



مجموعة الزبير للسيارات ش.م.م.
Zubair Automotive Group LLC

Zubair Automotive Group Ethical Code of Conduct

ZUBAIR CODE OF CONDUCT

Letter from The Chairman

Dear Zubair Automotive Colleagues,

For any business or as for any person, reputation is priceless asset. As valued employee of Zubair Automotive Group, we can take pride in the contributions we make to human welfare every day. We are driven by our Mission to be “a company of dedication, honesty, integrity, and service” and as a result, we’ve earned a strong reputation for ethical leadership and lawful conduct.

Our reputation rests on the confidence and trust that customers, shareholders, government, suppliers, the media and the public at large have that all Zubair Automotive Group employees and Directors conduct themselves and carry out their business affairs to the highest standards of integrity and professionalism without exception at all times. While reaching our business goals is critical to our success, how we achieve them is equally important. Every business decision and every action on behalf of Zubair Automotive Group must be assessed in light of whether it is right, legal and fair, with each consideration given equal importance and weight.

Zubair Automotive Group’s Code of Conduct explains this commitment to integrity and to compliance with the law and is a strong statement about how we must behave in a wide range of business settings. With clear policies and guidance for business practices, the Code is the cornerstone for our ethics and compliance program. Following this Code is therefore mandatory for all Zubair Automotive Group employees and representatives.

Employees and Directors of Zubair Automotive Group are required to attest annually that they understand the Code and have complied with its provisions; we therefore encourage you to read the Code carefully and be guided by it your day-to-day work. At the same time should you notice any violation of the Code, a reporting framework has been created that allows you to share your findings with our Ethics Committee, where your information will be reviewed confidentially and your own identity protected should you so wish.

If you have any questions about any aspect of the Code, please consult your immediate Manager, Human Resources Department or member of the Compliance Committee.

Thank you for your ongoing efforts on behalf of Zubair Automotive Group and for helping to preserve our reputation as a responsible corporate citizen and valued employee.

Hani M Al Zubair
Chairman

SECTION - A

ZUBAIR CODE OF CONDUCT

ZUBAIR CODE OF CONDUCT

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1. OPERATIONAL FRAME WORK OF CODE OF CONDUCT

1.1 NATIONAL INTEREST

The Zubair Automotive Group shall be committed in all its actions to benefit the economic development of the country and shall not engage in any activity that would adversely affect this objective. It shall not undertake any project or activity, which will be detrimental to the national interest or those that will have any adverse impact on the social and cultural life patterns of its citizens. A Zubair Group shall conduct its business affairs in accordance with the economic development and foreign policies, objectives and priorities of the nation and shall strive to make positive contribution to the achievement of such goals at the international, national and regional level as appropriate.

1.2. FINANCIAL REPORTING AND RECORDS

The Zubair Automotive Group companies shall prepare and maintain its accounts fairly and accurately in accordance with the accounting and financial reporting standards which represents the generally accepted guidelines, principles, standards, laws and regulations of the country. Internal accounting and audit procedures shall fairly and accurately reflect all of the Company's business transactions and disposition of assets. All required information should be accessible to Company auditors and other authorised parties and shareholders. There shall be no willful omission of any Company transactions from the books and records. Any willful material misrepresentation of and/or misinformation on the financial accounts and reports shall be regarded as a violation of the Code.

1.3 COMPETITION

The Zubair Automotive Group shall strive to market its products and services on its own merits and shall not make unfair and misleading statements about competitor's product and service. Any collection of competitive information shall be made only in the normal course of business and shall be obtained only through legally permitted sources and means.

1.4 EQUAL OPPORTUNITIES EMPLOYER

Subject to the Group's commitment to the national policy on Omanisation, the Zubair Automotive Group shall provide equal opportunities to all its employees and all qualified applicants for employment without regard to their race, caste, religion, color, ancestry, marital status, sex, age, nationality, disability and veteran status. Employees of Zubair Automotive Group shall be treated with dignity and in accordance with the Zubair policy to maintain a work environment free of sexual harassment, whether physical, verbal or psychological. Employee policies and practices shall be administered in a manner that would ensure that in all matters equal opportunity is provided to those eligible and the decisions are merit-based.

1.5 GIFTS AND DONATIONS

A Zubair Automotive Group representative or its employees may accept and offer nominal gifts, which are customarily given and are of commemorative nature for special events.

1.6. HEALTH, SAFETY AND ENVIRONMENT

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The Zubair Automotive Group shall strive to provide a safe and healthy working environment and comply, in the conduct of its business affairs, with all regulations regarding the preservation of the environment of the territory it operates in.

The Zubair Automotive Group shall be committed to prevent the wasteful use of natural resources and minimize any hazardous impact of the development, production, use and disposal of any of its products and services on the ecological environment.

1.7 QUALITY OF PRODUCTS AND SERVICES

The Zubair Automotive Group shall be committed to supply goods and services of the highest quality standards, backed by efficient after sales service consistent with the requirements of the customers to ensure their total satisfaction. The quality standards of the Company's services should at least meet the acceptable requisite standards and the Company should strive to achieve international standards.

1.8 CORPORATE CITIZENSHIP

The Zubair Automotive Group shall be committed to be a good corporate citizen not only in compliance with all relevant laws and regulations, but also by actively assisting in the improvement of the quality of life of the people in the communities in which it operates with the objective of making them self-reliant. Such social responsibility would comprise, to initiate and support community initiatives in the field of community health & family welfare, vocational training, education, sports and encourage application of modern scientific and managerial techniques and expertise. This will be reviewed periodically in consonance with national priorities. The Company would also not treat these activities as optional ones but would strive to incorporate them as an integral part of its business plan.

1.9 CO-OPERATION OF ZUBAIR COMPANIES

The Zubair Automotive Group shall co-operate with other sister companies by sharing physical, human and management resources as long as this does not adversely affect its business interests and shareholder value. In the procurement of products and services the Zubair Automotive Group shall give preference to another sister company as long as it can provide these on competitive terms relative to third parties.

1.10 PUBLIC REPRESENTATION OF THE COMPANY AND THE GROUP

The Zubair Automotive Group honors the information requirements of the public and its stakeholders. In all its public appearance with respect to disclosing company and business information to public constituencies such as the media, the financial community, employees and shareholders. The Zubair Automotive Group may authorize certain representatives who could be solely responsible to disclose information on the Company.

1.11 THIRD PARTY REPRESENTATION

Parties which have business dealings with the Zubair Automotive Group but are not members of the Group, such as consultants, agents, sales representatives, distributors, contractors, suppliers, etc. shall not be authorized to represent the Zubair Automotive Group if their business conduct and ethics are known to be inconsistent with the Code.

1.12 GROUP POLICIES

The Zubair Automotive Group shall recommend to its Board of Directors the adoption of policies and guidelines periodically formulated by the Zubair Corporation in relation to its respective businesses and as incorporated in the Policy Manual.

1.13 SHAREHOLDERS

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The Zubair Automotive Group shall be committed to enhance shareholder value and comply with all regulations and laws that govern shareholders rights.

The Board of Directors of the Zubair Automotive Group shall duly and fairly inform its shareholders about all relevant aspects of the Company's business and disclose such information in accordance with the respective regulations and agreements.

1.14 ETHICAL CONDUCT

Every employee of the Zubair Automotive Group, including senior management members, shall deal on behalf of the Company with professionalism, honesty, integrity as well as high moral and ethical standards. Such conduct shall be fair and transparent and be perceived to be as such by third parties. Every employee shall be responsible for the implementation of and compliance with the Code in his professional environment. Failure to adhere to the Code could attract the most severe consequences including possible termination of employment.

1.15 REGULATORY COMPLIANCE

Every employee of the Zubair Automotive Group shall in his/her business conduct, comply with all applicable laws and regulations in all the territories in which he/she operates. If the ethical and professional standards set out in the applicable laws and regulations are below that of the Code, then the Standards of the Code shall prevail. Any employee convicted by a Court of Law or arrested on any charge, shall, at once report the facts to the Management

1.16 CONCURRENT EMPLOYMENT

An employee of the Zubair Automotive Group shall not, without the prior approval of the management, accept employment or a position of responsibility (such as a consultant or a director) with any other company, nor provide "free-lance" services to anyone. In the case of a Divisional Head, such prior approval must be obtained from the Board of Directors of the Company.

1.17 CONFLICT OF INTEREST

An employee of the Zubair Automotive Group shall not engage in any business, relationship or activity, which might detrimentally conflict with the interest of his/her Company or the Group.

A conflict of interest, actual or potential, may arise where, directly or indirectly:

- (i) An employee engages in a business, relationship or activity with anyone who is party to a transaction with his Company.
- (ii) An employee is in a position to derive a personal benefit or a benefit to any of his relatives by making or influencing decisions relating to any transaction.
- (iii) In independent judgment of the Company or Group's best interest cannot be exercised.

The main areas of such actual or potential conflicts of interest would include the following:

- (i) An employee of the Zubair Automotive Company, conducting business on behalf of his/her Company or being in a position to influence a decision with regard to his Company's business with a supplier or customer of whom his relative is a principal officer or representative, resulting in a benefit to him or his relative.
- (ii) Award of benefits such as increase in salary or other remuneration, posting, promotion or recruitment of a relative of an employee of a Zubair Group where such an individual is in a position to influence the decision with regard to such benefits.
- (iii) Acceptance of gifts, donations, hospitality and/or entertainment beyond the customary level from existing or potential suppliers, customers or other third parties which have business dealings with the Company.

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Notwithstanding that such or other instances of conflict of interest exist due to any historical reason, adequate and full disclosure by the interested employees should be made to the Company's management.

It is also incumbent upon every employee to make a full disclosure of any interest which the employee or the employee's immediate family, which would include parents, spouse and children, may have in a company or firm which is a supplier, customer, distributor of or has other business dealings with his Company.

Every employee who is required to make a disclosure as mentioned above shall do so, in writing, to his immediate superior who shall forward the information along with his comments to the person designated for this purpose by the concerned MD who in turn will place it before the Board of Directors and upon a decision being taken in the matter, the employee concerned will be required to take necessary action as advised to resolve/avoid the conflict.

If an employee fails to make a disclosure as required herein and the management of its own accord becomes aware of an instance of conflict of interest that ought to have been disclosed by the employee, the management would take a serious view of the matter and consider suitable disciplinary action against the employee.

1.18 SECURITIES TRANSACTIONS AND CONFIDENTIAL INFORMATION

An employee of the Zubair Automotive Group and/or his/her immediate family shall not derive any benefit or assist others to derive any benefit from the access to and possession of information about the Company or the Group, which is not in the public domain and thus constitutes insider information.

An employee of the Zubair Automotive Group shall not use or proliferate information which is not available to the public and which therefore constitutes insider information for making or giving advice on investment decisions on the securities of the respective Zubair Group on which such insider information has been obtained.

Such insider information might include but is not limited to the following:

- Acquisition and divestiture of businesses or business units.
- Financial information such as profits, earnings and dividends.
- Announcement of new product introductions or developments.
- Asset revaluations.
- Investment decisions/plans.
- Restructuring plans.
- Major supply and delivery agreements.
- Raising finances.

1.19 PROTECTING COMPANY ASSETS

The assets of the Zubair Automotive Group should not be misused, but instead employed solely for the purpose of conducting the business for which they are duly authorised. These include tangible assets such as equipment and machinery, systems, facilities, materials, resources as well as intangible assets such as proprietary information, relationships with customers and suppliers etc.

1.20 INTEGRITY OF DATA FURNISHED

Every employee of the Zubair Automotive Group shall ensure, at all times, the integrity of data or information furnished by him to the Company.

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1.21 REPORTING CONCERNS

Every employee of the Zubair Automotive Group shall promptly report to the management any actual or possible violation of the Code or an event he becomes aware of that could affect the business or reputation of his or any other Zubair company.

1.22 DRESS AND APPEARANCE

All employees should be suitably attired while they are on company job. This will vary from job to job and should bear in mind that they should be suitably attired for the position which they occupy within the Company and present themselves at least to an acceptable standard in terms of neatness and tidiness. All Employees are considered representatives of the Company when they are in their work place, meetings or travelling outside on Company business.

For Employees working in designated areas; e.g. Workshop / Maintenance; specified clothing and personal protective equipment should be worn as specified.

All office employees are required to come decently attired so as to give a good impression to all customers and visitors. The dress code for office employees is as follows:

- Omani male Employees: National dress - White / off white Dishdasha and Cap (Musar, if possible)
- Omani female Employees: Appropriate attire giving local costumes due consideration and respect
- Expatriate male employees: Formal attire & (necktie, if possible)
- Expatriate female employees: appropriate attire giving local costumes due consideration and respect.

2. ADOPTION AND COMPLIANCE

2.1 THE SPIRIT OF THE CODE

2.1.1 The Code: Importance and Significance

The Zubair Automotive Code of Conduct enunciates the values, which have governed and shall govern the conduct and activities of the Group of companies and its employees.

The formalisation of a code of conduct is a testament to the value we attach to this asset and our determination to aid in every way and expect our employees to understand where their duties lie in any situation. The adoption of a Code of Conduct therefore reasserts our commitment to shared values and principles and our determination to work together to increase our impact as a Group.

Embodied in the Code are such values as clarity of communication, transparency, respect for others, and an ethical approach to the way we conduct our business, all of which go towards building team spirit, and integrity in our engagement with our stakeholders.

2.1.2 Role of the Company Leadership

- To make compliance a vital part of business activities.
- To establish and maintain the Company's conduct of business in accordance with the Code.
- Supervise compliance of the Code.
- Create a culture, which promotes compliance, encourages employees to share their concerns, provides for counseling and prohibits retribution.

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- To set up a formal, retribution-free mechanism for addressing employee concerns and take prompt remedial action where required.
- To actively assist employees in all aspect related to understanding and complying with the Code.
- To widely communicate all aspects of the Code and its management to all employees.

2.1.3 Role of All Employees

- Ensure personal and organisational compliance with the Code.
- Seek assistance from managers and other company resources with regard to application of the Code.
- To promptly report:
 - Any concerns about possible violations of the Code
 - Any concerns about likely possible violations of the Code
 - Any concerns about a possible request to violate the Code.
- Ensure that no retribution is taken against anyone for reporting or supplying information about a concern.

3. THE COMPLIANCE PROCESS AND STRUCTURE

1.1 PROCESS

1.1.1 Objective

- To ensure compliance of the Code by providing a mechanism for retribution and free reporting of possible violations.
- Prompt resolutions of possible violations, providing a resource for obtaining help with questions regarding the code.

3.1.2 Benefits

- Employee involvement in the Compliance process.
- Early detection of possible violations.
- Safety through anonymity.
- Objectivity in dealing with possible violations.

3.1.3 Important Principles

- Clear up-front communications.
- Prompt action and closure.
- No boundaries.
- Open non-defensive conduct.
- No retaliation, harassment.
- Appropriate counselling.

3.1.4 Key ingredients

- Proactive leadership commitment.
- Clear definition of employee's responsibilities.
- Continuous communication and training.
- Committed resources.

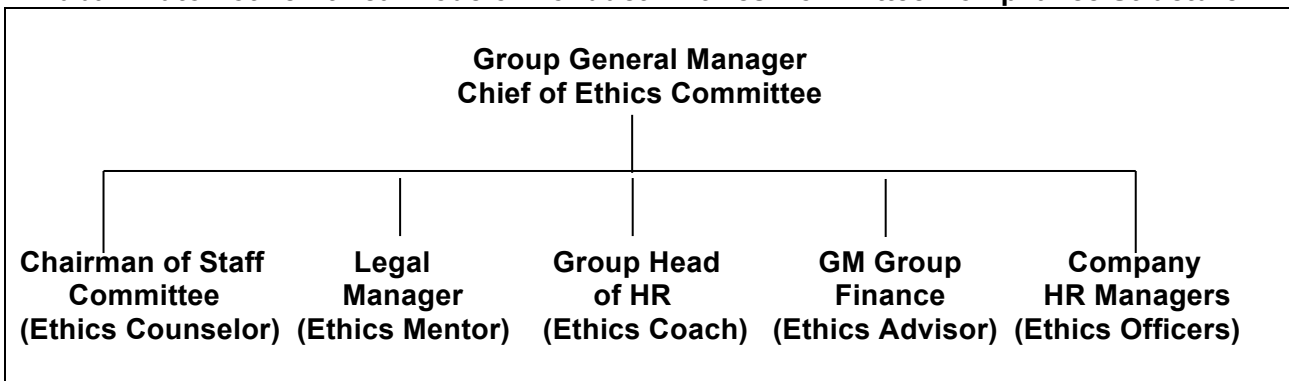
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3.2 STRUCTURE

3.2.1 Zubair Automotive Group Ethics Committee.

- Provide guidance to all companies.
- Formulate/modify policies, guidelines and procedures.
- Monitor compliance within companies.
- Address unresolved possible violations.
- Address inter-company concerns.
- Be a last recourse for an employee.

Zubair Automotive Ethical Code of Conduct – Ethics Committee/Compliance Structure



3.2.2 The Challenges

- Requests for confidentiality.
- Protecting reporting employees and witnesses from reprisal.
- Retaliation allegations.
- Local language and cultural barriers.
- Appeals for employment related decisions.
- Appeals for employee grievance process determinations.
- Dealing with third party complaints.
- Leadership style vs. improper conduct concerns.
- Abuses vs. misuses of the system.

4. ROLE RESPONSIBILITIES OF ETHICS Chief / Officers.

4.1 Role of Chief of the Automotive Ethics Committee

- Responsible for the overall compliance of the Zubair Code of Conduct with the assistance of Divisional Heads, General Managers, Line Managers/Assistant Managers, Supervisors.
- Selects the Chief Ethics Counsellor, Ethics Coach/Advisor.

4.2 Role of the Ethics Counsellor, Mentor, Coach, Advisor, Officer(s)

4.2.1 Responsibilities

- Receive reports of possible violations.
- Provide help on questions related to the Code.
- Refer possible violations to appropriate resources.
- Provide anonymity.
- Facilitate objective investigation process.

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- Ensure closure and feedback to reporting person.
 - Promote business compliance process improvement and build trust.
 - Interface with Central Ethics Committee.
 - Promote reporting process without fear of retribution. Ensure timely submission of relevant declarations.
- **Divisional Head/General Managers Declaration (see Annexure I)**
(to be completed annually)
 - **GMs Certificate of Compliance with Statutory Requirements (see Annexure 1a)**
(to be completed quarterly)
 - **Supervisor/Assistant Manager/Manager's Declaration (see Annexure II)**
(to be completed annually)

5. CONFLICT OF INTEREST STATEMENT

5.1 Key Operating Elements

- Independent, alternate resource.
- Respect confidentiality.
- Access to top management and expert resources.
- Fair, objective, impartial listener.

5.2 Characteristics

- High personal integrity.
- Approachable, respected, widely known.
- Accessible.
- Fair, objective, discreet, sensitivity, listening skills, inspires trust.
- Good business perspective, access to key resources.
- Knowledge of the Code and related policies.
- Problem resolution and facilitation skills.
- Independent and self-confident.
- Organisational skills; details oriented.
- Local language proficiency.

- **Conflict of interest Declaration (see Annexure III)**

5.3 Accessibility

- The Ethics Counsellor/Mentor/Coach/Advisor must be widely accessible to all employees.
- For larger multi-location Companies Ethics Officers to be appointed.
- Accessibility should ensure that confidentiality is maintained.
- Details regarding accessibility must be widely published throughout the company through posters, notice boards, newsletters, and individual letters to employees, the company manual.

- **Sample Poster (see Annexure IV)**

5.4 Accessibility should be provided via:

- Dedicated telephone line with voice mail.
(See Annexure V for automated email Message).
- Answering machine for a typical voice mail message.

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(See Annexure V for automated Voice Mail Message).

- Anonymous email submission for via company website.

6. MANAGING A CONCERN

6.1 Categorisation of Concerns

All concerns of possible violations need to be categorized based on the nature of the concern. Categorisation helps in taking further action as well as in analysis and reporting.

6.1.1 Type 1: Concerns related to Company violating the Code

Example: The local Government has banned to imports of an item into the country. However, the company is routing imports via certain channels of banned product. Possible violation: National interest being compromised.

6.1.2 Type 2: Concerns related to employees violating the Code

Example: A particular manager keeps rewarding employees who belong to his community. Possible violation: Equal Opportunities Employer clause herein violated by an individual

6.1.3 Type 3: Concerns related to violations by another Zubair Company

Example: Zubair Group (A) supplies equipment to another sister Company (B). The Sales Manager of Company (A) offers a bribe to the Purchase Manager of Company (B). Possible violation: Ethical conduct

6.1.4 Type 4: Requests for help/questions regarding the Code Interpretations

Request for guidelines, training materials.

Questions regarding the compliance process.

Advice on how to proceed in a given situation in order to prevent potential conflict with the code.

6.2 Process Steps

Receiving the Concern.

Initial contact: Guidelines to be followed

- **Logging any concern in the given format (see Annexure VI)**

6.2.1 Classification and routing

Type 1: Policy concern note – Ethics Committee & possible Concerned Department/Divisional Head.

Type 2: Investigation request concerned department/division.

Type 3: Investigation request – Ethics Mentor.

Type 4: Provide assistance / refer to expert authority.

6.2.2 Corrective Action

- Clarify, educate, and train.
- Correct systems, processes.
- Disciplinary actions.
- Provide feedback to reporting employee.

- **Sample feedback letter (see Annexure VII)**

6.2.3 Closure

- File investigation and closure report see
- **(Annexure VIII, Investigation & Closure Report format)**

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- Description of concern.
- Investigation approach findings.
- Root causes analysis.
- Potential corrective actions and/or resulting disciplinary action.
- Close out with reporting employee if possible.

6.3 CONCERN – GUIDELINES

6.3.1 The Initial Contact

- Reports may be oral (in person), written (email) or verbal (voice mail).
- Reports may be anonymous.
- Automated responses to acknowledge receipt should be provided.
- Focus on concerns regarding the employee's area of activity. Consider/refer other issues.
- Identify expert resources and encourage use of the Ethics Counsellor mechanism.

6.3.2 Establishing Rapport with the Reporting Employee if possible (Face to Face)

Do's:

- Encourage feedback.
- Advise to right of anonymity.
- Refer question to appropriate authorities (you may not have the answers).
- Advise if you are taking notes.
- Clearly document the concern.
- Be patient.
- Be sensitive to individual's apprehensions.
- Give individual a case number reference.
- Establish individual's concurrence to be contacted in future.
- Acknowledge receipt of written concerns.

Do Not:

- Tape face to face conversations.
- Use smart phones.
- Lead the individual to any conclusion.
- Promise a particular result/outcome.
- Pass judgment.
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7. WHISTLEBLOWER & REPORTING POLICY

7.1 Objective

The Zubair Automotive Groups Ethical Code of Conduct requires all employees of all Group Companies to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of the organisation, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations. Therefore the Company will not tolerate any conduct that is in violation of such laws and regulations. Provision has been made within this policy to detail violation handling and protection of individuals reporting such violations.

As an extension of the Ethical Code of Conduct, this Whistleblower policy establishes the standards and procedures to be followed to ensure clear reporting structure for any such act of violation of code of ethics and conduct, Laws and regulations.

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7.2 Reporting Responsibility

Every employee has a responsibility to promptly report any suspected misconduct, illegal activities or fraud, including any questionable accounting, internal accounting controls and auditing matters in line with the Ethical Code of Conduct and Whistleblower Policy.

Any employee who reports such acts of misconduct, illegal activities or fraud, including any questionable accounting, internal accounting controls and auditing matters and any act that is in violation of the code of ethics and conduct, laws and regulations governing the Company's operations shall be referred to as the Whistleblower.

7.3 Handling of Reported Violations

The Ethics Committee is responsible for investigating and resolving all reported complaints and allegations concerning violations of the code of Ethical Code of Conduct, laws and regulations and accounting malpractice allegations. Any Whistleblower will be notified by an automated email reply or telephone message to acknowledge receipt of the reported violation or suspected violation immediately post submission. For any face to face meetings where violations are reported, an acknowledgement letters (Annexure VII) will be sent within 3 days of the complaint reaching the Ethics Committee.

The Ethics Committee consisting of the Ethics Committee Chief, Ethics Counsellor, Ethics Mentor and Ethics Coach will convene within seven days upon receipt of any reported violation to review the raised concerns. Each concern will be documented, reviewed and processed in accordance with article 6.2 in the Ethical Code of Conduct. The Ethics Advisor and Ethics Officers will be called by the Ethics Committee Chief as and when required to join this process.

The Ethics Committee commits to ensure all reports are promptly investigated and appropriate corrective action will be taken as warranted by the subsequent investigation.

7.4 Accounting and Auditing Matters

The Ethics Committee shall work and continuously review until any identified or alleged allegation is concluded, the matter is resolved in full and subsequent measures are taken within the organisation to mitigate any possible future violations.

The responsibilities of Central Ethics Committee with respect to specific complaints shall include:

1. Receive, retain, investigate and act on complaints and concerns of employees regarding questionable operational practices including any accounting, internal accounting controls or auditing matters, including those regarding the circumvention or attempted circumvention of internal policies or wider accounting controls that would otherwise constitute a violation of the Company's policies and overall Ethical Code of Conduct.
2. At the discretion of the Chief of the Ethics Committee and in conjunction with the Ethics Counsellor, Mentor, Coach and/or Advisor/Officer(s), responsibilities of the Ethics Committee created by these procedures may be delegated to specific Ethic Committee Members or to an appropriate specific subcommittee.

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3. Every allegation forwarded to the Ethics Committee, whether openly, confidentially or anonymously, shall be reviewed by the Committee, who may in their discretion, consult with any member of management or employee whom they believe would have appropriate expertise or information to assist the Committee in its review. The Ethics Committee shall determine whether the Committee or management should investigate the specific allegation(s), taking into account the considerations set forth in item (c) below.
 - a. If the Central Ethics Committee determines that management should investigate the allegation, the Committee will notify the concerned General Manager in writing of that conclusion. Management shall thereafter promptly investigate the allegation and shall report the results of its investigation, in writing, back to the Ethics Committee. The Management shall be free in its discretion to engage outside auditors, counsel or other experts, in accordance with the Manual of Authority & Procedures and Chief of Ethics Committee advice, to assist in the investigation and in the analysis of results.
 - b. If the Ethics Committee determines that it should investigate the allegation, it shall promptly determine what professional assistance, if any, it needs in order to conduct the investigation. The Ethics Committee shall be free in its discretion to engage outside auditors, counsel or other experts to assist in the investigation as required.
 - c. In determining whether management or the Ethics Committee should investigate an allegation, the Ethics Committee shall consider, among many other factors that are appropriate under the circumstances, the following:
 - i. Who is the alleged wrongdoer? If an executive officer, senior financial officer or other high management official is alleged to have engaged in wrongdoing, that factor alone may militate in favour of the Ethics Committee conducting the investigation.
 - ii. How serious is the alleged wrongdoing? The more serious the alleged wrongdoing, the more appropriate that the Ethics Committee should undertake the investigation. If the alleged wrongdoing would constitute a crime involving the integrity of the business or possible financial statements of the company, that factor alone may militate in favour of the Ethics Committee conducting the investigation.
 - iii. How credible is the allegation of wrongdoing? The more credible the allegation, the more appropriate that the Ethics Committee should undertake the investigation. In assessing credibility, the Ethics Committee should consider all facts surrounding the allegation, including but not limited to whether similar allegations have been made in the press or by prior analysis.

7.5 Protection of Whistleblowers

Anyone filing a complaint concerning a violation or suspected violation of the Ethical Code of Conduct must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of same code. However any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

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No employee who in good faith reports a violation of the Code shall suffer harassment, retaliation or adverse employment consequence.

An employee who retaliates against someone who has reported a violation in good faith is subject to discipline, possibly up to and including termination of employment.

This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within the organisation prior to seeking resolution outside the organization consistent with the policies of the Company, the Ethics Committee shall not retaliate, and 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 provides assistance to Ethics Committee, their appointed nominees, management or any other person or group, including any governmental, regulatory or law enforcement body, investigating an allegation.

The Ethics Committee shall not reveal the identity of any person who makes a good faith allegation and who prefers that his or her identity remain confidential and shall not make any effort, or tolerate any effort made by any other person or group, to ascertain the identity of any person who makes a good faith allegation anonymously.

7.6 Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant, either by email, anonymous email from the company website or verbally by the voice mail process. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

7.7 Records

The Ethics Committee shall retain for a period of ten years any records relating to any allegation and to the investigation of any such allegation.

8. DEPLOYMENT OF THE CODE

8.1 Key Action steps

- Establish Ethics Committee.
- Appointment.
- Accessibility.
- Establish reporting system (email/voice mail)
- Establish recording and documentation process.
- Draw up and deploy the communication plan for all staff (letter/email/HRMS).
- Document/record understanding for all supervisory levels and above in line with Code.
- Promote leaders and role models at all levels.
- Establish / modify and company policy/procedures in line with the provisions of the Code.
- Policy making bodies and key functions.

9. COMMUNICATION CASCADE

The company must ensure that all staff at Supervisory level and above are adequately informed on all aspect related to the Code.

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The Code and the concern reporting mechanism must be given wide publicity. Any potential violations addressed and action taken must be periodically announced to all employees through notice boards, newsletters and other communication media.

The Code must be made an integral part of all induction programs and other training programs, as appropriate.

The Ethics Officers/HR Managers must work out an ongoing and comprehensive communication and training plan for smooth implementation of the Code and to further promote ethical conduct within the entire organisation.

ANNEXURES

ZUBAIR CODE OF CONDUCT

ANNEXURE I

(Declaration by Divisional Head/General Managers)

Annually, at the beginning of the financial year i.e. in January, the Divisional Heads/GMs will be required to submit to the GGM. The Corporate Assurance Group, a "Compliance" statement as under:

I have read the Zubair Code of Conduct and have taken actions in the (Company/ Division) for its adoption and compliance. These include but are not necessarily limited to:

1. The management has taken steps to make all of its employees aware, of the Employee Code and obtained their commitment of the Code to ensure their adherence.
2. The Company has appointed (name and designation to be provided) who is entrusted with the administration of Corporate Ethics i.e. adoption of and compliance to the Code.
3. The Management has set in place systems and opportunities for voicing of genuinely held concerns about behavior, conduct or actions that are perceived to be in contravention of the Code.
4. The Company has put in place systems and processes for any remedial actions and for disciplinary actions arising out of any Code contravention.
5. Each Manager has been provided with the Code and I have ensured that everyone has read it / obtained a written acknowledgement from him/her towards adoption of and compliance to the Code.
6. The management will make all efforts to promote and compliance of Code of Conduct within its division.

In addition to the Code of Conduct the Company has in place, Company policies, practices and procedures to govern the day-to-day operations.

Name: _____

Signature: _____

Date: _____

ZUBAIR CODE OF CONDUCT

ANNEXURE 1a

CERTIFICATE OF COMPLIANCE WITH STATUTORY REQUIREMENTS

(For the quarter ending <Month, Year>)

In my capacity as the General Manager of (“the Business.”), I am in overall charge and responsible for the conduct of the affairs of the Business Operations.

I hereby certify that, based on the information and explanations available from the various companies/entities/departments in the Business, and to the best of my knowledge, the companies/entities/departments in the Business for the quarter ended on September, 2014.

1. Hold valid licenses, registrations and other permissions for its activities, agencies, assets (e.g. vehicles), employees and other applicable matters, and these are renewed, valid and subsisting
2. Have duly complied with all the relevant provisions and requirements of the various Acts and the Rules, Regulations, Guidelines, Orders etc. framed/issued in so far as they are applicable to the operations of the Company and that no act has been done or omitted to be done or transactions effected which can be regarded as being in violation of the above Acts and the Rules, Regulations, Guidelines etc.
3. Maintain proper registers, records, documents, books and other information and all proper returns, forms, statements and other requirements, have been filed and particulars furnished to all the relevant authorities

This Certificate is given by the undersigned with the full knowledge that full reliance is placed by the Senior Management and Shareholders of the Company on its faith and strength.

Signed: _____

Name: _____

ZUBAIR CODE OF CONDUCT

Date: _____

ANNEXURE II

(Managers Declaration - English & Arabic Text)

(Every Supervisory/Assistant Manager/Manager within the organisation is expected to sign a letter to confirm of having read the Code of Conduct and to promote and abide by its ethos and standards.)

To: GM/Divisional Head/Chief Ethics Officer

I hereby acknowledge the receipt of the Zubair Automotive Code of Conduct

I have read and understood the Zubair Automotive Code of Conduct and agree to abide by all its provisions both in letter and in spirit.

Thank you.

Name: _____

Signature: _____

Date: _____

ZUBAIR CODE OF CONDUCT

ANNEXURE III

CONFLICT OF INTEREST DECLARATION

As per **clause 1.17 under EMPLOYEE'S CONDUCT** adequate and full disclosure by the interested employee should be made to the Company's Ethics Committee. The declaration shall be routed as under:

INTERESTED EMPLOYEE → ETHICS COMMITTEE (VERBAL/EMAIL/TELEPHONE) → GM → AND/OR BOARD OF DIRECTOR'S → ADVICE TO EMPLOYEE ON HOW TO RESOLVE/AVOID CONFLICT IF STAFF MEMBER KNOWN AND APPLICABLE

ZUBAIR CODE OF CONDUCT

ANNEXURE IV

(Sample Poster - English & Arabic Text)

SHOULD YOU HAVE A CONCERN REGARDING THE ZUBAIR AUTOMOTIVE GROUP ETHICAL CODE OF CONDUCT

Please take one of the following actions immediately:

Email the Ethics Committee on: ethics@zubairautomotive.com

'Our reputation rests on the confidence and trust that customers, shareholders, government, suppliers, the media and the public at large have that all Zubair Automotive Group employees and Directors conduct themselves and carry out their business affairs to the highest standards of integrity and professionalism without exception at all times.'

Leave a message on our Ethical Code Hotline: **+968 24500911**

Hani Zubair
Chairman

Contact your Line Manager, General Manager or a member of the Ethics Committee.

ANNEXURE V

ZUBAIR CODE OF CONDUCT

(Sample Voice Mail & Automated Email Messages)

Automated Email Response (English & Arabic Text)

Dear Sender

Thank you for contacting the Zubair Automotive Group Ethics Committee.

Please be assured that the information you have supplied will be reviewed by our team, following which appropriate action will be taken in line with our company policies and wider legal framework. Your feedback is invaluable to us for which we would like to also ensure you of anonymity at the present time should you so wish.

Equally, should you wish to discuss this matter in greater detail, please feel free to contact a member of the Ethics Committee as published, were any future dialogue will be handled in the strictest confidence.

Many thanks

On behalf of the Chief of Zubair Automotive Ethics Committee

Automated Voice Mail Message (English & Arabic Language)

This is the Zubair Automotive Group Ethics Committee automated Hotline. When prompted at the tone, kindly leave your message and any information you may wish to pass on. This will be reviewed by the Ethics Committee and appropriate action taken. We appreciate your feedback and in order to protect your anonymity, it is not mandatory to leave your name at this time should you not wish to do so. Thank you for contacting us.

ZUBAIR CODE OF CONDUCT

Annexure VI Format for Logging a Concern Concern Record Form

Case No:		Date:	
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Method of Receipt:

Written:		Email:		Verbal:		In-Person:	
Date:		Time:		Location (if appl):			

Employee Details:

Name:		Designation:	
Company:		Department/Branch:	
Phone No.		eMail Address:	

Details of Concerns Identified:

--

Received By:

Name:		Designation:	
Company:		Department/Branch:	

ZUBAIR CODE OF CONDUCT

ANNEXURE VII

(Sample Feedback Letter - English & Arabic Text)

Dear _____

I have received and read your concern dated in which you reported regarding potential practices or issues in contravention to the Zubair Automotive Ethical Code of Conduct. This information has been/will be reviewed by the Ethics Committee and appropriate actions will be taken thereafter.

At this time please be assured that the Ethics Committee and Senior Management will review all potential ethical and compliance issues identified in the strictest confidence and will take whatever actions deemed necessary to correct any situation in the most appropriate and timely manner possible.

Please feel free to contact me in the future regarding any further information you may have with regard to this specific case or with any other concerns you may have regarding compliance or adherence to the Ethical Code of Conduct.

May I take this opportunity to thank you for reporting this potential issue and as you will already be aware, the reputation of our organisation is based upon the conscientiousness and integrity of our team in both following our Ethical Code of Conduct and identifying potential issues and violations.

Your support and commitment are both necessary and very much appreciated.

Yours sincerely

Chief of Ethics Committee

ZUBAIR CODE OF CONDUCT

Zubair Code of Conduct

Annexure X

Monthly Report Summary

Date for period Ending (Month, Year):	
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Date Received:	Case No:	Complaint Type/Nature:	Violation Confirmed (Yes/No)	Anonymous (Yes/No)	Closed (Yes/No)	Open > 3 Months (Yes/No)

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ZUBAIR CODE OF CONDUCT

Zubair Code of Conduct

Annexure IX

Monthly Report Details

Specific Code Clause:	Case 1		Case 2		Case 3		Case 4		Case 5	
	Case Received	Violation Confirmed	Case Received	Violation Confirmed	Case Received	Violation Confirmed	Case Received	Violation Confirmed	Case Received	Violation Confirmed
National Interest										
Financial Reporting & Records										
Competition										
Equal Opportunities Employer										
Gifts & Donations										
Health, Safety & Environment										
Quality of Products & Services										
Corporate Citizenship										
Co-Operation of Zubair Companies										
Public Representaiton										
Third Party Representation										
Group Policies										
Shareholders										
Bribary & Corruption										
Ethical Conduct										
Regulatory Compliance										
Concurrent Employment										
Conflict of Interest										
Securities Transactions										
Confidential Information										
Protecting Companies Assets										
Integrity of Data										
Reporting										