



ADNOC DISTRIBUTION SUPPLIER & PARTNER

CODE OF ETHICS

Version 1



@adnocdistribution

ADNOC Distribution



CHAIRMAN FOREWORD

Acting with integrity is central to how we conduct the business of ADNOC Distribution.

That means not only adhering to the highest standards of ethical conduct ourselves, but only partnering with Suppliers and Partners who can commit to similar standards of integrity in conducting their business.

As such, I am pleased to launch a new ADNOC Distribution Supplier & Partner Code of Ethics, setting out the basic standards of ethical behavior that we expect from those who seek to do business with ADNOC Distribution.

It also sets out our commitment to supporting the building of long-term success based on strong ethical foundations.

Please ensure you abide by our Supplier & Partner Code of Ethics as a fundamental part of committing to do business with any part of ADNOC Distribution.

H. E. Dr. Sultan Ahmed Al Jaber
Chairman ADNOC Distribution Board

1 | INTRODUCTION

The Code applies to all Suppliers and Partners that undertake any work with, or for ADNOC Distribution when they are working with, for or representing us.

The Code sets out the minimum standard of ethical business practice we expect from any Supplier or Partner to any part of ADNOC Distribution.

It sets out the basic rules and standards that are necessary to conduct ADNOC Distribution business in an ethical and compliant manner and in accordance with ADNOC Distribution's values.

Our Suppliers and Partners should comply with all applicable laws and regulations, and behave ethically. Suppliers and Partners that violate applicable laws are unacceptable to us. The Code is not a summary of all the laws, standards and policies that apply to ADNOC Distribution or to a Supplier's business.

The Code does not dilute a Supplier's legal obligations, and it does not override the terms of any agreement we have contractually agreed. If there is any conflict between the terms of an agreement we have with a Supplier or Partner and this Code, that agreement will prevail.

The Code applies to all Suppliers and Partners that undertake any work for, or represent, ADNOC Distribution when they are working for or representing us. When we say in the ADNOC Distribution's Code of Conduct that we expect all our Suppliers and Partners to align themselves with its principles, we mean that we expect them to comply with this Supplier Code. If a Supplier or Partner uses sub-contractors to undertake the business of ADNOC Distribution, that Supplier or Partner is responsible for ensuring that those sub-contractors also comply with this Code.

We will update the Code from time to time. Suppliers and Partners should always refer to www.adnocdistribution.ae to ensure they are complying with the latest version of the Code. We expect our Suppliers and Partners to ensure that any of its personnel who work on ADNOC Distribution business are familiar with, and comply, with the standards set out in this Code.

2 | WORKING TOGETHER

We expect our Suppliers and Partners to keep their commitments to us and to those who work for them.

RESPECT

ADNOC Distribution strives to provide a working environment that respects diversity and looks after its people. We expect our Suppliers and Partners to do the same. Our Suppliers and Partners should foster an environment that is inclusive of all, and treats individuals respectfully, fairly and with dignity.

We expect our Suppliers and Partners to be honest with us and with their people, and to communicate in ways that are effective. We expect our Suppliers and Partners to keep their commitments to us and to those who work for them.

Harassment, intimidation, abuse, violence and any other disrespectful or offensive behavior to individuals is unacceptable to ADNOC Distribution. Retaliation is also unacceptable.

How we dress at work is one way we demonstrate our respect for each other within ADNOC Distribution. When attending the premises of ADNOC Distribution, we ask our Suppliers and Partners to adhere to widely accepted standards of professionally appropriate dress, with sensitivity to cultural considerations.

FAIR LABOR PRACTICES

ADNOC Distribution supports the protection of labor rights. Suppliers and Partners should not deploy any kind of forced labor. Suppliers and Partners must not use, employ, or seek to exploit in anyway the services of child, under-aged, slave or trafficked labor. Except to the extent permitted by law, Suppliers and Partners should not retain employees' identification, work or travel documents, or deposits as a condition of employment.

We expect our Suppliers and Partners to comply with all applicable labor laws and related laws and regulations - in particular those relating to working and living conditions, wages, working hours and the payment of overtime.

Suppliers and Partners must comply with the terms of the contract that is agreed with the people working for them, and the law. Everyone working for our Suppliers and Partners must be paid no less than the prescribed minimum wage in a timely manner, and given holidays, leave and medical cover in accordance with applicable laws.

If a Supplier or Partner uses sub-contractors or agencies, it is the Supplier's or Partner's responsibility to ensure that they comply with this Code including when it comes to fair labor practices.

HEALTH, SAFETY & THE ENVIRONMENT

ADNOC Distribution is committed to protecting the health and safety of people, and protecting the environment. Suppliers and Partners must share the same commitment and deliver it effectively in respect of its own operations.

There are specific policies, procedures and codes of practice in place throughout ADNOC Distribution that are designed to help us all achieve these aims when doing the business of ADNOC Distribution. Suppliers and Partners should make sure that they and their personnel are aware of the policies, procedures and codes that apply to them and the work they do, and act in compliance with them.

Suppliers and Partners should protect their personnel from over-exposure to chemical, biological and physical hazards in the workplace and in any company-provided living quarters.

Emergency planning should be undertaken and response procedures implemented.

We expect our Suppliers and Partners to operate in an environmentally responsible manner, and comply with all applicable environmental laws and regulations. All required environmental permits and licenses must be obtained and their operational and reporting requirements followed. Sustainability is important to ADNOC Distribution, and our Suppliers and Partners should minimize any waste of energy water or other resources.

3 | BUSINESS INTEGRITY

ADNOC Distribution has a zero tolerance approach to bribery, corruption, theft, money-laundering and fraud.

ANTI-BRIBERY & CORRUPTION

ADNOC Distribution has a zero tolerance approach to bribery, corruption, theft, money-laundering and fraud. Our Suppliers and Partners must share the same approach.

Suppliers and Partners must not offer, solicit, give or accept any form of bribe or kickback or participate in other illegal inducements in business or government relationships. They should not make payments to expedite activities that a government employee is required to perform unless it is an official express service offered by the relevant government entity. Compliance with all applicable anti-bribery, corruption and money-laundering laws at all times is required. We expect our Suppliers and Partners to take steps to ensure that their personnel and any sub-contractors, agents or representatives engaged to act in relation to any ADNOC Distribution business also meet these expectations.

Everyone within ADNOC Distribution is expected to report any suspicious activity regarding possible bribery and corruption immediately. Unless prohibited from doing so, our Suppliers and Partners should inform us immediately in the event they become aware of any suspicious activity in connection with ADNOC Distribution business.

GIFTS AND ENTERTAINMENT

A gift or form of entertainment is anything of value that is provided to or received from a third party in the context of a business interaction. It might be a gift, an offer of hospitality, or something else.

Offering or receiving of inappropriate gifts and entertainment - particularly with inappropriate intentions - is unacceptable to ADNOC Distribution and will be considered a breach of this Code.

We ask our Suppliers and Partners to share ADNOC Distribution's commitment to avoid not only actual impropriety, but even the appearance of impropriety, in the offering, giving or receiving of gifts and entertainment. In particular, Suppliers and Partners should never seek to influence the decisions of ADNOC Distribution personnel using gifts and entertainment.

ADNOC Distribution personnel are prohibited from accepting any gift or donation that is disproportionately lavish, inconsistent with ethical, cultural and professional norms, or unconnected with any legitimate business purpose. Suppliers and Partners should avoid offering ADNOC Distribution personnel travel, frequent meals or expensive gifts. Suppliers and Partners that are engaged in a bid or tender process should not send or offer gifts and entertainment to ADNOC Distribution personnel that may be involved in the tendering or decision-making process. Gifts of cash or cash equivalents to ADNOC Distribution personnel are not permitted.

CONFLICT OF INTERESTS

ADNOC Distribution personnel are expected to act in the best interests of ADNOC Distribution. That means that where our people have a relationship (financial or otherwise) with any Supplier or Partner that could conflict or appear to conflict with that person's obligations to ADNOC Distribution, it must be declared to ADNOC Distribution immediately. We expect our Suppliers and Partners to support our people in ensuring that full transparency is maintained at all times.

Suppliers and Partners should not employ an individual if during the course of that employment they will remain an employee of ADNOC Distribution. They should not make payments to ADNOC Distribution personnel that have not been clearly disclosed in full to ADNOC Distribution before any award of work is made. Friendships and family relationships outside of the course of business are normal and acceptable. However, we expect our Suppliers and Partners to take care that any personal relationship is not used to influence any ADNOC Distribution personnel's business judgment.

If a Supplier or Partner has any other relationship with any ADNOC Distribution personnel that might represent a conflict of interests, our Suppliers and Partners should disclose this fact to ADNOC Distribution.

If Supplier or Partner personnel have a personal relationship (including a family relationship) with anyone in ADNOC Distribution who could affect (or be seen to affect) any element of ADNOC Distribution business dealings with that Supplier or Partner; or if a Supplier or Partner has any other relationship with any ADNOC Distribution personnel that might represent a conflict of interests, our Suppliers and Partners should disclose this fact to ADNOC Distribution or ensure that the relevant ADNOC Distribution personnel does so.

We expect our Suppliers and Partners to have appropriate protections in place to ensure that Supplier or Partner personnel are not themselves impacted by a conflict of interests when undertaking the work of ADNOC Distribution.

TRANSPARENCY

Our Suppliers and Partners should maintain accurate books and records that demonstrate compliance with applicable laws and regulations. Suppliers and Partners should be alert to any irregular payments, suspicious transactions, or suspected money laundering and have facilities to enable internal reporting within a reasonable timeframe.

Suppliers and Partners should notify ADNOC Distribution, if permitted by applicable law, of any investigation, audit, assessment, litigation or unusual request that relates to ADNOC Distribution or concerns the work the Supplier or Partner is performing for or with ADNOC Distribution.

FAIR BUSINESS PRACTICES

Our Suppliers and Partners should conduct their business consistent with fair and vigorous competition and in compliance with all applicable anti-trust laws. In performing ADNOC Distribution business, you should ensure you are in compliance with local and international trade laws including laws relating to import, export and customs procedures and restrictions on dealings with certain countries, entities and individuals.

Suppliers and Partners should use only fair business practices, including transparent and honest participation in any sourcing process, and accurate and truthful advertising.

SUPPLY CHAIN

Suppliers and Partners must carefully select and monitor the third parties they use to perform work for ADNOC Distribution or to supply materials.

Suppliers and Partners should conduct contextually appropriate due diligence and background checks. Third parties, contractors, agents, or subcontractors should be selected based on merit and competitiveness.

We reiterate that Suppliers and Partners are responsible for ensuring their third party contractors comply with this Code when they are utilized in the service of ADNOC Distribution business.

4 | SAFEGUARDING THE COMPANY

Suppliers and Partners are expected to take steps to ensure that neither they nor their personnel make any improper use of confidential information.

PROTECTING OUR ASSETS

ADNOC Distribution has an overarching duty of care towards the resources and assets it holds or has been entrusted to manage. We expect our Suppliers and Partners to share our responsibility to take care with these assets, managing them effectively, using good judgment with how they are utilized, and taking care to avoid damage, loss or wastage.

PROTECTING OUR INFORMATION AND INTELLECTUAL PROPERTY

Our information and intellectual property are precious to ADNOC Distribution. Where we share information or intellectual property with our Suppliers and Partners, we expect them to protect and manage it with the utmost care, and in line with applicable legal and contractual protections. Our intellectual property should only be used strictly in accordance with the permissions we provide.

Misusing confidential information of ADNOC Distribution is unacceptable. Suppliers and Partners are expected to take steps to ensure that neither they nor their personnel make any improper use of confidential information. Market misconduct, such as insider trading, in connection with information received in relation to undertaking the business of ADNOC Distribution is prohibited.

5 | COMMUNICATION IS KEY

ADNOC Distribution is committed to acting with integrity in everything it does. Working with ADNOC Distribution means that you support this commitment.

ADNOC Distribution asks its Suppliers and Partners to provide reasonable cooperation to its Compliance personnel in the resolution of any concern. This might include making relevant documents, information, and employees available when requested if appropriate, and means maintaining the confidentiality of any information related to such a request. ADNOC Distribution strictly prohibits retaliation of any kind against anyone who reports a business ethics concern in good faith and requires the same of its Suppliers and Partners.

For questions or concerns regarding the Code, contact ADNOC Distribution procurement at ProcurementDivision@adnocdistribution.ae

If you have a concern related to business ethics, you can contact ADNOC Distribution Compliance at ethicsandcompliance@adnocdistribution.ae about business ethics and integrity related issues.

ADNOC Distribution have made a whistleblowing platform called 'Takallam' available that is independently hosted by a third party and that provides the option of anonymity if required. Reports can be made either online or by telephone in a number of languages. Details can be found at www.takallam.ae.

GLOSSARY:

ADNOC means Abu Dhabi National Oil Company.

ADNOC Group means ADNOC together with each company in which ADNOC, directly or indirectly, controls fifty percent (50%) or more of the share capital.

ADNOC Distribution means Abu Dhabi National Oil Company for Distribution PJSC.

Code means this ADNOC Distribution Supplier & Partner Code of Ethics, as may be amended from time to time.

Supplier and/or Partner means anyone who does or seeks to do business of any kind with any part of ADNOC Distribution.



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