



THIRD PARTY CODE OF CONDUCT

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INTRODUCTION

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

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1.1 WHAT IS THE CODE?

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

It sets out the basic rules and standards that are necessary to conduct Borouge business in an ethical and compliant manner and in accordance with the Borouge'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 the Borouge or to a Supplier's or Partner'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.

1.2 WHO DOES THE CODE APPLY TO?

The Code applies to all Suppliers and Partners that undertake any work for, or represent, the Borouge when they are working for or representing us. When we say in the Borouge'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 Code.

If a Supplier or Partner uses sub-contractors to undertake the business of the Borouge, 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.borouge.com 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 Borouge business are familiar with, and comply, with the standards set out in this Code.

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WORKING TOGETHER

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

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2.1 RESPECT

Borouge 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 behaviour to individuals is unacceptable to Borouge. Retaliation is also unacceptable.

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

2.2 FAIR LABOUR PRACTICES

Borouge supports the protection of labour rights. Suppliers and Partners should not deploy any kind of forced labour. Suppliers and Partners must not use, employ, or seek to exploit in anyway the services of child, under-aged, slave or trafficked labour. 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 labour 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 labour practices.

2.3

HEALTH, SAFETY & THE ENVIRONMENT

Borouge 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 Borouge that are designed to help us all achieve these aims when doing the business of Borouge.

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 Borouge, and our Suppliers and Partners should minimise any waste of energy water or other resources.

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BUSINESS INTEGRITY

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

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3.1 ANTI-BRIBERY & CORRUPTION

Borouge 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 Borouge business also meet these expectations.

Everyone within Borouge 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 Borouge business.

3.2 BUSINESS COURTESIES / GIFT & ENTERTAINMENT

A business courtesy 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 business courtesies / gifts and / or entertainments in the context of a business interaction is unacceptable to Borouge and will be considered a breach of this Code.

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

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

3.3 CONFLICT OF INTERESTS

Borouge personnel are expected to act in the best interests of the group. 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 Borouge, it must be declared to the relevant Borouge company 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 Borouge. They should not make payments to Borouge personnel that have not been clearly disclosed in full to Borouge 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 Borouge personnel's business judgment.

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

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

3.4 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 the relevant Borouge, if permitted by applicable law, of any investigation, audit, assessment, litigation or unusual request that relates to Borouge or concerns the work the Supplier or Partner is performing for or with Borouge.

3.5

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 Borouge business, you should ensure you are in compliance with local and international trade and sanction 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.

3.6

SUPPLY CHAIN

Suppliers and Partners must carefully select and monitor the third parties they use to perform work for Borouge 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 utilised in the service of Borouge business.

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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.

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4.2	Protecting our Information and Intellectual Property	12

4.1 PROTECTING OUR ASSETS

Borouge 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 utilised, and taking care to avoid damage, loss or wastage.

4.2 PROTECTING OUR INFORMATION AND INTELLECTUAL PROPERTY

Our information and intellectual property are precious to Borouge. 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 Borouge 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 Borouge is prohibited.

05

COMMUNICATION IS KEY

Borouge is committed to acting with integrity in everything it does. Working with Borouge means supporting this commitment.

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5.1 MAINTAINING CONFIDENTIALITY

Borouge asks its Suppliers and Partners to provide reasonable cooperation to its Ethics & 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. Borouge 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.

Borouge has 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.

5.2 ENQUIRIES AND FEEDBACK

For questions or concerns regarding the procurement please contact Borouge Procurement team or contact ADNOC Group procurement at commercialdirectory@adnoc.ae.

If you have a concern related to business ethics and Borouge, there is an Ethics & Compliance function in Borouge – You can contact Borouge Ethics & Compliance on ethics@borouge.com about business ethics and integrity related issues.

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OUR CODE OF CONDUCT AT A GLANCE

The Code sets out the basic rules and standards that are necessary to conduct our business in an ethical and compliant manner and in accordance with our values.

6.1 Key Elements

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6.1 KEY ELEMENTS



We are committed to a culture of ethics and compliance in which we conduct our business with integrity and in accordance with our values, all applicable laws and regulations. We choose to work with suppliers and partners that are reputable, responsible and share the same commitment.



We treat everyone with respect and will not tolerate unfair treatment, harassment, abuse or retaliation within the workplace. We expect our Suppliers and Partners to share the same commitment, comply with all applicable labour laws and related laws and regulations.



We are committed to the well-being of our people, and protecting the environment. Our Suppliers and Partners must share the same commitment and deliver it effectively in respect of its own operations.



We avoid any activity that creates a conflict of interest, or even the appearance of a Conflict. If our Suppliers or partners have any other relationship with any Borouge personnel that might represent a conflict of interests, they should disclose this fact to us.



Our commitment to comply with the Code in dealing with one other is the same commitment we make to our Suppliers and Partners outside of Borouge. We will treat them fairly, ethically and with integrity in meeting our commitments to them. We expect our Suppliers and Partners to keep their commitments to us and to those who work for them.



We protect personal data and confidential information. Information obtained from or relating to Borouge (including people) should be considered confidential if it is not officially available in the public domain. Our Suppliers and Partners are expected to take steps to ensure that neither they nor their personnel make any improper use of confidential information.



We have a zero tolerance approach to bribery, corruption, theft, money-laundering and fraud.



We expect our Suppliers and Partners to speak up when they see potential violations of law, regulation, policy or this Code.



Any conflict of interest or market misconduct associated with Borouge is damaging to its reputation and in violation of its values and the Code.



We carefully evaluate our Supplier and Partners before we engage them and we expect them to conduct themselves in an ethical and compliant manner.