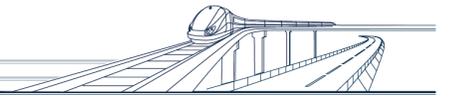


# Third Party Code of Conduct Minimum Standard

Document Number: NICC-PRD-SC-00001 (00)

Revision: 00



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## 1. Purpose

- a) This Code sets out the minimum standards of behavior that NICC requires from its Supplier. NICC requires its Supplier to comply with these standards and ensure all its employees, agents and its sub-contractors do the same.
- b) NICC may ask Suppliers to review its business practices and standards in order to be comfortable that they reflect the requirements of this Code. NICC may also require them to provide appropriate and reasonable access to information that will enable it to gain such comfort.

## 2. Scope

- a) This Code applies to our Suppliers and any third party, external individual, entity, or organization engaged with NICC in a business capacity. Our Suppliers are people and companies who supply goods and/or services to NICC or to another person or company on NICC's behalf.
- b) Suppliers are required to comply with this Code, and NICC Employee Code of Conduct (if applicable), where their work is connected to that of NICC, its shareholders and subsidiaries.

## 3. Definitions and Abbreviations

The following definitions are used within this document:

SN	Term/Abbreviation	Description
1	<b>Bribery</b>	A form of corruption wherein an individual gives or offers to give, receives or solicits anything of value to secure an improper advantage by influencing an official act or business decision. Bribes can be payments of money, gifts, entertainment, hospitality, privileges and favors.
2	<b>Code</b>	This NICC Third Party Code of Conduct.
3	<b>Company/ NICC</b>	NICC Infrastructure Construction Company LLC
4	<b>Entertainment</b>	Includes, but is not limited to, attendance at plays, concerts, and sports events.
5	<b>Gift</b>	Anything of value, other than Entertainment and Hospitality, including, but not limited to, courtesy gifts, payments (in the form of cash, checks,

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		vouchers, gift cards, bank transfers, rebates, or discounts not available to the general public), jewelry, food or beverage (outside of Entertainment and Hospitality), flowers, travel and/or employment.
<b>6</b>	<b>Fraud</b>	Any act or omission done with the intent designed to mislead others, performed by one or more persons in order to appropriate, benefit or secure an unfair or unlawful gain. These acts can be Bribery, Corruption, misappropriation of assets, forgery, falsification of documents, deception, embezzlement and computer fraud, intentional violation of NICC's policies and procedures, and any other illegal, unethical, or inappropriate act which falls within the spirit of this definition.
<b>7</b>	<b>Hospitality</b>	Includes, but is not limited to, refreshments, meals, and accommodation.
<b>8</b>	<b>Public Official</b>	<p>Includes any of the following:</p> <ul style="list-style-type: none"> <li>▪ elected or appointed officials, employees or persons acting for or on behalf of any government entity, public international organization, public agency or public enterprise, including persons who hold a legislative, administrative, military, or judicial position of any kind in a country or territory (or subdivision of a country or territory) and employees of state-owned or controlled enterprises or public international organizations;</li> <li>▪ members of royal families; and</li> <li>▪ honorary government officials.</li> </ul> <p>It also includes persons who do not fall within the above categories, but who perform work connected to public service in accordance with instructions from an appropriately authorized Public Official.</p>
<b>9</b>	<b>Suppliers</b>	Suppliers refer to any third party, external individual, entity, or organization engaged with NICC in a business capacity. This includes suppliers, vendors, partners, contractors, subcontractors, consultants, stakeholders, agents, and any other external parties involved in providing goods, services, partnership or support to NICC or acting on its behalf.

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#### 4. Code Statement

- a) NICC is fully committed to conducting our business in accordance with the highest ethical standards. NICC has issued this Code to provide guidance for Suppliers to uphold these standards.
- b) NICC expects Suppliers to familiarize themselves with and to act at all times in compliance with all local and international laws, rules and regulations and all NICC internal policies notified to them – including this Code – that are applicable to them.
- c) This Code is not meant to be exhaustive. It provides guidance for carrying out business with or on behalf of NICC and observing the highest standards of ethical conduct. Because it is not possible to cover every situation that may arise, Suppliers are responsible for exercising good judgment – guided by the provisions of this Code – and raising questions when in doubt.
- d) NICC may update and amend this Code from time to time.

#### 5. Compliance and Integrity

**Suppliers must comply with all applicable laws and regulations and act with integrity and to the highest ethical standards at all times.**

- a) Suppliers must ensure that they comply with all applicable local and international laws and regulations in the countries in which they operate or conduct business.
- b) Suppliers must comply with the highest ethical and operational standards so as not to harm the reputation or prospects of NICC. It is critical to our business that our supply chains are transparent and operate to the highest standards.
- c) Suppliers must effectively manage any sub-contractors and ensure they fully comply with this Code.

#### 6. Anti-Bribery, Anti-Trust, Corruption and Fraud

**Suppliers must not engage in any corrupt or fraudulent practices and must at all times act with professionalism and integrity in all their business dealings and relationships for or on behalf of NICC.**

- a) NICC has zero tolerance for any form of bribery, corruption, or fraud.
- b) Suppliers must comply with all applicable Bribery and corruption laws, regulations and standards, and behave ethically in all business dealings for and on behalf of NICC.
- c) In particular, Suppliers should not:
  - offer, promise or give a bribe or other improper payment or advantage to anyone. Suppliers must also not ask for or receive a bribe;

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- participate in price fixing, bid rigging, or market division or allocation schemes, nor exchange current, recent, or projected pricing information or other sensitive or non-public information with competitors;
  - make a facilitation payment (being payments to any government entity or Public Official to expedite or secure the performance of routine government actions), except where making such a payment is required to avoid risk to life or personal injury; or
  - make any payments to Public Officials and Suppliers should disclose to NICC any close connections they have with the same.
- d) Suppliers must have and maintain comprehensive policies to manage bribery, corruption, and fraud-related risks in their business effectively.
- e) Suppliers must only submit requests or demands for payment that truthfully and accurately reflect the value of the goods or services provided. Supplier shall not make any claim that is not properly supported by appropriate documentation, or with a reckless disregard or deliberate ignorance for whether the claim is based on true or false information.

## 7. Gifts, Hospitality and Entertainment

**Suppliers must not give or receive any gift, hospitality, or entertainment in connection with NICC business which is intended to obtain an improper advantage.**

- a) NICC understands that modest, reasonable, and appropriate gifts, hospitality, and entertainment are often a legitimate part of doing business. However, before offering or accepting any gifts, hospitality, or entertainment, Suppliers should make sure that they are lawful, appropriate, and will not influence the business relationship or any associated decision-making.
- b) In particular, Suppliers should not offer, seek or receive, in connection with NICC business, any:
- gifts, hospitality or entertainment to any Public Officials;
  - gifts that are cash or cash equivalents (such as a voucher or gift card); or
  - gifts, hospitality, or entertainment during an open bidding process involving anyone concerned in that process.

## 8. Money Laundering and Terrorist Financing

**Suppliers must act with integrity and accountability and in compliance with relevant anti-money laundering and counter-terrorist financing laws.**

- a) NICC has zero tolerance for any form of money laundering or terrorist financing.

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- b) Suppliers must not engage in and/or facilitate money laundering and terrorist financing in any way whatsoever. NICC expects Suppliers to deal only with reputable counterparties (including sub-contractors) and to have robust processes in place to prevent and detect any illegal payments or illegitimate business activities or transactions.

## 9. Conflicts of Interest

**Suppliers must avoid, to the extent possible, activities that could create an actual conflict of interest, or give the appearance of a conflict of interest.**

- a) A conflict of interest is a situation in which a person has a professional or personal interest competing with his or her responsibilities towards NICC. Such competing interest may make it difficult for a person to fulfil his or her duties impartially.
- b) NICC expects Suppliers to avoid any activity that creates any actual, potential or perceived conflict of interest between the Suppliers and NICC, or otherwise in relation to the business relationship between them. Suppliers must inform NICC of any such conflict, for example, if there is a personal connection between individuals in the Suppliers organization and NICC.

## 10. Integrity and Work Ethics

**Suppliers must conduct themselves in an ethical and professional manner.**

- a) When undertaking business for NICC, Suppliers behavior can reflect directly on NICC's image, culture and reputation. Suppliers must therefore behave appropriately and with a high level of professionalism at all times.

**Suppliers must not tolerate any intimidating behavior or harassment by or against their employees. Employees must behave respectfully and appropriately at all times.**

- b) Suppliers must treat all employees fairly, with dignity, and with respect. And must not condone any form of unfair treatment, bullying or harassment.
- c) Suppliers must adopt policies, such as an employee code of conduct that provides guidelines on the acceptable behavior of employees.

**Suppliers must comply with all applicable laws and regulations regarding environment, health and safety and must work in a way that assures their own safety and the safety of others.**

- d) Suppliers must provide a healthy and safe working environment for all of its employees. This involves complying with all relevant laws and standards, adopting appropriate health and safety management

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and reporting systems, undertaking continual reviews, and taking appropriate action to manage any identified risks.

- e) Suppliers must comply with the applicable laws, rules and regulations with regard to data privacy and information security and may only use information obtained through their relationship with NICC to the extent strictly necessary for the performance of the work.

## 11. Reporting

- a) NICC is committed to conducting its business in accordance with the highest ethical standards. If Suppliers have any concerns over any known or suspected violations of this Code, or the conduct of any of its sub-contractors or NICC employees, they should refer these to NICC as soon as possible by emailing: [speakout@nicc.ae](mailto:speakout@nicc.ae)
- b) NICC will investigate any concerns raised. If desired these reports can be made anonymously. If NICC believes that Suppliers are not complying with the standards set out in this Code, it will seek to discuss the issue with the Suppliers in the first instance. If any remedial actions are required, NICC will expect the Suppliers to implement them promptly and effectively.
- c) Suppliers must never take any retaliatory action against anyone who reports any concerns to NICC in good faith.

## 12. Non-Compliance

NICC takes any violation of this Code seriously and may consider any non-compliance to be a material breach of contract. NICC reserves the right to end its business relationship with the Suppliers, or to exclude them from any tendering process, in circumstances where:

- a) such non-compliance has or may have a material adverse impact on its business or reputation;
- b) Suppliers have repeatedly breached this Code and have failed to take appropriate steps to ensure compliance with the Code; or
- c) Suppliers have undertaken illegal activity or have failed to comply with applicable laws and regulations.

## 13. Code Review and Revisions

- a) NICC may update this Code from time to time. NICC will provide the Suppliers with updated versions of the Code.
- b) It is the responsibility of Suppliers to ensure that they read, understand, and comply with the most up to date version of this Code.

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- c) Code should include a revision history log called “Revision List” to be updated as and when any revisions are made.
- d) HSEQ Department to review the Code and its amendments from the quality and excellence aspects as a part of the Company's quality management systems and assure the compliance with quality requirements and standards.

#### 14. References

The above Code should be read in conjunction with relevant policies and procedures.