

Approved
By Board of Directors
Meeting No. : 6/2016
Date : 29/06/2015
Wafra International Inv. Co.



Wafra International Investment Co.

WAFRA INTERNATIONAL INVESTMENTCOMPANYK.S.C.C

**POLICIES AND PROCEDURES ON
WHISTLEBLOWERS**

Final Draft

1. Introduction

All directors, officers and employees of Wafra International Investment Company (“Wafra” / the “Company”) are encouraged to raise genuine concerns about possible improprieties in matters of financial reporting and other malpractices at the earliest opportunity, and in an appropriate way.

This policy is designed to:

1. Ensure employees can raise concerns without fear of suffering retribution; and
2. Provide a transparent and confidential process for dealing with concerns.

This policy not only covers whistleblowing relating to possible improprieties in matters of financial reporting, but also:

1. Fraud;
2. Corruption, bribery or blackmail;
3. Criminal offences;
4. Failure to comply with a legal or regulatory obligation;
5. Miscarriage of justice;
6. Endangering the health and safety of an individual; and
7. Concealment of any of the above.

2. Definitions

A whistle-blower is defined as a person who, in good faith, submits evidence or maybe considered to be evidence, confidential or anonymous allegation of misconduct or potential wrongdoing

Whistle-blowers are not those who raise issues or concerns through the normal business or management channels in an open, non-confidential manner.

3. Principles

1. All concerns raised by a whistle-blower will be treated fairly and properly.
2. It is imperative that all allegations are backed with evidence that could justify them.
3. The Company will not tolerate the harassment or victimization of anyone raising a genuine concern.
4. Any individual making a disclosure will retain their anonymity unless they agree otherwise.
5. Individuals raising their concerns will be made aware of who is handling the matter.
6. Individuals raising their concerns will not be at risk of suffering some form of retribution as a result of raising a concern even if they are mistaken.

4. Persons Covered

The Whistle-blower Policy provides protections to all directors, officers, managers and employees who report, in good faith, suspected violations by other directors or staff members.

5. Whistle-blowing Procedures

Directors, officers and employees must report any suspected breach of the Code of Conduct and Ethics (the Code), or of any Company’s Policies. No adverse action will be taken against any employee for making a complaint or disclosing information in good faith, and any officer or employee who retaliates in any way against an employee who in good faith reports any violation or suspected violation of the Code will be subject to disciplinary action, including termination.

Wafra will not tolerate the harassment or victimization of anyone raising a genuine concern. Any individual making a disclosure will retain their anonymity unless they agree otherwise. Wafra will ensure that no one will

be at risk of suffering some form of retribution as a result of raising a concern, even if they were mistaken. However, this assurance is not extended to someone who maliciously raises a matter they know is untrue.

If any director, officer or employee believes reasonably, and in good faith, that malpractice exists in the work place, then he or she should report this immediately to their own line manager. However, if for any reason they are reluctant to do so, then they should report their concerns to either the:

- i. Board Chairman (2296 9550);
- ii. Chairperson of the Audit Committee (2296 9551);
- iii. Head of Human Resources (2296 9556).

Individuals who have raised concerns internally, will be informed of who is handling the matter, how they can make contact with them and if there is any further assistance required. Wafra will give as much feedback as possible without any infringement on a duty of confidence owed to someone else.

Identities will not be disclosed without prior consent. Where concerns are unable to be resolved without revealing the identity of the whistleblower, (e.g. if their evidence is required in court), Wafra will enter into a dialogue with the concerned individual as to whether and, how to proceed.

6. Review of Related Party Transaction Policy

The Board of Directors shall review its Policy on Whistle-blowing periodically and shall make amendments, it determines, necessary.