.
- Provide summary report to the Audit Committee of all Whistleblower complaints.
- Track all concerns raised and report, monthly, to the Audit Committee and quarterly to the Board of Directors, or on as needed basis,
- Ensure the approved Whistleblower Policy is immediately posted on The Company website and internal website following approval from the Board.

### 7.5. Chair of the Audit Committee and the Board of Directors

The Board of Directors has ultimate responsibility for the Policy. The Board of Directors has delegated its responsibilities to the Audit Committee.

The Chair of the Audit Committee is responsible for:

- Ensuring that any Whistleblower Policy reporting is received and reviewed,
- Ensuring that proper reviews/investigations are completed, and that appropriate corrective actions is taken,
- Ensuring that any concerns received regarding the GCEO, HC, etc., are immediately communicated to the Chair of the Board,
- Ensuring that the appropriate parties are engaged to complete the review/investigation of any concerns raised regarding the GCEO, HC, etc.

## 8. Reporting

### 8.1. Policy Monitoring

The completion of training related to the Whistleblower Policy are monitored by Human Capital.

### 8.2. Policy Reporting

The following methods are available to all staff:

- a. **Whistle-blowing Hotline - Website (Internet):**

If you have witnessed any wrongdoing that affects Imdaad (The Company) business and you are unable to take this problem to your line manager, you can contact the Whistleblowing secure 24/7 in complete confidence, via the internet website; Imdaadi <[Imdaadi@imdaad.ae](mailto:Imdaadi@imdaad.ae)>. This link gives you the option of choosing the appropriate language, relevant to your understanding.

All reported information is treated in the strictest confidence and sent for investigation to the appropriate team.

b. **Whistle-blowing Hotline - Intranet:**

The Home page of Imdaad Intranet provides a link to the internet website of the above mentioned link - Imdaadi <[Imdaadi@imdaad.ae](mailto:Imdaadi@imdaad.ae)>. Once opened, the instructions for reporting are the same as outlined in 'a' above.

c. **Email**

Send direct email to Imdaadi <[Imdaadi@imdaad.ae](mailto:Imdaadi@imdaad.ae)>. This will also be secure, and if wishing to remain anonymous. Do not send from your business email, it will be forwarded to the appropriate team for investigation.

d. **Letter**

Please write your information in a detailed letter and send it to:

Imdaad  
Internal Audit Department  
PO Box 18220,  
Dubai Festival Tower  
Dubai, UAE

e. **Direct Reporting**

All staff have the option of reporting directly to their respective business unit line manager, or approach the Internal Auditor at:

Internal Audit  
DFC – Al Futtaim Tower - Floor 22  
Dubai, UAE

**Protection/Confidentiality**

- a. This policy is written with the provisions for confidential and anonymous reporting, as it is important for staff to feel secure in this reporting environment.
- b. Any report of information received through the above mechanisms will be kept confidential, and any details pertaining to any possible matter of fraud or other wrongdoing, will only be conveyed to those people who require the knowledge in the proper performance of their office or function.
- c. It is worldwide understood that 'whistleblowers can be negatively portrayed as someone who is 'informing on their own', is a 'spy', or that they might be revealing information that has significant and serious repercussions of the accused. As such, they might be fearful for reporting information in the worry of being subject to repercussions and retaliation, such as intimidation, harassment, dismissal or even violence from their colleagues or superiors.

- d. Imdaad acknowledges this concern and will not tolerate retaliation of any kind relating to informing parties. They will also support staff who raise genuine concerns in good faith under this policy, even if the information is not established as a fraud or other wrongdoing. Staff must be assured that they will not be victimized or disadvantaged in reporting a breach and any person who considers they are being victimized or disadvantaged because of such reporting.
- e. If any reporting party believes they have become the subject of any retaliation, they are entitled to submit a formal retaliation complaint. This should be made within 6 months of the initial retaliation, or if multiple occasions, within 6 months of the last incident and will be investigated by the relevant Human Capital.

## **9. Investigation**

- a. Strict confidentiality and objectivity concerning the complainant and the information will be maintained at all stages of the investigation, as per the guidelines of the 'Investigations Procedures.
- b. Information reports will be individually categorized depending on the information received and the level of fraud or other wrongdoing identified. All reports will initially be investigated and the outcome of each recorded in an investigation report, a summary of such compiled in accordance with the Fraud Policy and procedures.
- c. Imdaad cannot guarantee the outcome of the investigation and stand by the right of final decision.

## **10. Review and Approval**

- a. The Whistleblower Policy is subject to review, as and when required.
- b. Management reviews and recommends the Policy to the Audit Committee for approval.

## **11. Effective Date**

Compliance with this Policy is to take effect immediately following approval by the Board of Directors.

## **12. Related Documents**

This Policy should be read in relation to the following documents:

- a. Amana Policy
- b. Fraud Policy
- c. Code of Ethics Policy
- d. Conflict of Interest Policy
- e. Code of Conduct Policy

## **13. Records and Monitoring:**

Imdaad Internal Audit shall retain all records relating to reports for a period of no less than **7 years**. Access to these records is strictly restricted to authorized management and staff.



## **14. Policy Approval**

The Policy is approved by the GCEO, upon recommendation by the Internal Audit, and will be included in Group Policies and Procedures. The Internal Audit is responsible for the Policy administration, and its review with approval by the Audit Committee.

## **15. Contact Information**

All queries in relation to this Policy should be directed to the Internal Audit and/or Human Capital.