

Business Partner “Code of conduct”

ELSEWEDY ELECTRIC is committed to prevent the violation of Laws and regulations with special focus on fighting corruption, money Laundering, anti-trust and unfair competition and any unethical behavior. We are looking forward to establish a close business relation with the companies that can agree and embrace our Compliance values and culture. With this regard, we would like to ask our agents, suppliers, consultants, joint venture partners and main contractors (Collectively “**Business Partners**”) along with their employees, suppliers and third parties (including government officials and others) linked to them to conform to the requirements of this document during the term of their agreement with **ELSEWEDY ELECTRIC**.

This Code of Conduct defines the basic requirements placed on Elsewedy electric’ business partners concerning their responsibilities towards their stakeholders and the environment. Elsewedy reserves the right to reasonably change the requirements of this Code of Conduct due to changes of the Elsewedy Compliance Program. In such event Elsewedy expects the business partners to accept such reasonable changes.

I. Laws and regulations:

ELSEWEDY ELECTRIC expects their business partners to comply with all applicable Laws and regulations, including the applicable laws in export controls, capital markets (if listed) and trade/economic sanctions. This documents sets the minimum standards of behaviors that is followed, and does not override any applicable laws and regulations.

In case of any conflicts between this document and the applicable Laws and regulations the latter shall prevail, in case of any conflict between any local customs and practices and this document the latter shall prevail.

II. Business conduct:

A. Ethical conduct:

Business partners are required to act with honesty and integrity when conducting the business with **ELSEWEDY ELECTRIC**, adhere to the highest ethical standards and to comply with all applicable laws, regulations, and rules, including but not limited to the rules of the stock exchange on which the Company’s common stock may be listed; and the laws of the foreign countries in which we conduct business.

B. Anti- Corruption:

ELSEWEDY ELECTRIC and its subsidiaries and affiliates globally are committed to conducting business with honesty, integrity, trustworthiness, and accountability. Our reputation is based on the trust which our shareholders, business partners, employees, customers and the general public have in the integrity of our organization, we adhere to these goals in our Code of Conduct for Business Ethics and Compliance (“Code of Conduct”) which contains a strict prohibition against Corruption and Bribes.

Correspondingly, we are committed to complying fully with local and international anti-corruption and anti-bribery laws as part of our efforts to maintain strong and effective compliance controls. This includes strict prohibition against the offer, acceptance, payment or authorization of any Bribes and any other form of Corruption whether it was given in the private sector or given to a local or foreign Government Official in the public sector. With this regard, we demand

transparency and integrity in all of our business dealings to avoid any improper advantage or the appearance of questionable conduct by our employees or business partners.

The following shall apply to the Parties; their affiliates, their officers and employees and Representatives, all to the extent they perform work on the Project (“Project Persons”), In connection to the before mentioned, the following definitions apply;

“**Prohibited Payments**” shall mean:

“**Anything of Value**”: must be interpreted broadly to include anything (can be monetary or non-monetary) that provides a benefit. It may include favors, contract awards, loans and loan guarantees, or the payment of expenses or debts.

“**Bribes**”: A form of corruption that includes payments, offers or promises to pay, or authorizations to pay or provide anything of value, made by or on behalf of **ELSEWEDY ELECTRIC**, directly or indirectly, to obtain an improper personal or business advantage.

ELSEWEDY ELECTRIC has zero tolerance for bribes, there is no minimum amount or threshold exception for bribes and it is irrelevant how this payment is called.

“**Corruption**” shall mean: Any activity that involves the abuse of position or power for an improper personal or business advantage, the term covers both corruption in the public or private sectors and active (paying) or passive (receiving) corruption.

“**Government Official**” shall mean: Anyone working in an official capacity for or on behalf of government-owned or controlled entities or agencies, political parties, party officials, and political candidates, or for a public international organization with government members (for example, World Bank...etc). This may include consultants who hold government positions, employees of companies owned or controlled by governments, political party officials and others, or employees retained by government agencies.

“**Facilitation Payment**” shall mean: typically includes Anything of Value provided to a Government Official to expedite or secure the performance of a routine and legitimate governmental action. Please note that Routine governmental action includes only those actions that a Government Official must routinely perform and are not discretionary.

“**Business Courtesies**” shall mean: Any offering or receiving of gifts, entertainment, transportation, travel, and promotional items (for example, items bearing the organization’s logo or brand)

With regards to our commitment to fight any acts of corruption or bribery the following actions are prohibited:

- 1) Giving or authorizing any **facilitation payments** whether directly or indirectly. Exceptions **only** apply if there are no alternatives but to make payments in order to protect against loss of life, limb or liberty or such payments are permitted under local laws;
- 2) **Political contributions** and **contributions to political parties** shall not be made on behalf of **ELSEWEDY ELECTRIC**, it is only to be decided by its board of management.
- 3) Any offer, gift, payment, promise to pay, or authorization of the payment of any money or anything of value, including **charitable contributions** -which may never be used as a condition for or to influence any official action or decision, to a Government Official or to a third party

for or on behalf of a Government Official, if one knows or has reasonable grounds to believe that all or a portion of the money or thing of value is paid, offered, promised, given or authorized for the purpose of:

- (i) Improperly influencing any act or decision of the Government Official in his official capacity;
 - (ii) Including the Government Official to do or omit to do any act in violation of his lawful duty;
 - (iii) Securing an improper advantage including a Government Official to use their influence to affect or influence any act or decision of such government or instrumentality, in order to assist in obtaining business, retaining business or directing business.
- 4) Any offer, gift, payment, promise to pay, or authorization of the payment of any money or anything of value that would result in the bribery of or violation of law or duty by any non-government person or organization.
- 5) Any expenditures for hospitality to or entertainment of the parties is forbidden, regardless of the amount. Care must be taken in the receipt or provision of all **Business Courtesies** to manage any potential **conflict of interests** or the appearance of impropriety. At a minimum, this requires that parties neither provide nor receive Business Courtesies that:
- (i) violate the company's policies, the or any local laws or regulation;
 - (ii) Are excessive or without business purpose; or
 - (iii) Are intended to gain an improper business advantage no matter how small it may seem.

C. Anti-Money Laundering and terrorism financing

ELSEWEDY ELECTRIC committed to the international fight against money laundering and terrorism financing. As part of this effort, we encourage our Business Partners to promote for their responsibility into fighting money laundering and terrorism financing as well as following all applicable Laws and regulations and international standards governing this topic. **ELSEWEDY ELECTRIC** complies with the applicable Anti-Money Laundering/Counter-Terrorism Financing (AML/CTF) Laws and regulations while setting a thorough Compliance program as follows:

- (i) Evaluating the AML/CTF related risks, establishing and maintaining an AML Compliance Program;
- (ii) Implementing appropriate processes to screening third parties;
- (iii) Monitoring and reporting suspicious activities whenever required;
- (iv) Ensuring effective communication and training;
- (v) Retaining records as required; and
- (vi) Ensuring effective AML/CTF
- (vii) Compliance with AML/CTF regulations requires constant screening of counterparties to identify terrorists and other persons' subject to financial/economic sanctions.

D. Conflict of Interest

Business partner shall avoid any situation that involve or may involve a conflict between their personal interests and the interests of **ELSEWEDY ELECTRIC**. A conflict of interest must be identified at the earliest opportunity and handled appropriately. Business partner shall be responsible to report any COI cases that may occur.

E. Fair Competition and anti-trust

ELSEWEDY ELECTRIC Promotes for free and fair competition to the benefit of our Business, therefore, we expect our Business Partners to comply with the applicable Anti-trust and fair competition Laws at all times. Any violations will not be tolerated, failure to comply with the applicable antitrust and fair competition Laws might expose the organization to severe reputational risks, fines imposed by antitrust authorities, claims for damages and even criminal sanctions. Vital contracts can be held invalid or unenforceable. Accordingly, the Parties shall not:

- (i) Talk to competitors about prices, output, capacities, sales, bids, profits, profit margins, costs, methods of distribution or any other parameter that determines or influences the contracting party's competitive behavior with the aim to solicit parallel behavior from the competitor;
- (ii) Enter into an agreement with a competitor not to compete, to restrict dealings with supplies, to submit bogus offers for bidding or to divide up customers, markets, territories or production programs;
- (iii) Engage in joint purchasing activities which may lead to a violation of antitrust or competition law;
- (iv) Obtain competitive intelligence by using industrial espionage, bribery, theft, or electronic eavesdropping, or communicate knowingly false information about a competitor or its products or services.

F. Intellectual Property

Intellectual property rights are to be respected; transfer of technology and know-how is to be done in a manner that protects intellectual property rights; and, customer information is to be safeguarded.

G. Labor and Human Rights

The Parties are committed to comply with applicable laws as well as international standards on labor conditions including prohibition of child labour and forced labour as stated below.

(i) Non-discrimination and diversity promotion

Business partners shall treat their employees in a fair and equal manner, no discrimination shall be made in the hiring or promotion process whether based on gender, age, religion, marital status, sexual orientation, political opinion, or national or ethnic origin, or other similar characteristic that does not relate to the individual's qualifications or the inherent requirements for the job.

Suppliers are encouraged to actively promote and develop diversity, in particular gender diversity and equitable access to responsibilities and management positions.

(ii) Child or Forced Labor

Business partner are expected to not use child or forced labor under any circumstances or contract with subcontractors or suppliers using such labor.

(iii) Respect and Dignity

The supplier shall treat their employees with dignity and respect, and shall ensure that they have a harassment free working environment. The supplier shall not tolerate any type of harassment of their employees, whether direct or indirect, physical or verbal.

(iv) Working conditions

Suppliers should implement employee relations practices. Working hours, wages, benefits must be consistent with local laws and industry standards.

H. Health and Safety

We expect our business partners to provide their employees with a safe and healthy working environment in compliance with all applicable laws and regulations, and shall ensure that all of their employees are provided with appropriate health and safety information, training and equipment.

I. Environment

Business partner shall make all reasonable efforts to protect the environment, and to keep the impact of its activities and products on the environment as low as possible. In particular, shall minimize environmental pollution and make continuous improvements in environmental protection; adhere to all applicable environmental laws and regulations as well as, obtaining, maintaining and complying with all environmental permits, licenses and registrations necessary for its operations.

J. Representation and Subcontracting

In connection to the selection of representatives and subcontractors, we expect that our business partner shall follow the following:

- (i) A thorough selection and approval criteria when selecting representatives/subcontractors;
- (ii) Particular care should also be taken in selecting patterns and retaining marketing and other consultants. This process will include appropriate due diligence and obtaining appropriate assurance that no improper payments will be made by or on behalf of such partners or consultants, including anti-corruption compliance terms in the Parties subcontracts or agreements.
- (iii) Business partner must accurately and properly account for all payments to such partners and consultants in the applicable Project and company books and records.
- (iv) Business partner shall be held liable for the actions of his representatives and subcontractors that it contracts with.

K. Whistle-Blowing

ELSEWEDY ELECTRIC is committed into setting a thorough compliance culture, you are encouraged to report any violation, misconduct, illegal act, unethical behavior or actions that violates the company's Business code of conducts, values and procedures. We kindly ask you to immediately contact the reporting desk below.

Your whistleblowing will stay completely confidential subject to your request, however, the whistle-blower must commit to seek credibility and objectivity avoiding while reporting any rumors, personal differences and allegations which are not based on facts.

Whistleblowing Email: compliance-int@elsewedy.com

Acknowledgment of Compliance

I _____ with my capacity as _____ hereby acknowledge that I have read and representing _____ fully understood “**ELSEWEDY ELECTRIC** Business Partner code of conduct”. Further, in connection with this transaction I shall comply to all applicable Laws and international conventions Including but not limited to:

- All applicable anti-corruption and anti-bribery laws and regulations;
- U.S. Foreign Corrupt Practices Act (the “FCPA”) and the UK bribery Act;
- All applicable international conventions against corruption;
- All applicable Labor Laws, regulations and international conventions related to Child Labor, forced labor, human rights and equality of remuneration.

Furthermore, I acknowledge that none of my employees (i.e. directors, officers, employees...etc) shall take any action which would be contrary thereto, and I agree to conduct my activities in accordance with **ELSEWEDY ELECTRIC** Business partner code of conduct and understand that breaching any of its terms shall be deemed a breach to our agreement/contract and may result into termination or other legal remedy available to **ELSEWEDY ELECTRIC**.