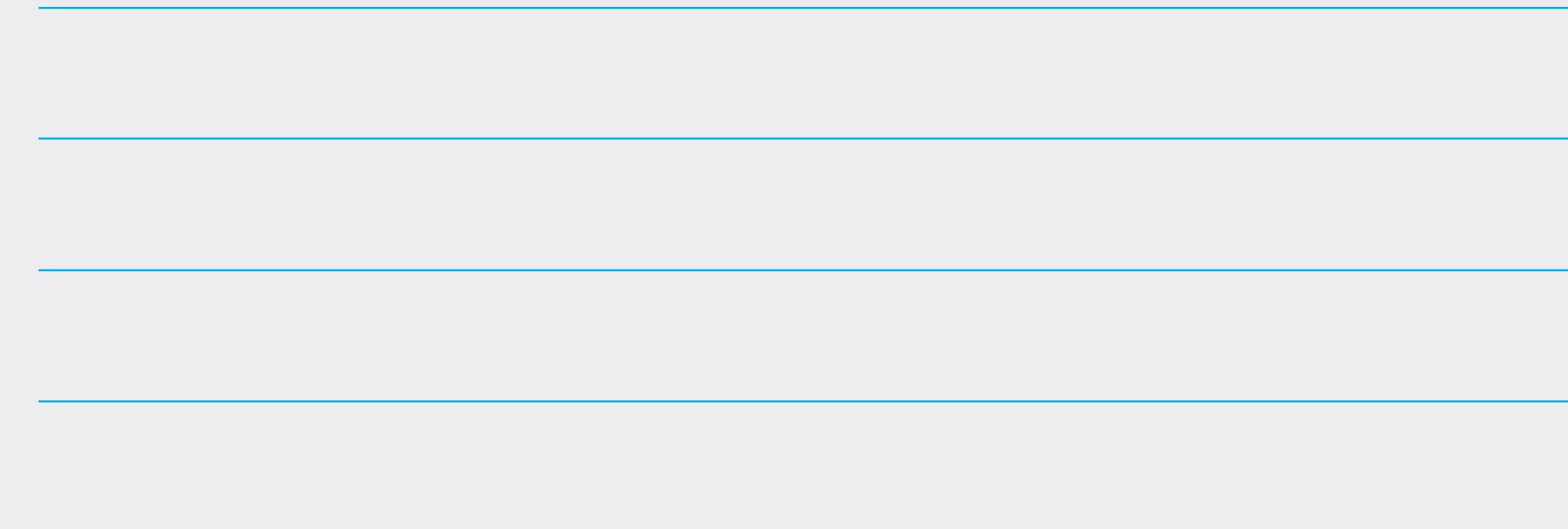


AD Ports Group's Code Of Conduct & Business Ethics

A Comprehensive Summary
Ver. 2 - 2025



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MESSAGE FROM OUR MANAGING DIRECTOR AND AD PORTS GROUP CEO

I am pleased to present this updated version of the **AD Ports Group's Code of Conduct and Business Ethics**, which serves as the foundation of our strong and enduring culture of integrity, ethics and compliance. This document is a protective shield, ensuring that integrity remains the cornerstone of our success.

We are all custodians of the Group's reputation, entrusted with safeguarding the interests of our shareholders and stakeholders alike. As such, we are bound to conduct our business ethically and responsibly, guided at all times by professionalism and accountability.

Your dedication and hard work have enabled the Group to grow into a premier global enabler of trade, industrialisation, and economic diversification. This remarkable trajectory of growth has strengthened our presence along global trade routes and built lasting partnerships with international stakeholders.

The continued success and prosperity of **AD Ports Group** depend on your collective understanding of, and adherence to this code.

Together, we remain committed to upholding the highest standards of conduct, ensuring that our actions reflect the trust placed in us by our shareholders, partners, and communities we serve.

Mohamed Juma Al Shamisi
Managing Director and
AD Ports Group CEO



INTRODUCTION

The updated **AD Ports Group Code of Conduct and Business Ethics (CCBE)** serves as the foundation of the Group's ethical and compliance culture, emphasising integrity as a key to success. Relevant Persons are entrusted with upholding the Group's reputation, safeguarding stakeholders' interests, and conducting business responsibly and professionally.

The Code fosters accountability, mutual respect, transparency, and excellence, aligning daily actions with the Group's commitment to high governance standards and adherence to laws and regulations. It underscores the importance of ethical conduct in driving a positive work environment and achieving collective goals, while respecting the trust of leadership and stakeholders.

The Code supplements existing policies, procedures, legal and regulatory requirements.

The dedication and adherence to the Code is vital for sustaining **AD Ports Group's** global growth, continuing its success and building strong partnerships.



INTRODUCTION



PURPOSE

The updated CCBE provides guidelines to uphold the highest ethical standards in all business activities and governs behavior across AD Ports Group.

SCOPE

It applies to all Relevant Persons and third parties in representative roles, outlining instructions and minimum standards of conduct.

RESPONSIBILITY

Relevant Persons must read, understand, adhere to the Code, and play a vital role in maintaining the Group's values and reputation.

LEADERSHIP COMMITMENTS

- Leadership emphasises ethical conduct as the cornerstone of success. Management is responsible for promoting ethical behavior, addressing concerns, and ensuring compliance.
- Reaffirms AD Ports Group's dedication to ethical excellence, supported by the Board of Directors and Senior Management.
- Relevant Persons are responsible for safeguarding the Group's reputation and acting in the best interests of stakeholders.
- The Code fosters accountability, professionalism, and a culture of integrity.

KEY TERMS AND DEFINITIONS


BREACH

Any breach of any law, regulation, policy or procedure or any other suspected irregularity


THOROUGH DUE DILIGENCE

An in-depth review of the status of a counterparty, aimed at identifying potential issues of corruption, sanctions, or fraud.


CONCERN

Any question or suspicion about any incident of fraud, corruption or other unethical or serious wrongdoing (involving either Relevant Persons or external parties) that has occurred or may occur


INTERNAL CONTROL

A process, effected by the governing body, management, and other employees, designed to provide reasonable assurance that risks are managed, to ensure the achievement of the entity's objectives.


CONFLICT OF INTEREST

A situation of actual or perceived conflict in which a person has a competing professional or personal interest with his or her duties at or with AD Ports Group. Such competing interest may make it difficult for a person to fulfil his or her duties in a fair and impartial manner.


INSIDER DEALINGS

Prohibited dealings of purchasing or selling securities of a company subjecting to public trading during possession of material information and consistent with the UAE Securities and Commodities Authority regulations and authority's Board of Directors' Decision No. 2 of 2001 concerning the regulations on Trading, Clearing, Settlement, Transfer of Ownership and Custody of Securities.

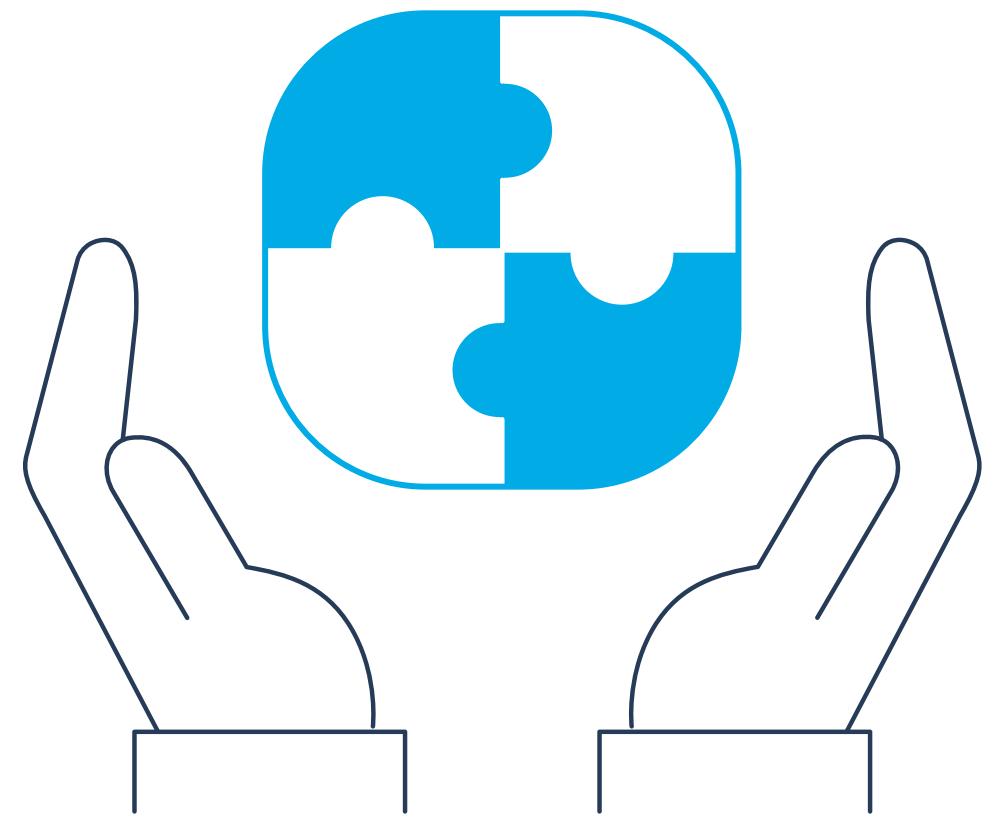

CONFIDENTIAL INFORMATION

Confidential information includes, without limitation, business secrets, business plans, databases, personal data, patents, contracts, mergers and acquisitions, copyrights, trademarks, proprietary data, processes, relevant persons' data (other than your own), financial information, management changes, technical specifications, pricing, proposals, or other business information. Confidential information may also be considered as Material Non-Public Information (MNPI) provided that would affect the market value of the Group.


RELEVANT PERSON

AD Ports Group's full-time and part-time employees that have been issued with an Employee ID number including, but not limited to, temporary agency staff, interns and/or trainees. Group's Chairman, Board of Directors, Board Committee Members, MD & GCEO, Executive Management, Senior Management, Clusters' Board Members, seconded employees, and all other employees across the Group, in addition to third parties representing the Group. Relevant Persons who are seconded to other entities will follow the Code of Conduct and Business Ethics of the respective entity while always ensuring the best representation of the Group's image. Relevant Persons who are seconded to the Group will abide by this guide in addition to its related Policies.

AD PORTS GROUP PROFILE



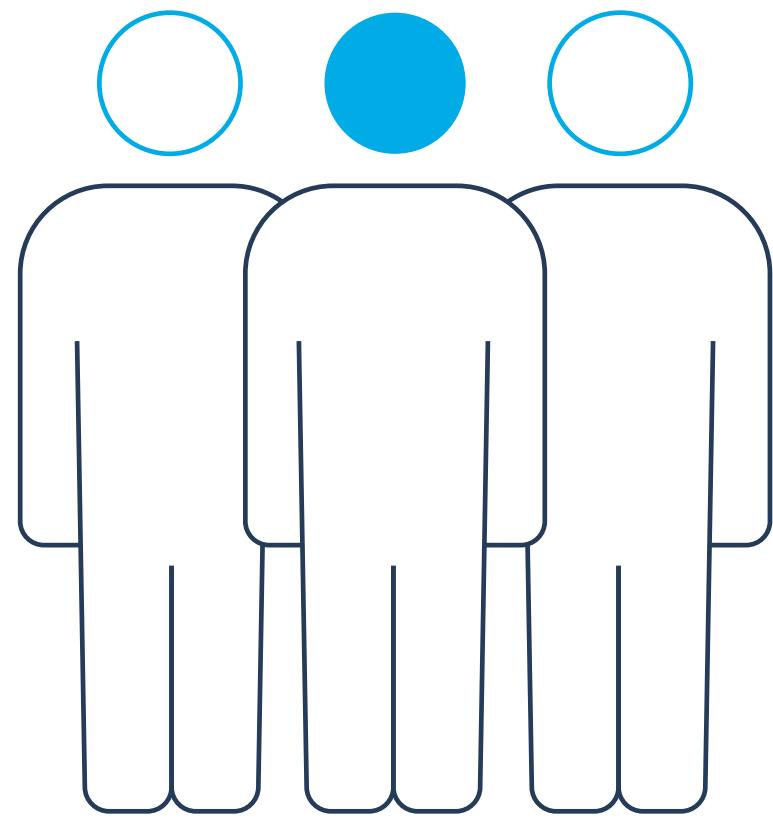
BUSINESS OBJECTIVES

Corporations now focus on four key objectives beyond just profit-making: Economics, Legal, Ethical, and Social. Neglecting these responsibilities can lead to severe economic losses.



ETHICAL INTERACTIONS AT AD PORTS GROUP

The Group emphasises fairness, ethics, and collaboration with partners whose principles align with the Group's principles. Policies and procedures reflect the Group's culture, values, and continuous ethical expectations.



LIVING OUR VALUES, GAINING TRUST

We are all responsible, and working together will keep us strong, gain trust, and making everyone a winner, while living our values, promoting a responsible culture, follow principles, managing risks effectively, reporting any concerns and being available for guidance.

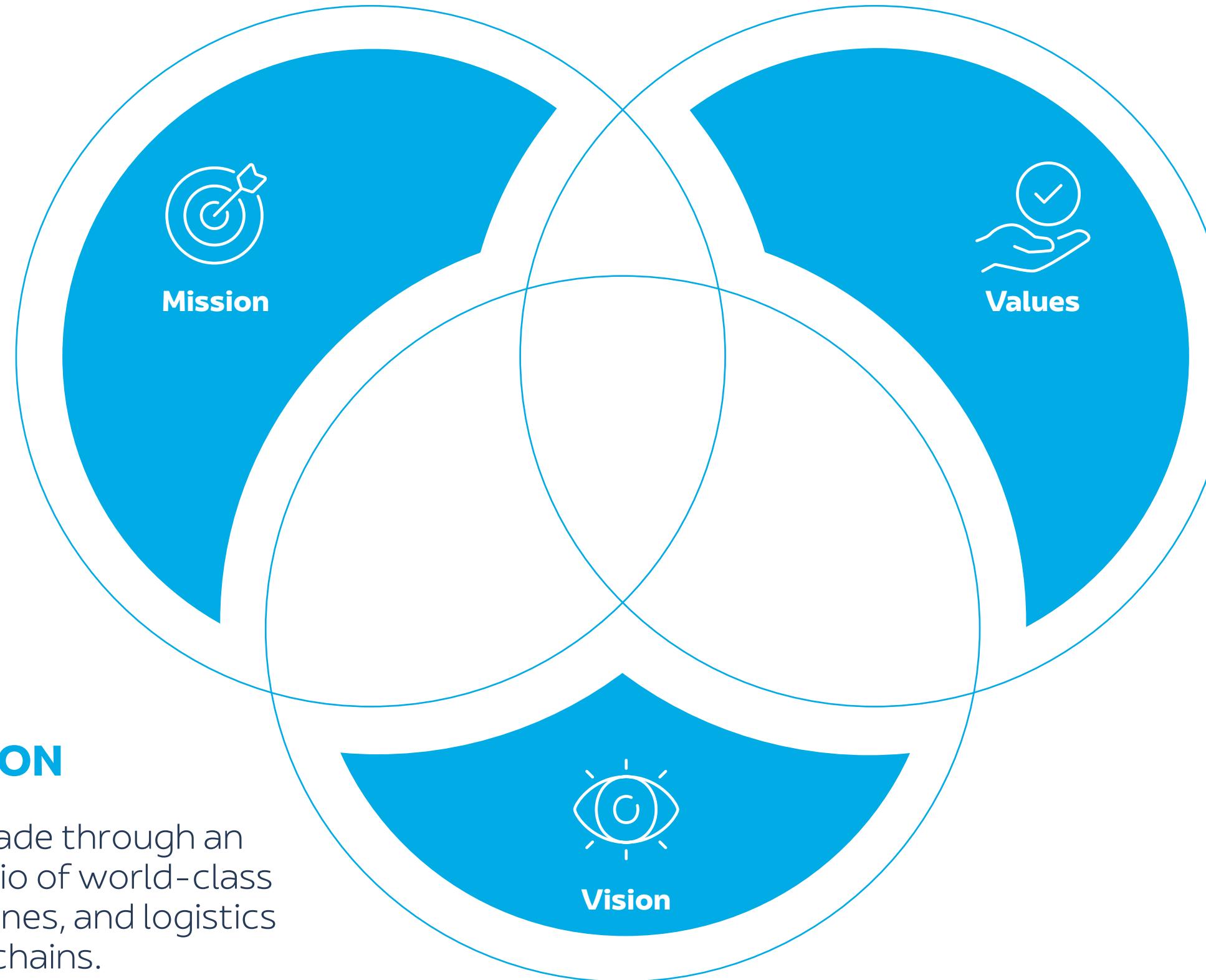
AD PORTS GROUP PROFILE

MISSION

To position Abu Dhabi at the frontier of global trade, by managing world-class global logistic value chains, driving operational excellence by leveraging digital technologies, meeting stakeholders' dynamic needs, forging relationships, and maximising shareholder value.

VISION

Driving global trade through an integrated portfolio of world-class ports, industrial zones, and logistics supply chains.



VALUES

- Ready to respond
- Eager to collaborate
- Safe, secure & sustainable
- Innovate for excellence
- Fair and committed

AD PORTS GROUP PROFILE

Leading by Example



AS AN EMPLOYER

Foster inclusivity, dignity, and respect, while adhering to global laws and regulations.



AS A BUSINESS

Maintain high ethical standards, comply with laws and regulations, and ensure transparency and accountability in interactions and decisions.



AS A RELEVANT PERSON

Act with integrity, follow Group principles, and prioritise ethical actions, while adhering to legal requirements.

WORKPLACE STANDARDS

AD Ports Group emphasises a workplace culture rooted in Health, Safety, Security, and Environmental (HSSE) excellence. The Group is committed to ensuring a safe and productive environment, with disciplinary measures for violations and support for those seeking assistance. A robust Integrated Management System (IMS) is maintained to uphold operational procedures and HSSE standards. All employees are expected to actively engage in implementing policies.

Shared responsibilities include; fostering trust, adhering to regulations, conducting work safely, considering environmental impacts from projects, and evaluating contractors based on safety and security. Employees are encouraged to participate in audits, report incidents, enhance competencies through training, and promote awareness among colleagues and stakeholders

- Building Trust and Collaboration
- Understanding and Adherence
- Engagement and Empowerment
- Communication and Reporting
- Training and Knowledge-Sharing



RELEVANT PERSONS

AD Ports Group is committed to creating a safe, rewarding, and inclusive workplace for all **"Relevant Persons"**. We are expected to be professional, uphold the Group's values, and contribute to a culture of continuous learning and innovation. The Group prioritises ethical practices, human rights, and labour welfare, opposing modern slavery and ensuring fair treatment, safe working conditions, and compliance with national and international standards. Policies promote diversity, inclusion, equal opportunity, and women's empowerment, while strictly prohibiting discrimination, violence, harassment, bullying, and retaliation.

The Group ensures competitive and fair compensation, supports professional development, and requires transparency in secondary employment or outside activities. Key initiatives include fostering diversity, managing conflicts of interest in recruitment, and empowering women through training and leadership opportunities. **The Human Capital & Emiratisation (HC&E)** unit plays a central role in aligning people-related initiatives with business goals, supported by the HC&E Policy Manual and Employee Handbook. Employees are encouraged to share knowledge, participate in training, and adhere to policies that ensure fairness, sustainability, and ethical conduct across all operations.

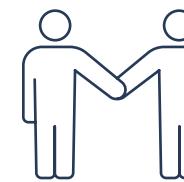


PRIORITIES TOWARDS RELEVANT PERSONS



ETHICAL CULTURE

We are committed to promoting an ethical and responsible culture across the Group at all levels.



MODERN SLAVERY

We have zero tolerance for forced labor and human trafficking.



HUMAN RIGHTS AND LABOR WELFARE

We uphold national and international labor standards, fair wages, and safe working conditions.



DIVERSITY, INCLUSION AND EQUAL OPPORTUNITY

We promote equal opportunities and respect diverse perspectives.



SECONDARY EMPLOYMENT

Any secondary work or outside activities do not conflict with any Relevant Persons' responsibilities to the Group.



REWARDING

We offer fair and competitive compensation for all Relevant Persons.



ANTI-DISCRIMINATION AND ANTI-HARASSMENT

We prohibit discrimination, bullying, and violence.



ANTI-RETALIATION

We have a zero-tolerance policy for retaliation against Relevant Persons who raise concerns or report misconduct.



WOMAN EMPOWERMENT

We are empowering women by providing equal opportunities for growth and leadership.

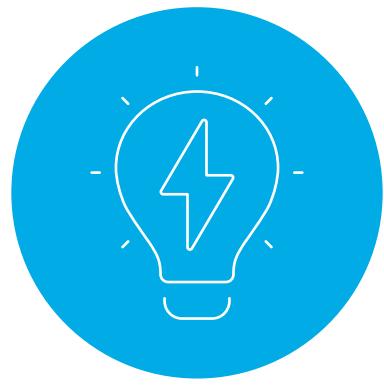


LEARNING & DEVELOPMENT

We encourage continuous professional growth and knowledge sharing.

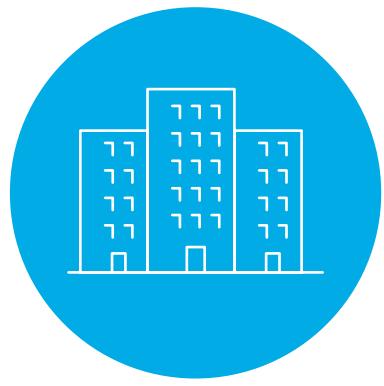
ASSET MANAGEMENT

AD Ports Group emphasises the responsible use, protection, and management of its assets, including intellectual property, physical assets, and information/ data. The Group enforces strict policies to prevent theft, loss, or misuse of resources and ensures compliance with relevant laws and regulations. This structured approach ensures the Group's assets and resources are protected, contributing to its sustainability and operational excellence.



INTELLECTUAL PROPERTY (IP)

Intellectual Property (e.g. inventions, designs, logos, source codes) is a critical business asset that enhances the Group's competitive advantage. The Group's IP Policy promotes innovation and ensures IP is only used for authorised purposes. Employees must avoid infringing on others' IP rights and protect the Group's IP from unauthorised use.



PHYSICAL ASSETS

Tangible assets (e.g. buildings, equipment, tools) must be safeguarded and only used for legitimate business purposes. Unauthorised use, removal, or disposal of corporate property is prohibited and may result in disciplinary action. Employees must report any theft, damage, or loss of physical assets promptly.



INFORMATION AND DATA

The Group complies with data protection laws, including the UAE Personal Data Protection Law (PDP) and the EU General Data Protection Regulation (GDPR). Policies ensure secure collection, storage, and use of data while maintaining privacy and ethical practices. Cybersecurity is critical for protecting information systems and ensuring operational resilience. Employees must report any data breaches, cybersecurity issues, or misuse of information.



YOUR ROLE

- Employees are responsible for adhering to asset management, information security, and data management policies.
- Safeguarding assets (physical or electronic) and protecting intellectual property and data from unauthorised access is mandatory.
- Sharing confidential information requires proper authorisation, and any misuse or breaches must be reported.

BUSINESS CONDUCT

AD Ports Group is committed to conducting its business with integrity, transparency, and compliance while fostering innovation and excellence.

01

BUILDING TRUST AND EXCELLENCE

The Group ensures ethical, professional, and responsible business practices, promoting fairness, transparency, and high service standards to build trust with stakeholders.

02

CORORATE GOVERNANCE AND COMPLIANCE

Adheres to robust governance and compliance frameworks, ensuring transparency, accountability, and compliance with legal and regulatory requirements across the Group and its subsidiaries.

03

SUBSIDIARY GOVERNANCE

The Group applies its governance, risk and internal control and compliance standards uniformly, across all subsidiaries. This ensures alignment with the Group's overall strategy and compliance requirements and provides clear guidelines for decision-making, reporting, and accountability to maintain consistency and integrity in operations.

04

RISK MANAGEMENT & INTERNAL CONTROL

The Group implements a strong risk management framework to identify, assess, and mitigate risks, ensuring business continuity and operational excellence. We follow a three-tiered structure:- management controls, risk oversight, and independent assurance.

05

INTERACTION WITH GOVERNMENT

Only authorised individuals may communicate with government entities, ensuring accuracy, timeliness, and compliance with all interactions.

06

BUSINESS PARTNER ENGAGEMENT

Conducts proper counterparty's due diligence to ensure partners align with the Group's ethical standards and values.

07

INDUSTRY REGULATIONS & COMPETITION LAWS

We comply with all local, national, and international regulations, promoting fair competition and prohibit anti-competitive behavior.

BUSINESS CONDUCT

08

INSIDER TRADING

We ensure compliance with laws through the Insider Trading Policy, emphasising the protection of confidential information.

08

09

INTERNATIONAL TRADE CONTROLS AND SANCTIONS

We adhere to international trade and sanctions, compliance policies, ensuring all business dealings align with UAE, UN, US, UK and other regulations.

09

10

ANTI-MONEY LAUNDERING (AML) AND COUNTERING FINANCING OF TERRORISM (CFT)

We enforce zero tolerance for money laundering and terrorism financing, complying with UAE and international standards, and require due diligence, for all counterparties.

10

11

RELATED PARTY TRANSACTIONS

We ensure transparency, fairness, and compliance in all related party transactions, disclosing potential conflicts of interest.

11

12

CONFLICT OF INTEREST

We require disclosure of potential conflicts of interest and prohibit the use of Group resources for personal gain.

12

13

GIFTS, HOSPITALITY, AND ENTERTAINMENT (GHE)

We maintain a strict zero-tolerance Policy towards bribery, corruption, and fraud. Only modest and appropriate exchanges of gifts, hospitality, and entertainment (GHE) are permitted, and even these are subject to stringent conditions and a formal approval process, particularly when engaging with government officials.

13

14

INNOVATION AND MARKET INTELLIGENCE

We encourage innovation to drive growth and improve services, using market intelligence ethically and responsibly. This comprehensive framework ensures ethical conduct, compliance, and operational excellence, while fostering trust and innovation.

COMMUNITY ENGAGEMENT

SUSTAINABILITY

Sustainability is integral to the Group's business strategy, emphasising responsible and ethical practices. The Group is committed to Environment, Social, and Governance (ESG) responsibilities, integrating ESG standards into governance and operations. Key objectives include:

- Embed ESG principles across governance and operations.
- Manage ESG risks and ensure full compliance.
- Align with UAE Vision 2030, Net-zero 2050 and global ESG frameworks.
- Drive innovation and sustainable economic growth.
- Strengthen transparency and performance reporting.
- Create long-term stakeholder and societal value.



COMMUNITY ENGAGEMENT

ENVIRONMENTAL STEWARDSHIP

Environmental sustainability is embedded in all operations, with a focus on minimising environmental impact and promoting sustainable practices. Key initiatives include:

- Drive decarbonisation and adopt renewable, low-carbon solutions.
- Use resources efficiently and promote circular economy practices.
- Protect biodiversity and prevent all forms of pollution.
- Apply sustainable water, energy, and waste management.
- Develop green, resilient, and eco-friendly infrastructure.
- Ensure compliance with environmental laws and standards.



COMMUNITY ENGAGEMENT

SOCIAL RESPONSIBILITY STEWARDSHIP

The Group prioritises social well-being for employees, customers, suppliers, partners, and communities. Corporate Social Responsibility (CSR) initiatives aim to:

- Support communities through education and social initiatives.
- Promote diversity, equality, and inclusion in the workplace.
- Safeguard human rights and ensure fair labour practices.
- Enhance employee health, safety, and well-being.
- Encourage volunteering and social partnerships.
- Uphold ethical, transparent, and compliant contributions.



COMMUNITY ENGAGEMENT

YOUR ENGAGEMENT IS ESSENTIAL

Employees are encouraged to:

- Comply with ESG and CSR policies and procedures
- Participate in environmental and community initiatives.
- Integrate sustainability into daily work practices.
- Report incidents and risks promptly and responsibly.
- Promote innovation and ethical conduct.
- Collaborate to strengthen the Group's ESG impact.



STAKEHOLDER RELATIONSHIPS



OUR SHAREHOLDERS

The Group prioritises creating value for shareholders through financial integrity, transparent reporting, and open communication. Shareholders' interests are protected, and their concerns are addressed promptly.



OUR BUSINESS PARTNERS

Strong, mutually beneficial partnerships are essential, focusing on shared vision, values, and ethical behavior. The Group is committed to delivering exceptional services, ensuring customer satisfaction, protecting customer information, and addressing concerns promptly. Ethical partnerships are built with business partners who align with the Group's values, standards, and policies. Sustainable sourcing and regular performance assessments ensure compliance and contribute to sustainable development.



BUSINESS PARTNERS' CODE OF CONDUCT

All business partners must comply with the Group's Business Partner Code of Conduct (BPCC).



THIRD-PARTY RISK MANAGEMENT

Thorough risk-based due diligence is conducted on counterparties to mitigate third-party risks and ensure adherence to the Group's values and standards.

COMMUNICATION AND DISCLOSURES

TRANSPARENCY AND INTEGRITY

Open communication with stakeholders is maintained through accurate and timely reporting. Confidential information sharing is prohibited without proper authorisation, and breaches must be reported to the Risk & Compliance Units.



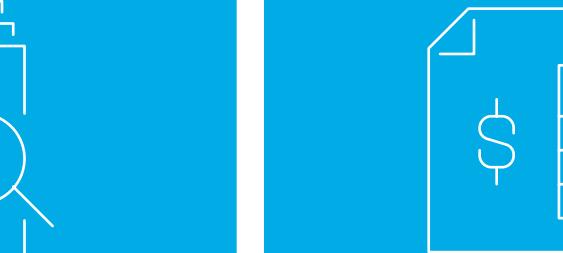
MARKET DISCLOSURE

Public information is disclosed accurately, promptly, and transparently, adhering to regulatory requirements.



FINANCIAL ACCURACY

Financial integrity is ensured through robust internal controls, accurate records, and reliable reporting.



CONCLUSION

HOW TO PARTICIPATE

Employees must:

- Keep accurate financial records and report discrepancies or fraud
- Prevent fraud, disclose conflicts of interest, and manage assets responsibly
- Follow communication policies, direct media inquiries to authorised units, and use social media responsibly
- Cooperate fully with auditors and implement recommendations to improve internal controls



FRAUD CONTROL

The Group has a zero-tolerance policy for fraud, bribery, and corruption, supported by a Fraud Control Framework, Anti-Bribery and Anti-Corruption Policy, and Whistleblowing Policy and Investigation Guidelines. Relevant persons must report any fraudulent or corrupt activities immediately.

COMMUNICATION

Public communications are made by authorised spokespersons to ensure accuracy and consistency, adhering to communication policies.

AUDITS AND AUDITORS

Regular internal and external audits ensure compliance with laws, regulations, and standards, addressing deficiencies promptly. Auditors maintain independence to provide objective evaluations.

YOUR VOICE COUNTS

The Group fosters a “reach-out” culture, ensuring protection and non-retaliation for individuals reporting concerns in good faith. **The Whistleblowing Policy and Investigation Guidelines** promotes ethical governance, transparency, and clear procedures for reporting, investigating, and resolving unethical behavior, fraud, and misconduct. The goals of the whistleblowing programme include:

- A safe and ethical work environment through reporting unethical practices and misconduct
- Effective issue management and concern reporting
- Enhanced brand reputation and stakeholder trust
- Strong ethics and compliance with laws, protecting the Group from legal risks.

Integrity is central to ethical principles, requiring employees to act responsibly even when unmonitored.



YOUR VOICE COUNTS



RAISING A CONCERN

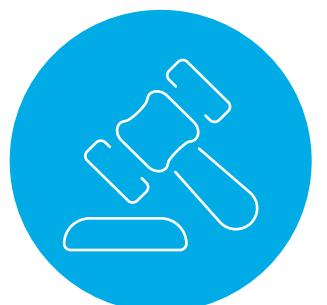
Employees are responsible for reporting suspected wrongdoing without fear of retaliation. Whistleblowers are protected, and the Group has zero tolerance for retaliation. Concerns can be reported through various channels, including:

- Group Legal via email:
rc-reachout@adports.ae
- Anonymous Reach-Out Platform:
[Reach-Out Link](#)
- Reach-Out Hotline: 8000 6512043 (24/7)
- Human Capital & Emiratisation Unit
- Group Compliance Division:
compliance@adports.ae



MANAGING NON-COMPLIANCE

All non-compliance concerns are thoroughly investigated by the appointed team in collaboration with relevant departments. Investigations are conducted fairly and impartially.



DISCIPLINARY ACTIONS

Violations of laws, regulations, policies, or the code can result in disciplinary actions, which may include termination of employment. Refer to HC&E Policies and Procedures for details.



IT IS ALL ABOUT YOU

Employees are expected to:

- Comply with the code, laws, and policies, and accept responsibility for their actions
- Report concerns honestly and in good faith, even if unsure whether misconduct occurred
- Use designated reporting channels, including anonymous options, and report without fear
- Maintain confidentiality during investigations and cooperate fully with investigators
- Avoid conducting personal investigations and ensure the integrity of the process.

YOUR SUPPORT



COMPLIANCE RELATED ISSUES

Relevant persons are encouraged to seek guidance on ethical, compliance, or policy-related issues.

For guidance, contact the Group's Compliance Office via email: compliance@adports.ae



DECLARATION OF INTEREST DISCLOSURE

Relevant Persons must disclose actual, potential, or perceived conflicts of interest at the time of employment and annually thereafter. Any new or changed conflicts must be reported immediately to the Compliance Function

Declaration of Interest & Code of Conduct Acknowledgment Application is available internally on our Ebab



GIFTS, ENTERTAINMENT, AND HOSPITALITY (GHE)

Relevant Persons must declare and seek approval for GHE using the appropriate channels before giving or receiving them

Gifts, Hospitality and Entertainment Declaration Application is available internally on our Ebab

REFERENCES

KEY REFERENCES INCLUDE:

- UAE laws and regulations and all relevant and applicable laws and regulations related to Trade Controls, Sanctions, Anti-Money Laundering, Anti-Financial of Illegal Organisations, Anti-Bribery, Anti-Corruption, Fraud Control, Human and Labour Rights and Conduct, Transparency, Confidentiality and Data Protection, Sustainability, Integrity, Fair Trade and Ethical behaviour and Practices etc.
- Governance guides (e.g., SCA Board Decision No. 3/R.M/2020, as amended)
- AD Ports Group's policies, procedures, standards and Codes.

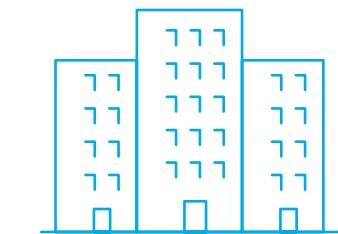


YOUR ACKNOWLEDGEMENT

Violations of the Code may result in disciplinary action. All relevant persons must acknowledge their, understanding, and compliance with the latest version of the CCBE. Acknowledgment ensures awareness of responsibilities and expected behavior standards. Employees are required to:



Sign the acknowledgment form to confirm understanding and commitment to the code



Abide by the code and related policies, adhering to its principles and guidelines



Report violations through appropriate channels

CONTINUAL IMPROVEMENT

The Code of Conduct and Business Ethics (CCBE) is regularly updated to align with regulatory changes and Group policies, ensuring it remains the foundation for ethical behavior across the Group. Adherence to the code ensures business is conducted with integrity, transparency, and accountability. The Group appreciates employees' commitment to upholding the highest ethical standards.

More details available within the full version of AD Ports Group's Code Of Conduct and Business Ethics (CCBE) available for all Employees on The Group's internal portal Ebab.

THANK YOU