CODE OF ETHICS

LEADERSHIP MESSAGE

Our Code of Ethics represents a unified approach to the way we do business so that we continue to be recognized for the robust ethical standards and principles for which we are renowned. We strongly believe that this focus on ethics will help maintain our culture of trust, both within our organization and with our external stakeholders.

This Code is also a reminder that ethics require action, and that we must strive to embody these principles in all aspects of our daily conduct. Our commitment to ethical behavior extends to ensure that individuals' data is handled with the utmost sensitivity and in compliance with our Code of Ethics. By adhering to our ethical standards, we can ensure that we consistently deliver high-quality care that is in the best interests of our patients, while safeguarding the privacy of their information. We are committed to upholding our reputation as a trusted and respected leader in the healthcare industry.

Hasan Jasem Al Nowais
Managing Director and Group Chief Executive Officer
M42

INTRODUCTION

This Code sets out the basic principles, standards and behaviors necessary to achieve our objectives and uphold our values. It makes clear that we not only follow the law, but strive to operate with the highest levels of ethics and integrity

To whom does the Code apply?

This Code applies to everyone who works directly for or represents the **M42 Group**, including all employees and directors of M42 Group and its controlled subsidiaries. We also require our contractors, partners, consultants and suppliers to adhere to the **Business Partner Code of Conduct**.

This Code is supplemented by a number of policies which offer further detailed guidance. Although we strive to provide clear guidance regarding our ethical obligations, no policy can ever cover every scenario. The absence of guidance to deal with a particular situation does not relieve us from the responsibility to act consistently with the law and highest ethical standards of business conduct at all times. Where there is no specific guidance on a particular matter, always seek help from the **Ethics & Compliance Office.**

Who manages the Ethics & Compliance program?

The M42 Group Board of Directors is responsible for ensuring that there is an effective ethics and compliance program in place. At the direction of the Board, the M42 Group CEO & Managing Director established an independent Ethics & Compliance Office to develop, coordinate and support the ethics and compliance program across the M42 Group. The Ethics & Compliance Office reports functionally to the Board's Audit & Risk Committee.

What is the role of the Ethics & Compliance Office?

The Ethics & Compliance Office leads, develops and supports all aspects of the M42 Group ethics and compliance program. Its responsibilities include, among other things:

- Empowering a culture of ethics and compliance
- Ensuring everyone, especially leadership, is committed to ethical conduct
- Creating and administering a comprehensive ethics and compliance program, designed to prevent unlawful or unethical business conduct, and to detect it if it occurs
- Assessing ethics and compliance risks and testing to ensure that internal controls are responsive to those risks
- Investigating and remediating alleged violations of law, regulation or policies and procedures, and ensuring that improper conduct is held consistently and fairly to account

What is your Role?

- Ethics and compliance is the responsibility of everyone. By working for, or with, the M42 Group, you are agreeing to fulfill these responsibilities and adhere to our Code and values. Those who fail to follow our Code put themselves, their colleagues, and the entire M42 Group at risk
- It is your responsibility to read, understand and adhere to this Code and any related policies and procedures. Violation of this Code may result in disciplinary action, including up to termination of your employment and/or criminal or civil sanctions
- Follow applicable laws and regulations
- Uphold our commitment to always do what is right
- Demonstrate ethics, integrity, and accountability at all times, and expect the same from others
- Understand and comply with the requirements of this Code and other Ethics & Compliance policies
- Provide appropriate resources and support to ensure the successful implementation of this Code
- Complete assigned training relating to this Code

OUR CODE OF ETHICS AT A GLANCE:

- ✓ We are committed to a culture of ethics and compliance by which we conduct our global business with integrity and in accordance with applicable laws, rules and regulations
- ✓ We encourage you to speak up when you see or suspect violations of the law, rules, regulations, policies or this Code of Ethics
- ✓ We treat everyone with respect and do not tolerate unfair treatment, harassment, discrimination, abuse or retaliation within the workplace
- ✓ We protect sensitive, confidential and Material Confidential Information and Personal Data
- ✓ We carefully select our customers, partners and suppliers and require that they conduct their business activities professionally, ethically, and in compliance with applicable laws, rules and regulations
- ✓ We offer and accept gifts and hospitality that are reasonable and appropriate, follow global anti-bribery and corruption laws, and avoid the appearance of any conflict of interest that might violate applicable laws or harm relationships or reputations
- ✓ We are mindful in forming strategic partnerships with Governments and of the special risks and responsibilities those relationships carry
- ✓ We adhere to high healthcare standards for protecting the health and safety of our patients, co-workers and communities
- ✓ We protect our assets and reputation by observing internal controls and recognized financial and accounting practices
- ✓ We follow international commercial laws and standards, including intellectual property protections, prohibitions on insider trading and anti-competitive conduct, and provisions governing imports, exports, and international trade

CULTURE

- Integrity
- Speaking Up
- Respect & Fairness

INTEGRITY

Values are the foundation of our culture, leadership is its architect, and we are its engineers

What to Know:

- Integrity is the principle that gives us a common purpose and provides direction on how we should conduct ourselves
- Our commitment to integrity has meaning and effect only when we act consistently with it, reiterate it frequently, facilitate an open dialogue about it, and enforce accountability for it
- The behaviors we allow are the behaviors we encourage, and the practices we reward are the practices that will be repeated
- The sum of our values, behaviors, and practices is our culture
- We look to our leaders to model ethical workplace behavior and to shape the right culture in the workplace

What to Do:

- Exhibit ethical behavior and speak openly and frequently about the role of integrity in the workplace
- Align incentives to reward performance with integrity, rather than performance at any cost
- Report any breaches of this Code to the Ethics & Compliance Office

WATCH OUT FOR:

- The temptation to assume that our values and culture exist apart from our words and actions
- People who resist, rather than support, our culture and commitment to integrity

SPEAKING UP

Ethics and compliance is the responsibility of everyone. Anyone who believes a law, rule, regulation, policy or this Code has been, or is being, violated or witnesses other unethical workplace conduct, should speak up

What to Know:

- We encourage openness and ask everyone to raise ethics or compliance questions or concerns in good faith, without fear of retaliation – even if they turn out to be mistaken
- You are also able to raise a question or report a concern anonymously
- Those who engage in retaliatory action against anyone who reports an issue will be subject to disciplinary action
- Confidentiality is key to protecting you and the investigative process; information will only be disclosed strictly on a need-to-know basis
- Intentionally false, exaggerated reports, and reports made in bad faith will not be tolerated and may be subject to disciplinary action

What to Do:

- Raise concerns in good faith. Refrain from raising concerns simply because you have personal or workplace differences
- Do not worry about the consequences of reporting a concern. No one will suffer any penalty or other adverse consequences from reporting possible wrongdoing, even if we lose business or suffer financial or other disadvantage as a result
- Try to resolve directly any workplace interpersonal issues that you might have, or raise them with Human Capital or a manager, before raising your concern formally
- Cooperate with investigations when requested, so that matters are quickly and properly resolved
- Respect the confidentiality of investigations. Refrain from sharing information about an investigation, except as directed. Do not expect to learn the outcome of an investigation unless you will be implementing or assisting with follow-up actions
- If you see it, say it!

RESPECT & FAIRNESS

Our strength lies in the talent and diversity of our people, so we must respect everyone's right to dignity

What to Know:

- We do business in a number of countries and across a spectrum of cultures
- We must treat each other respectfully and fairly, and not tolerate any form of harassment, abusive, or offensive behavior
- Be able to identify the various forms of harassment which might include, amongst others, bullying, discrimination, intimidation, physical violence, and sexual harassment
- We abide by applicable international human rights principles
- We comply with all applicable laws, rules and regulations in relation to employment practices
- We provide a safe and healthy workplace for all employees
- We do not use, employ, or seek to exploit in any way the services of child, under-aged, slave or trafficked labor

What to Do:

- Treat everyone with respect and dignity – never threaten, humiliate, discriminate or use suggestive or disparaging language or actions, including in the context of critical feedback
- Respect the cultural standards, both of the country where you work and of the people with whom you work
- Ensure all employment-related decisions, e.g., hiring, promotion, etc., are carried out fairly, legally, are consistent with relevant processes, and are based on merit and the needs of the business
- Report any concerns pertaining to Respect & Fairness to the Ethics & Compliance Office

WATCH OUT FOR:

- Encroaching on others' personal space or unwanted physical contact
- Discrimination or harassment of any sort

INTERNAL BUSINESS CONDUCT

- Conflicts of Interest
- Asset Management & Controls

CONFLICTS OF INTEREST

We require any activities outside work, whether financial, business, or otherwise, to be lawful. They should not compromise or interfere with – or even appear to do so – your workplace objectivity and responsibilities

What to Know:

- A **Conflict** arises if financial, business, social activities, or personal relationships interfere, or appear to interfere, with your workplace objectivity or loyalty to the M42 Group
- **Conflicts of Interest** resulting from us possessing business or financial ties to third-party stakeholders could create business risks and may be subject to scrutiny
- Using the M42 Group as a platform to directly advance personal interests (business or otherwise), or to benefit friends or family, is an unacceptable Conflict of Interest
- We require you to declare and seek approval for any potential or actual Conflict of Interest, or to certify that you have no such Conflict

What to Do:

- Be familiar with and understand the disclosure requirements of the **Conflicts of Interest Policy** and ask questions if you require further clarity
- Avoid any activity that creates a conflict, or even the appearance of a Conflict, between your personal interests and the interests of the M42 Group
- Disclose any actual, perceived, or potential Conflict of Interest that you might have in order to protect yourself and the organization
- Follow any restrictions imposed on you as a result of a Conflict of Interest disclosure
- Report any concerns pertaining to Conflicts of Interest to the Ethics & Compliance Office

WATCH OUT FOR:

- Personal relationships with current or potential competitors, customers or suppliers of the M42 Group
- The blurring of lines between any outside activities and your M42 Group employment
- Hiring, promoting or supervising a family member or close friend

ASSET MANAGEMENT & CONTROLS

We rely on our policies and procedures to set our organizational standards, and we abide by them to comply with applicable laws and regulations, as well as healthcare, financial and accounting standards

What to Know:

- Delegations of Authority establish decision-making authority on behalf of a company. Acting outside your authorization may lead to disciplinary action
- Following the correct procurement and legal contracting processes maximizes value and protects the organization
- We require accurate and consistent recording of financial and business information, complying with relevant reporting standards
- We have zero tolerance for Fraud or any similar illegal act characterized by deceit, concealment or violation of trust to obtain money, property or services; or to secure personal or business advantages
- Misrepresenting facts or financial information, or misappropriating company assets for personal use, could be considered Fraud or theft and can lead to civil and/or criminal penalties and/or disciplinary action
- Theft of or damage to our property, or that of our colleagues or third parties, will not be tolerated, and may result in legal and/or disciplinary action

What to Do:

- Know and stay within your authority under the relevant Delegation of Authority
- Always engage Legal & Governance and Procurement & Supply Chain when contracting with a third party
- Before signing or forwarding a document containing your signature, confirm your authority and verify the facts for accuracy and completeness
- Report any indications or suspicions of financial misstatement, Fraud, theft, or other misconduct
- Report any concerns pertaining to Asset Management & Controls to the Ethics & Compliance Office

WATCH OUT FOR:

- Requests for sign-off and processing of important documents, such as agreements or contracts, that are rushed or expedited without justification
- Manipulation of a Delegation of Authority or Procurement & Supply Chain process for personal gain or through negligence

EXTERNAL RELATIONSHIPS

- Anti-Bribery & Corruption
- Working with Governments
- Business Partners

ANTI-BRIBERY & CORRUPTION

We permit the exchange of certain gifts and hospitality in the professional environment when they are modest and appropriate under the circumstances. However, we avoid any activity that might give rise to suspicions of bribery or corruption

What to Know:

- Global anti-corruption laws define a "bribe" broadly, and those definitions include conduct that may be acceptable under many circumstances but is unacceptable when combined with an attempt to improperly influence a business-related decision
- Items of value that could be considered to be a bribe include cash, gift cards, vouchers, gifts, travel, entertainment, hospitality, internships, employment, housing, loan repayments, and certain charitable or political contributions
- **Bribes**, kickbacks, unfair advantages, and other acts of corruption are strictly prohibited
- You cannot make or receive a **Facilitating Payment** or any other form of improper payment

What to Do:

- Never offer, give or accept payment or anything of value (such as a gift) directly or through a third party, in the attempt to gain business or to improperly influence a business decision
- Only offer and receive gifts, entertainment and hospitality in line with our **Anti-Bribery & Corruption Policy**
- You must contact the Ethics & Compliance Office if you are, or believe you may be, confronted with a Bribe or potential Facilitating Payment
- Report any concerns pertaining to bribery or corruption to the Ethics & Compliance Office

WATCH OUT FOR:

- Third-party consultants who do not clearly describe their work, account for their expenditures, or whose commissions seem unjustified in the context of the services provided
- Anyone who hints or suggests that certain payments be made to obtain business or information

WORKING WITH GOVERNMENTS

We are mindful of the special precautions that must be taken when interacting with Government Entities or Government Officials

What to Know:

- We invest, partner and interact with **Government Entities** around the globe
- Business practices, such as hospitality, that may be acceptable in the commercial arena may be unacceptable, illegal or viewed as potentially corrupt in Government business
- Government dealings receive extra scrutiny, and even the allegation of corruption can result in serious reputational damage
- We do not involve the M42 Group, directly or indirectly, with any form of political or electoral activity. Any lobbying activities must be legal, for legitimate reasons and ethical

What to Do:

- Understand and comply with laws governing commercial interactions with Governments in the countries in which you operate or do business
- Take special care when exchanging gifts, entertainment or hospitality with **Government Officials**, including personnel of state-owned or state-controlled entities
- Ensure the accuracy and completeness of financial and other information related to Government Entities and representations, certifications or filings provided to Government Entities
- Notify the Ethics & Compliance Office of any investigations, audits, or unusual requests for data by any Government Entity
- Ensure that your personal political or electoral activities represent you personally and do not suggest a connection to the M42 Group
- Report any concerns pertaining to Working with Governments to the Ethics & Compliance Office

WATCH OUT FOR:

- The use of agents who have direct interactions with Governments
- Local or regional hospitality practices that are not aligned with global anti-corruption standards, particularly when Government Officials are involved

BUSINESS PARTNERS

Business Partners play an integral role in our business. We evaluate them carefully before engaging with them, and we expect them to conduct themselves in an ethical and compliant manner

What to Know:

- **Business Partners** are expected to comply with applicable laws and regulations and act according to standards of ethics, integrity, and comply with our **Business Partner Code of Conduct**
- All Business Partners must be vetted, particularly those that interact with Governments on behalf of the M42 Group
- Business Partners must be subject to confidentiality agreements if they have access to sensitive, confidential, material confidential or proprietary information
- Business Partners should be selected fairly and without any conflict of interest or any kind of favoritism that might compromise the selection process
- Business Partners should treat workers fairly, provide a safe and healthy workplace, minimize their environmental impact and impose the same requirements on their subcontractors
- We do not engage in and/or facilitate **Money Laundering** and **Terrorist Financing** in any way whatsoever

What to Do:

- Know your Business Partners and conduct necessary risk-based due diligence in accordance with our **Business Partner Due Diligence Policy** to reasonably assure yourself that their business activities and transactions are legal, reputable and responsible
- Ensure you understand and can describe the services provided by any Business Partner for which you are responsible
- Be alert to any payments that look irregular, funds from or to dubious or unknown sources, or customers who appear to lack integrity in their operations
- Do not conduct business with an anonymous or fictitious company, or with any Business Partner with unclear identification or business activities
- Choose Business Partners based on merit and in line with procurement policies and processes
- Obtain commitments from your Business Partners to conduct themselves in an ethical and compliant manner consistent with our **Business Partner Code of Conduct**
- Report any concerns pertaining to Business Partners to the Ethics & Compliance Office

WATCH OUT FOR:

- Funds paid from or to companies that do not appear to be affiliated with the Business Partner or countries not normally associated with the Business Partner
- Any Business Partner who provides incomplete, suspicious or overly complicated information
- Third parties who hold themselves out as acting for M42 Group in the absence of an agreement documenting the scope and terms of their mandate

MARKETPLACE CONDUCT

- Insider Trading
- International Trade
- Intellectual Property, Fair Competition & Commercial Information

INSIDER TRADING

We observe laws that protect the integrity of securities markets and take steps to prevent market misconduct

What to Know:

- **Inside Information** is information that relates directly or indirectly to a publicly listed company or any company with a publicly listed **Security(ies)**, has not been disclosed to the public by that company and is not otherwise in the public domain, and a reasonable investor would consider important in deciding whether to purchase, sell, or hold that security
- **Insider Trading** is buying or selling any publicly traded security personally or through a family member or others while in possession of inside information
- **Securities Tipping** is recommending or encouraging anyone to buy or sell a publicly traded security while you have inside information or inappropriately disclosing Inside Information
- Individuals involved in market misconduct will be subject to disciplinary action and may be subject to criminal and/or civil proceedings
- If you serve as a director of a publicly traded company, you must obtain written approval, and must confirm appropriate information barriers are in place, before sharing internally any non-public information obtained from your role as a director

What to Do:

- Do not engage in any form of market misconduct
- Do not discuss or disclose any **Material Confidential Information** inside or outside the M42 Group without necessary approvals
- Continually monitor and observe any restrictions that may be imposed on your personal securities trading
- Complete any required disclosures related to your personal securities trading activities in accordance with our **Personal Trading Policy**
- Report any concerns pertaining to Insider Trading to the Ethics & Compliance Office

WATCH OUT FOR:

- Trading activity that takes place around the same time as a significant announcement concerning that company
- Discussing with family, friends or associates confidential information related to a company that is listed on a publicly traded exchange

INTERNATIONAL TRADE

We follow applicable laws, rules and regulations regarding imports and exports, as well as countries, entities and people under restriction

What to Know:

- International sanctions are restrictions imposed by countries or international organizations, such as the United Nations, to influence the conduct of other countries or organizations. Sanctions may restrict business dealings within particular countries, or with particular persons, entities, or organizations
- Most countries have laws regulating imports and exports, which require accurate and complete documentation. The laws control the distribution and use of certain goods, services, or information
- International trade control laws are expansive in scope. They define export and import broadly and may include transfers made electronically, by traditional shipping methods, during discussions, or during visits to a facility. They also capture goods, services, and information that might not seem obviously related to the respective law
- Failure to comply with international sanctions and trade control laws could impact us severely

What to Do:

- Comply with international trade regulations and restrictions in jurisdictions that apply to your business in accordance with our **International Trade Controls Policy**
- Consider sanctions risks as part of your assessment of business opportunities and Business Partners
- Obtain internal approvals before undertaking a transaction in which trade restrictions might apply, such as with individuals or in countries that appear on sanctions lists
- Maintain records of all import and export transactions, including purchase orders, contracts, invoices and payment records
- Report any concerns pertaining to International Trade to the Ethics & Compliance Office

WATCH OUT FOR:

- Business in new countries, particularly countries that are subject to international trade restrictions or sanctions programs

INTELLECTUAL PROPERTY, FAIR COMPETITION & COMMERCIAL INFORMATION

We use and gather commercial information fairly, respect intellectual property (IP) rights and promote fair competition

What to Know:

- IP laws protect certain information in the public domain, such as trademarks and patents, as well as some proprietary information, such as business plans and trade secrets
- Antitrust and competition laws prohibit certain agreements between, or information sharing among, competitors or businesses within the same supply chain. They also impose onerous disclosure requirements in connection with certain types of agreements
- Legitimate sources of competitive information include such things as publicly available literature and industry publications
- Gathering information about competitors by theft, misrepresentation, eavesdropping, inducement or similarly illegitimate means is never acceptable

What to Do:

- Respect the IP rights of others and protect our own IP within the M42 Group
- Do not enter into any discussions with competitors to exchange or share sensitive, competitive or Material Confidential Information, such as profits or market share
- Only collect and use information in a lawful manner
- Involve Legal & Governance when negotiating agreements to ensure they are consistent with competition laws and that all necessary disclosures are made
- Report any concerns pertaining to IP, Fair Competition or Commercial Information to Legal & Governance

WATCH OUT FOR:

- Discussions at meetings or industry events where any competitor attempts to discuss competitive information
- Internal discussions regarding market share or of a desire to dominate a particular market
- Use of trademarked names or patented technology not belonging to us, without knowing whether appropriate licensing agreements are in place

INFORMATION

- Confidentiality & Data Privacy
- Information Management & Communications
- Information Technology

CONFIDENTIALITY & DATA PRIVACY

We recognize the critical role of confidentiality in an information-based world and we protect sensitive, confidential and Material Confidential Information both when it is our own and when we act as stewards of others' information

What to Know:

- Much of the information we encounter in our jobs may be confidential to varying degrees. Properly managing that information is a core responsibility we all share
- Mismanagement or misuse of sensitive, confidential or Material Confidential Information such as insider trading, breach of data privacy laws, unlawful anti-competitive agreements, or intellectual property law violations can result in potentially serious consequences, including criminal penalties
- **Personal Data** receives special protection in many jurisdictions. Those protections limit how we use the information, and where and with whom we can share such information
- We respect the privacy of our colleagues' personal information, and limit access to personal records to those with appropriate authorization

What to Do:

- Safeguard confidential information in your possession, whether it belongs to us or a third party
- Ensure appropriate legal and logistical protections are in place before you accept confidential information from anyone outside the M42 Group or share any Personal Data or non-public information internally or externally
- Protect all forms of Personal Data in your possession in accordance with our **Data Privacy Policy**
- Report any concerns relating to Confidentiality & Data Privacy to the Ethics & Compliance Office

WATCH OUT FOR:

- Discussing confidential information with third parties in the absence of a non-disclosure agreement
- Transferring Personal Data, including collections of data that may include names and email addresses, between companies or across borders

INFORMATION MANAGEMENT & COMMUNICATIONS

We observe the necessary standards for information management and release communications only after vetting them with appropriate stakeholders

What to Know:

- "Document" is broadly defined and includes hardcopy and electronic records and communications, such as e-mail
- Many documents are subject to regulations that require their retention for a prescribed period of time
- Documents must receive appropriate confidentiality treatment and should be disposed of at the appropriate time
- External communications on behalf of the M42 Group must be accurate, timely, and fully coordinated with and approved by internal stakeholders before release

What to Do:

- Know which documents you have that must be retained, and for how long, and maintain them accordingly
- Do not dispose of any records that are subject to a legal hold notice, even if beyond the required retention period
- Know which of your communications on behalf of the M42 Group require authorization. Do not release such communications without obtaining the necessary approvals
- Report any concerns pertaining to Information Management & Communications to the Ethics & Compliance Office

WATCH OUT FOR:

- Discussing with family, friends or associates confidential information related to a company that is listed on a publicly traded exchange

INFORMATION TECHNOLOGY

The hardware, software, data, and networks that comprise our information technology (IT) resources are critical assets, and we are mindful of the prominent role of cybersecurity in today's global business environment

What to Know:

- Communications made using our IT assets, such as a computer, telephone, mobile device, SIM card, e-mail account, network or other electronic resource, and the information stored on them, are company property
- Where legally permitted, we may record communications and monitor activity across our IT assets to ensure those assets are used lawfully and in accordance with our policies and procedures
- E-mail communications, in particular, are often critical evidence in investigations and litigation
- Cyber attacks are a primary risk for businesses globally, and preventing them requires heightened awareness and vigilance by us all

What to Do:

- Use your IT assets properly, whether those devices are our IT assets or your personal devices used for business purposes
- Any personal use of our IT assets should be kept to a minimum. Never use our IT assets to engage in communications or access material or websites that are offensive, illegal, or obscene
- Protect our IT assets, the information they contain, and passwords from theft or unauthorized access
- Take proactive measures to protect our IT assets by flagging phishing links, screening external storage devices, and attending cyber security training and awareness sessions
- Report any concerns pertaining to Information Technology to the Ethics & Compliance Office

WATCH OUT FOR:

- Emails, text messages or other electronic communications that contain suspicious information, inappropriate content, or solicitations from unknown sources
- Inappropriate use of social media websites that could cause reputational harm to the M42 Group through association or disclosure of any confidential information through such mediums

CONFLICTS OF INTEREST POLICY

POLICY SUMMARY

A **Conflict of Interest** arises when personal interests conflict with the interests of the **M42 Group**, or when judgement or decision-making is inappropriately influenced by outside interests.

Such **Conflicts** are either existing (actual), a situation that could result in a Conflict (potential), or a situation that could appear to be a Conflict but in fact is not (perceived).

You owe a primary duty to the M42 Group to advance its legitimate interests and not to advance your own personal interests at the expense of the M42 Group.

This Policy provides guidance to assist you in recognizing possible Conflict of Interest situations and on reporting them to the **Ethics & Compliance Office**.

Applicability & Consequences:

This Policy applies to the M42 Group and to **M42 Group Personnel**. Those who fail to uphold the provisions and the spirit of this Policy put themselves, their colleagues, and the M42 Group at risk of fines, penalties, civil and/or criminal liability, and reputational damage. They may also be personally subject to disciplinary action, up to and including loss of employment.

We reserve the right, at our sole discretion, to disclose information about violations of law to relevant authorities.

Assets may establish standards that are stricter than this Policy. Any exceptions to or deviations from this Policy must be submitted to the Ethics & Compliance Office.

Your Responsibilities:

- Follow applicable laws and regulations
- Uphold our commitment to always do what is right
- Demonstrate ethics, integrity, and accountability at all times and expect the same from others
- Understand and comply with the requirements of this Policy, the **M42 Group Code of Ethics**, other Ethics & Compliance Policies, and any **Division/Sector** or Asset policies or procedures in relation to this Policy
- Provide appropriate resources and support to ensure the successful implementation of this Policy
- Complete assigned training relating to this Policy

Questions & Reporting Violations:

Refer in good faith any questions, concerns, or any known or suspected violations of this Policy to the Ethics & Compliance Office through the Contact Us section available above.

Retaliation for good-faith reporting is not tolerated. Those who engage in retaliatory conduct will be subject to disciplinary action.

POLICY REQUIREMENTS

You must be free from Conflicts that could adversely influence your judgement, objectivity, or loyalty in conducting business activities and assignments for the M42 Group. It is important that you maintain personal credibility by avoiding any activity that would bring into question your objectivity or loyalty to the M42 Group.

You should not threaten or retaliate against anyone who refuses to engage in activity prohibited by this Policy, or who raise concerns about possible wrongdoing under this Policy – even if we lose business or otherwise suffer a business disadvantage.

1. Conflicts of Interest Categories

Conflicts arise in many different ways, and the appearance or perception of a Conflict can often do as much harm as the actual existence of a Conflict. The following scenarios identify situations that you may face and must be disclosed as potential, actual or perceived Conflicts.

It is not possible to list every possible Conflict situation, so it is important that you seek advice from the Ethics & Compliance Office for any help and support you may need.

a. Financial Interest in an Outside Concern

i. Having a **Financial Interest** in a third party, competitor, supplier, affiliate or customer of the M42 Group or in an **Outside Concern** where you could personally affect the M42 Group's business with that Outside Concern

ii. Having a Financial Interest of 1% or more of a publicly-traded company within the M42 Group portfolio of investments

b. Holding a Position as Officer or Director in an Outside Concern

i. Civic Organizations: Your support of a **Civic Organization**, or contributions of M42 Group time and resources to it, can result in a Conflict even where no personal gain or economic interest is involved. You must disclose such arrangements and ensure that due diligence has been conducted to understand your legal and fiduciary liabilities and responsibilities

ii. Government Entities: If you are asked to serve as an **Officer** or Director of a **Government Entity**, you must disclose any such requests prior to accepting them to ensure that your appointment will not appear to conflict with your obligations to the M42 Group

iii. Commercial organizations: Having a position of Officer, Director, or other management position in an Outside Concern must be disclosed if the organization is a competitor to, conducts business with, or seeks to conduct business with the M42 Group

iv. Advisory Boards: Serving on an **Advisory Board** or "user group" for an Outside Concern must be disclosed because it may create the impression that you are being rewarded for granting business to the Outside Concern or that it is attempting to influence your decisions made in relation to the M42 Group

c. Other Associations with Outside Concerns

i. Local sponsors or national services agents: You must disclose any Outside Concerns you sponsor, directly or indirectly, if they do business with or seek to do business with the M42 Group

ii. Other services for an Outside Concern: You must disclose services or support provided to an Outside Concern if such activities could impact the proper performance of your duties for the M42 Group – including conflict of

time commitments or potential conflict for reputational harm to the M42 Group

iii. Existing holdings in Securities: If you are involved in a proposed **Securities** transaction on behalf of the M42 Group and you have existing holdings in these Securities, you must complete a Conflict of Interest Disclosure. This requirement will not apply if you are subject to stricter personal trading disclosure rules. Please refer to the **Personal Trading Policy** for further information.

d. Employment

i. Employment of a **Related Person** at the M42 Group

ii. Making decisions or being in a position to have direct authority or influence over the hiring, promotion, salary and financial and/or procurement decisions of a Related Person

iii. Having a Related Person employed by an entity seeking to do or doing business with the M42 Group

iv. Taking any outside employment, including a part-time job, or providing consulting services to any entity or acting as an independent consultant, whether the entity is doing or seeking to do business with or competing against the M42 Group

v. Using M42 Group facilities, equipment, IT resources, and time for part-time employment or other outside consulting or business activities

e. Family Members, Friends & Other Personal Relationships (Related Persons)

i. Directing M42 Group associated business to any entity that is owned, sponsored, or managed by a Related Person

ii. Using M42 Group equipment, resources, or materials for a business owned or sponsored by a Related Person

iii. Any relationship that may create a Conflict with your M42 Group responsibilities or compromise M42 Group interests, for example a romantic relationship with a supplier, vendor, consultant, agent, line manager and/or subordinate or any party doing business with or for the M42 Group

f. Use of Confidential Information or M42 Group Resources

Confidential Information belonging to us or managed by us for customers, suppliers, partners, and employees must be adequately protected and managed. Similarly, our equipment, technology, and resources must be secured and used appropriately. You must avoid any Conflict of Interest resulting from the following:

i. Use of M42 Group Confidential Information in an Outside Concern

ii. Using M42 Group facilities, equipment, IT resources, and time for part-time employment or other outside consulting or business activities

iii. Misuse of M42 Group resources, your position, or influence to promote or assist an Outside Concern

iv. Mishandling of competitive Confidential Information to gain personal benefit

g. Procurement

i. If you are referring a supplier and/or asked

to participate in the review, selection, award, and/or administration of a contract where there may be an actual, potential or perceived Conflict of Interest with a supplier, bidder or interested party

ii. Soliciting our suppliers, customers, or other business relationships that may be associated with the M42 Group for donations to a charity or Civic Organization in which you are personally involved must be disclosed and approved before any such approach or request is made

2. Conflicts of Interest Disclosure Process

To enable us to manage situations that may arise in respect to business and personal Conflicts, you are required to disclose actual, potential and/or perceived Conflicts to the Ethics & Compliance Office by completing the Conflict of Interest Disclosure Form. The form is available on the Ethics & Compliance Office extranet and you must submit the form to the Ethics & Compliance Office.

As part of the annual Code of Ethics acknowledgement you will also be required to submit a declaration confirming that you have disclosed any and all Conflicts.

When a Conflict is disclosed, the Ethics & Compliance Office will review the disclosure and consult with your line manager and/or **Business Leader** to determine the appropriate course of action. The Ethics & Compliance Office will then inform you whether the situation is considered a Conflict, and, if so, whether it is one that can be managed. If your situation presents a manageable Conflict, you will be advised on how to manage it, including specific recommendations and actions that you must follow. It also may be necessary to engage other stakeholders depending upon the type of disclosure.

A disclosure may be rejected if the situation is unmanageable. If you delayed or neglected submitting or updating a disclosure or breached any associated condition, the disclosure may also be rejected and you may be subject to disciplinary action.

The disclosure request is not considered closed until a final response from the Ethics & Compliance Office is provided. You are also required to notify the Ethics & Compliance Office of any changes or updates to any initial Conflict of Interest disclosure(s).

ANTI-BRIBERY & CORRUPTION POLICY

POLICY SUMMARY

We are committed to conducting business in accordance with the highest ethical standards and prohibit all forms of **Bribery** and **Corruption**. Bribery and Corruption are illegal worldwide and may take various forms: from the obvious (e.g., cash bribes) to the subtle (e.g., job offers, commissions, lavish hospitality, etc.). Subtle forms of Bribery and Corruption often sit in grey areas. For instance, not every job offer is a **Bribe**, and not every commission is a corrupt payment – but they could be.

This Policy sets out guidance on how to prevent improper payments and to help provide a structure to ensure accurate reporting of all payments under applicable Anti-Bribery and Corruption laws.

In summary, you:

- Are prohibited from offering or receiving Bribes, a **Facilitating Payment** or any other form of improper payment
- May participate in legitimate business activities, such as receiving and offering **Gifts**, **Entertainment** & **Meals**, **Sponsored Travel & Hospitality** and **Sponsorships** – so long as they comply with this Policy
- Must request pre-approval from your **Business Leader** and the **Ethics & Compliance Office** for activities covered by this Policy, in accordance with the relevant thresholds as follows:

Pre-approval requirements (giving to / receiving from)			
	Government Official/Entity	**Commercial Entity**	**M42 Group**
Gifts	Any value	>= AED 550 (USD 150) per person/per event	No approval needed
Entertainment & Meals	Any value	>= AED 550 (USD 150) per person/per event	No approval needed
Sponsored Travel & Hospitality	Any value	Any value	No approval needed
Sponsorships	Any value	Any value	No approval needed

- Must take reasonable and appropriate steps in relation to **Business Partners** to ensure their compliance with applicable anti-bribery and corruption laws
- Must refer to relevant policies for activities, such as **Charitable Donations**, not covered by this Policy
- Should report any Bribery, Corruption, **Fraud**, illegal, unethical or unacceptable conduct that may violate this Policy at the earliest possible opportunity

This Policy is to be used in conjunction with the **M42 Group Code of Ethics** and any other relevant M42 Group or local policies.

Applicability & Consequences:

This Policy applies to the M42 Group and to **M42 Group Personnel**. Those who fail to uphold the provisions and the spirit of this Policy put themselves, their colleagues, and the M42 Group at risk of fines, penalties, civil and/or criminal liability, and reputational damage. They may also be personally subject to disciplinary action, up to and including loss of employment.

We reserve the right, at our sole discretion, to disclose information about violations of law to relevant authorities.

Assets may establish standards that are stricter than this Policy. Any exceptions to or deviations from this Policy must be submitted to the Ethics & Compliance Office.

Your Responsibilities:

- Follow applicable laws and regulations
- Uphold our commitment to always do what is right
- Demonstrate ethics, integrity, and accountability at all times and expect the same from others
- Understand and comply with the requirements of this Policy, the **M42 Group Code of Ethics**, other Ethics & Compliance Policies, and any **Division/Sector** or Asset policies or procedures in relation to this Policy
- Provide appropriate resources and support to ensure the successful implementation of this Policy
- Complete assigned training relating to this Policy

Questions & Reporting Violations:

Refer in good faith any questions, concerns, or any known or suspected violations of this Policy to the Ethics & Compliance Office through the Contact Us section available above.

Retaliation for good-faith reporting is not tolerated. Those who engage in retaliatory conduct will be subject to disciplinary action.

POLICY REQUIREMENTS

You are prohibited from offering, providing, promising a Bribe and will not be penalized for refusing to pay or accept a Bribe.

You cannot offer or receive a Facilitating Payment or any other form of improper payment.

You should report instances of attempted or suspected Bribery and Corruption immediately to the Ethics & Compliance Office.

Subject to the requirements in this Policy, you may engage in legitimate business activities such as giving and/or receiving Gifts, Entertainment & Meals, Sponsored Travel & Hospitality and Sponsorships.

You should not threaten or retaliate against anyone who refuses to engage in activity prohibited by this Policy, or who raise concerns about possible wrongdoing under this Policy – even if we lose business or otherwise suffer a business disadvantage.

1. General Requirements

Any Gift, Entertainment & Meal, Sponsored Travel & Hospitality or Sponsorship:

a. Must be directly related to M42 Group business, for a legitimate business purpose, of a value and nature that is customary in the particular industry and location, not lavish or extravagant, and otherwise appropriate and proportionate

b. Must not be used as a tool to improperly influence or appear to influence you or anyone else or have the intention of improperly obtaining or retaining business or any business advantage

c. Must not be construed or viewed reasonably as a Bribe

d. Must not be received or offered at a time where it will create an actual or perceived **Conflict of Interest**. For example, receiving a Gift from a bidder during a tender process that you are evaluating is prohibited

e. Must not be received from or offered to a party who has a reputation for impropriety, unethical, or illegal conduct

f. Must not include personal discounts, preferential stock options, or other benefits from suppliers, service providers, competitors, customers, or other third parties that are not available to the general public or to other M42 Group Personnel

g. Must not violate any law, regulation, or applicable policy in place at the offeror's or recipient's organization. It is your responsibility to check

h. Must not embarrass you or the M42 Group if any aspect of the exchange (including the value, nature, venue and identity of any fellow guests, etc.) were to be disclosed to the public

i. Must involve the Ethics & Compliance Office when a decision is made to return or reject any Gift, Entertainment & Meal, Sponsored Travel & Hospitality or Sponsorship. The Ethics & Compliance Office will deal with the return to the offeror through appropriate channels

j. Must not be offered or received by you directly or indirectly (for example, via a **Family Member** or another person)

You must disclose if asked to speak at events or conferences, conduct lectures, or provide educational workshops, as these may attract attendance fees, Gifts, Entertainment and Meals etc. Participation in these events must also be notified to your Communications representative in accordance with the M42 Communications Policies.

Blanket approvals are discouraged. If there is a strong business need for offering fixed entertainment or meals through a blanket approval you must request approval from the Ethics & Compliance Office.

When given, any Gift, Entertainment & Meal, Sponsored Travel & Hospitality or Sponsorship must be accurately and timely recorded in the relevant books, records and accounts in accordance with applicable legal and accounting requirements. Your expense receipts must accurately reflect the date, value, nature, recipient(s), attendee(s), and venue.

Where applicable, Gifts, Entertainment & Meals, Sponsored Travel & Hospitality or Sponsorship must be pre-approved by your Business Leader and the Ethics & Compliance Office in accordance with this Policy.

2. Gifts

- Gifts must not consist of cash or a cash equivalent (e.g., vouchers, gift cards, etc.)
- No Gift (of any kind or value, even customary) may be offered or provided by M42 Group Personnel or the M42 Group to any Emirate of Abu Dhabi Government Entity and/or Abu Dhabi Government Official on a **Public Occasion**. No approvals will be provided for such Gifts
- Outside Public Occasions, during meetings and official visits, token Gifts may be provided to an Emirate of Abu Dhabi Government Entity and/or Abu Dhabi Government Official. The token Gifts must be branded (where possible), inexpensive, appropriate to the occasion, and pre-approved by the Ethics & Compliance Office
- Gifts must not consist of a Charitable Donation or donation to a political party
- Gifts – where possible – should incorporate an appropriate company logo to demonstrate the business purpose of the Gift and limit transferability
- Corporate VIP Gifts must be obtained from the relevant Communications function and approved by the Ethics & Compliance Office
- If the value threshold below is met, you must obtain approval from your Business Leader and the Ethics & Compliance Office before purchasing, offering, or receiving a Gift. In cases of demonstrable emergency where pre-approval is not possible, you must seek and obtain approval as soon as possible after the fact:

Pre-approval requirements (giving to / receiving from)

	Government Official/Entity	Commercial Entity	M42 Group
Gifts	Any value	>= AED 550 (USD 150) per person/per event	No approval needed

3. Entertainment & Meals

- At least one representative from the offeror and recipient organization must be present and together at the Entertainment or Meal for the duration of the event
- When offering or providing Entertainment or a Meal, all costs must have been or will be, to the extent possible, paid for directly by the offeror, rather than advanced or reimbursed to the recipient
- Ensure that you follow your internal policies and guidelines for reimbursement of alcoholic beverages, if they are served during business meals
- Unless required by law, regulation or contract, we do not provide per diems or reimbursement to non-M42 Group Personnel. Additionally, you should not receive reimbursements or per diems from outside the M42 Group unless pre-approved by the Ethics & Compliance Office
- If the value threshold below is met, you must obtain approval from your Business Leader and the Ethics & Compliance Office before offering or receiving Entertainment or a Meal. In cases where pre-approval is not possible, you must seek and obtain approval as soon as possible after the event:

Pre-approval requirements (giving to / receiving from)

	Government Official/Entity	Commercial Entity	M42 Group
Entertainment & Meals	Any value	>= AED 550 (USD 150) per person/per event	No approval needed

4. Sponsored Travel & Hospitality

- The trip must be directly related to a legitimate business purpose
- The duration must not exceed what is needed for the purpose of the trip, unless additional time is on your personal account
- The duration of the trip should be taken as official leave in the relevant attendance tracking system
- Expenses must be limited to those necessary to carry out the purpose of the trip
- Costs associated with the trip should be directly paid by the offeror to the third-party provider and not paid for or reimbursed to the recipient. In situations where this is not possible, company or entity accounts should be used for the payment of expenses. It is prohibited to reimburse expenses from personal accounts. All payments should be accounted for and invoices/receipts should be issued/received
- Regardless of value, you must obtain approval from your Business Leader and the Ethics & Compliance Office before offering or receiving any Sponsored Travel & Hospitality of any amount. In cases where pre-approval is not possible, you must seek and obtain approval as soon as possible after the fact

5. Sponsorships

- If you are approached by any party that invites the M42 Group to sponsor an event, direct that party to your Communications function, which manages Sponsorship requests
- Sponsorships must be aligned with business strategy and approved by your Business Leader, Communications function, and the Ethics & Compliance Office
- Sponsorships offered or given by the M42 Group should preferably be offered to organizations rather than to individuals
- All Sponsorships must be formalized in a legal agreement detailing the business benefit for the M42 Group in exchange for providing the Sponsorship. Legal & Governance must be involved to ensure that an appropriate agreement is used
- Each offer or receipt of Sponsorship must be pre-approved, regardless of value, by your Business Leader, the Ethics & Compliance Office and the appropriate Communications function

6. Pre-approval process

Where pre-approval from the Ethics & Compliance Office is required by this Policy:

- Follow your internal approval process before seeking pre-approval from the Ethics & Compliance Office
- Follow the instructions and complete the appropriate pre-approval form. Approval forms are available on the Ethics & Compliance Office extranet. Submit the form to the Ethics & Compliance Office

7. Other activities not covered by this Policy

- Charitable Donations are managed and approved by M42 Group Communications
- Certain sectors or industries, such as the healthcare sector, deal with unique activities that require specific policies to manage situations that may also be covered by this Policy (e.g., Gifts from patients)

8. Business Partners

- Business Partners that violate applicable anti-bribery and corruption laws can put the M42 Group at risk of reputational damage, fines, and penalties.

  It is therefore our duty to undertake the following:

a. Conduct appropriate risk-based **Due Diligence** on Business Partners and exercise appropriate, ongoing monitoring of them. Refer to the **Business Partner Due Diligence Policy** for further information and requirements

b. Include appropriate provisions in contracts with and/or obtain certifications from Business Partners that commit them to comply with applicable Anti-Bribery and Corruption laws

c. Conduct Anti-Bribery and Corruption training for or with a Business Partner, when appropriate

d. Provide the Business Partner with the **Business Partner Code of Conduct** and seek assurance that the Business Partner will comply

BUSINESS PARTNER DUE DILIGENCE POLICY

POLICY SUMMARY

This Policy sets forth minimum expectations for Business Partner Due Diligence, such that we only do business with **Business Partners** who meet our standards in relation to ethics and compliance, and have a shared commitment to abiding by applicable laws. This responsibility for another's conduct may lead to fines, loss of necessary operating authorizations, restrictions on government contracts, and other legal penalties. In addition, the conduct of a Business Partner may impact (positively or negatively) on our reputation.

To manage these Business Partner-related ethical, compliance and legal risks, we must conduct appropriate, risk-based **Due Diligence**. The appropriate level of Due Diligence must be established by each **Division/Sector** or **Asset**, working with their respective procurement or other functions, to reflect its specific needs, business activities, relationships with – and types of – Business Partners.

Due Diligence is the process undertaken to assess risk by gathering, analyzing, managing, and monitoring information about a potential Business Partner. It includes checking the legitimacy and background of Business Partners before they commence a business relationship with the **M42 Group** and monitoring them throughout the course of that relationship.

Due Diligence risks are separate from commercial, operational, financial or other risks that are managed through other processes, e.g., supply chain and procurement or financial credit worthiness. Nonetheless, the Business Partner Due Diligence process amay (and sometimes should) be incorporated into already existing processes and procedures established by a Division/Sector or Asset.

In addition, **Anti-Money Laundering (AML)** and **Counter Terrorist Financing (CTF)** laws and regulations may require Due Diligence on customers to identify and mitigate AML/CTF risks and, where appropriate, reporting suspicious transactions to relevant authorities.

This Policy is to be used in conjunction with the M42 Group Code of Ethics and any other relevant M42 Group or local policies.

Applicability & Consequences:

This Policy applies to the M42 Group and to **M42 Group Personnel**. Those who fail to uphold the provisions and the spirit of this Policy put themselves, their colleagues, and the M42 Group at risk of fines, penalties, civil and/or criminal liability, and reputational damage. They may also be personally subject to disciplinary action, up to and including loss of employment.

We reserve the right, at our sole discretion, to disclose information about violations of law to relevant authorities.

Assets may establish standards that are stricter than this Policy. Any exceptions to or deviations from this Policy must be submitted to the **Ethics & Compliance Office**.

Your Responsibilities:

- Follow applicable laws and regulations
- Uphold our commitment to always do what is right
- Demonstrate ethics, integrity, and accountability at all times and expect the same from others
- Understand and comply with the requirements of this Policy, the **M42 Group Code of Ethics**, other Ethics & Compliance Policies, and any Division/Sector or Asset policies or procedures in relation to this Policy
- Provide appropriate resources and support to ensure the successful implementation of this Policy
- Complete assigned training relating to this Policy

Questions & Reporting Violations:

Refer in good faith any questions, concerns, or any known or suspected violations of this Policy to the Ethics & Compliance Office through the Contact Us section available above.

Retaliation for good-faith reporting is not tolerated. Those who engage in retaliatory conduct will be subject to disciplinary action.

POLICY REQUIREMENTS

The steps below will help ensure that we select Business Partners that reflect our values and maintain our integrity and reputation:

- Written process for engaging Business Partners
- Identification of Business Partners
- Assessment of commercial needs (not covered by this Policy)
- Risk-based documented Due Diligence
- Formal engagement with each Business Partner (e.g., a written contract)
- Monitoring and auditing of relationship with Business Partner
- Financial controls to ensure that payments are received from or made to the engaged Business Partner and that payments are earned and legitimate

We must ensure that appropriate, risk-based Due Diligence is conducted. In operational terms, this means making appropriate inquiries to determine whether an existing or prospective Business Partner is honest and can be reasonably expected to refrain from corruption and/or improper conduct.

You should not threaten or retaliate against anyone who refuses to engage in activity prohibited by this Policy, or who raise concerns about possible wrongdoing under this Policy – even if we lose business or otherwise suffer a business disadvantage.

1. **Identify Your Business Partners**

   The first step is for you to identify your current Business Partners. For guidance, Business Partners generally fall into one of the following categories:

   - **Agent/Commercial Intermediary:** An individual or organization authorized to act for or on behalf of, or to otherwise represent, another organization in furtherance of its business interests. Agents may be categorized into the following two types: sales agents (e.g., those needed to win a contract) and process agents (e.g., those who help obtain visas, permits, licences etc.)
   - **Advisor and other intermediary:** An individual or organization providing services and/or advice by representing an organization towards another person, business and/or **Government Official** (e.g., legal, tax, financial advisor or consultant)
   - **Contractor:** A non-controlled individual or organization that provides goods or services to an organization under a contract. A subcontractor is an individual or organization that is hired by a contractor to perform a specific task as part of the overall project
   - **Supplier/vendor:** An individual or organization that supplies products or services to another organization
   - **Service provider:** An individual or organization that provides another organization with functional support (e.g., communications, logistics, storage, processing services)
   - **Joint venture partner:** An individual or organization which has entered into a business agreement with another individual or organization (and possibly other parties) to establish a new business entity and to manage its assets
   - **Consortium partner:** An individual or organization which is pooling its resources with another organization (and possibly other parties) for achieving a common goal. In a consortium, each participant retains its separate legal status
   - **Customer:** The recipient of a purchased product, service, or idea

2. Business Partner Justification

The process of justifying Business Partners is beyond the scope of this Policy. Nevertheless, a justification generally will assess, for example, whether a particular Business Partner fulfils a business need, is qualified, is not unnecessarily duplicative, and is financially sound. The **Relationship** or **Account Owner** must ensure the appointment of a Business Partner complies with any applicable Delegation of Authority, legal and procurement requirements. Once the commercial need for a Business Partner has been established, the Due Diligence process begins.

3. Risk Assessment

You must assess the level of risk posed by each Business Partner relationship. This risk assessment then establishes the appropriate level of Due Diligence that should be conducted such that you are comfortable that they will not present an unmitigated or unreasonable legal, commercial, or reputational risk.

4. Conducting Due Diligence

Once the level of risk has been determined, appropriate risk-based Due Diligence must be performed. This may be done using manual processes or procedures or by using automated systems and processes that are available. The Relationship or Account Owner is responsible for ensuring that appropriate risk-based Due Diligence is conducted and for managing the Due Diligence process.

Initial risk indicators to consider may, for illustration, include:

- Geographical location where services/products are being provided or where the Business Partner has its place of business
- Industry in which the services are being provided
- Background and identity of Business Partner's beneficial owners and shareholders
- The Business Partner's connection or interaction with Government Officials or entities
- Compensation structure for payment (including proposed or actual spend)
- The process for selection of the Business Partner

There are generally three levels of Due Diligence: Low, Medium, and High. The chart below describes each level of Due Diligence in very broad terms; each successive level includes the preceding steps:

Basic/Low	Medium	High
• Restricted Party screening	• Company profile and history	• Financial assessment
• Basic company information collection	• Litigation and criminal records	• Interview information sources
• Internet and media research	• Public records research	• Potential in-person site visits and/or interviews

For Low-risk Business Partners, basic information together with **Restricted Party** screening may be sufficient Due Diligence. For High-risk Business Partners the greater the risk, the greater the scrutiny should be and will require you to:

- Be familiar with the nature of the Business Partner's activities
- Identify the source of or use of funds
- Identify **Politically Exposed Persons (PEPs)** in a transaction or relationship
- Investigate and mitigate, where possible, red flags
- Request High-risk Business Partners to provide additional information to safeguard against **Money Laundering** and **Terrorist Financing**

- Know and verify the true identity of Business Partners using reliable and independent sources, documents, data or information
- Identify and verify the beneficial owners of Business Partners, including ownership and control structures

It is very important to factor in the time necessary to conduct appropriate Due Diligence. Lack of time is not an excuse for not doing so.

Higher levels of Due Diligence – known as enhanced Due Diligence - may be performed/managed by the Relationship or Account Owner or outsourced to a specialized Due Diligence service provider. We have agreements in place with several enhanced Due Diligence service providers. Please contact the Ethics & Compliance Office for further information regarding the service providers and service levels for enhanced Due Diligence options.

Once Due Diligence is complete, an appropriate person (e.g., an appointed member of procurement or other function, Legal & Governance or Ethics & Compliance) within the Division/Sector or Asset should review the Due Diligence results, provide recommendations and/or conditions, and sign off on the Due Diligence. To maintain the integrity of the process and segregation of duties, Due Diligence should be approved by someone other than the Relationship or Account Owner.

If another Asset or Division/Sector has conducted Due Diligence on a particular Business Partner, it is not necessary for Due Diligence to be repeated, provided the previous Due Diligence report or information is available, the Due Diligence already conducted is appropriate, relevant and risk-based for the subsequent relationship, and is no more than 12 months old.

5. Red Flags

Throughout the Due Diligence process, you should be aware of red flags. The presence of a red flag is not a prohibition on the relationship or Business Partner. Rather, a red flag may offer a suggestion or indication of possible risk and that some form of additional or enhanced Due Diligence and/or risk mitigation (e.g., contract terms, representations, warranties, etc.) may be required.

The following is a list of possible Due Diligence red flags. This list is illustrative and is not intended to be comprehensive. Good judgment is also required. If/when you encounter a red flag, consider how to mitigate possible risks and whether additional Due Diligence is warranted. If it is not practical or feasible to mitigate the possible risk, determine whether the relationship with the Business Partner should be terminated or no longer be considered.

Any red flags that are detected during the Due Diligence process should be mitigated or resolved prior to engaging with the Business Partner. Some potential red flags could include:

- The Business Partner appears to lack sufficient experience, capability, or qualified staff to perform the work for which it is being engaged (based upon the scope of work and business justification, years in business, staffing levels, sector, geography, etc.)
- The Business Partner has no physical presence in the country in which the work is to be performed
- The Business Partner is reluctant to provide requested information or references without a reasonable explanation, or the references provided raise a concern
- A Government Official – especially one with decision-making authority or influence – steered you to, recommended, or encouraged the use of the Business Partner.

- The Business Partner is owned by a PEP, Government Official or a relative of a Government Official
- The Business Partner claims that they can secure the deal because they know the right people or are able to "take care" of someone or red tape
- The Business Partner, or a principal of the Business Partner, has been charged with, or convicted of, violations of anti-bribery, corruption, or Government procurement laws
- There are indirect or unusual payment or billing procedures, or the Business Partner's fee is unusually high or exceeds the normal, arm's length amount

If you have questions about any red flag contact the Ethics & Compliance Office.

6. AML/CTF Due Diligence

Appropriate risk-based Due Diligence may also include assessing AML/CTF risks. You are strictly prohibited from engaging in and/or facilitating Money Laundering or Terrorist Financing. To that end, we cannot conduct business with an anonymous or fictitious company or with any Business Partner with unclear identification or business activities.

Risk-based AML/CTF Due Diligence on a Business Partner requires you to:

- Know and verify the true identity of Business Partners using reliable and independent sources, documents, data or information
- Identify and verify the beneficial owners of Business Partners, including ownership and control structures

The following is an illustrative (but not exhaustive) list of AML/CTF red flags:

- Methods or volumes of payment are not consistent with our payment policies or contract or are not ordinarily used in your business, e.g., payments with cash, money orders, traveller's cheques, or multiple instruments or payments from unrelated third parties
- Orders or purchases that are inconsistent with the Business Partner's trade or business (e.g., sophisticated integrated circuits purchased by a bakery)
- Payments to or from third parties or through countries that have no apparent connection with the transaction
- Payment instructions where there is a variation between the bank account name, the signatory, and the Business Partner legal entity
- Payments to or from countries considered to be tax havens or offshore jurisdictions or considered high risk for Money Laundering or Terrorist Financing
- Overpayment followed by directions to refund payment
- A Business Partner with beneficial owner(s) that cannot be identified or reluctance to provide information about the beneficial owner(s)

If you have any questions about AML/CTF Due Diligence, red flags, reporting requirements, risk mitigation, or any other AML/CTF matter please contact the Ethics & Compliance Office.

7. Formal Engagement

Upon successful completion of appropriate, risk-based Due Diligence, the relationship with the Business Partner should be formalized. Ordinarily, this will be in the form of a contract or purchase order.

When formalizing the arrangement, the following should be considered:

- Scope of work and deliverables: Be specific and link payments to deliverables

- Formality: The Relationship or Account Owner should work closely with Legal & Governance to ensure that relevant clauses and appropriate provisions are included in the formal engagement, including references to our **M42 Group Code of Ethics** and our **Business Partner Code of Conduct**

8. Monitoring

The Due Diligence process does not end with formalizing the Business Partner relationship. Business Partners continue to present risk throughout the relationship. Therefore, it is important for the Relationship or Account Owner to continuously monitor the Business Partner relationship. As changes to the relationship occur, a new risk assessment and/or additional or repeat Due Diligence may be required.

Relationship changes that may trigger new or renewed Due Diligence may include a change in:

- Status of the geography: from a non-sanctioned to a sanctioned country or vice versa
- Size or scope of the relationship
- Type of relationship, e.g., from customer to supplier, from advisor to joint venture partner, etc.
- Ownership and/or control of the Business Partner
- Negative media reports
- Investigation announcement
- Restricted, denied, debarred, etc., party listing

9. Audit

If the Business Partner relationship includes audit rights, it is important for the Relationship or Account Owner to exercise those rights. Establish an appropriate audit schedule for Business Partners for routine audits and triggers for non-routine audits, e.g., unusual payments received or requested; unusual orders; an unexplained increase or decrease in activity etc.

10. Revalidation

The Division/Sector or Asset should revalidate any Business Partner no less frequently than every 36 months from the date of initial review for Low risk Business Partners, 24 months for Medium risk Business Partners and 12 months for High risk Business Partners, even if the contract term is longer, or sooner depending on other factors, e.g., risk, relationship, business practices, etc.

11. Recordkeeping

This Policy requires that the Due Diligence process is documented and that relevant records are retained for the period set forth in the relevant Division/Sector or Asset's record retention policy or practice.

PERSONAL TRADING POLICY

POLICY SUMMARY

This Policy provides guidance to assist you in recognizing market misconduct, how to avoid it, how and when to complete required disclosures related to your personal **Securities** trading activities, and how to report them to the **Ethics & Compliance Office**.

You must not trade, directly or indirectly, in publicly listed Securities while in possession of **Material Confidential Information** about the company underlying those Securities. In addition, you cannot circumvent this Policy by trading Securities indirectly, for example, through a **Related Person**, partnership, trust, etc., or by directing anyone to trade on your behalf.

You are permitted to trade in Securities in your personal capacity as long as you do not violate this Policy or any applicable law or regulation. In addition, you are required to protect Material Confidential Information related to publicly listed Securities and must not engage in **Insider Trading** or **Securities Tipping,** or any other action in violation of applicable laws or regulations.

When we receive Material Confidential Information related to a publicly listed Security, the Security will be classified as a **Restricted Security**, and those having access to such information will be classified as **Restricted Persons**. Material Confidential Information may only be disclosed internally or externally in accordance with this Policy.

Material Confidential Information received as part of your membership of a Board of a publicly listed company must not be disclosed to other **M42 Group Personnel** without pre-approval from the Ethics & Compliance Office. There may be personal trading disclosure and pre-approval requirements external to the **M42 Group** that apply to those who serve as directors of publicly listed companies, and it is your responsibility to understand and comply with those requirements.

This Policy is to be used in conjunction with the **M42 Group Code of Ethics** and any other relevant M42 Group or local policies.

Applicability & Consequences:

This Policy applies to the M42 Group and to M42 Group Personnel. Those who fail to uphold the provisions and the spirit of this Policy put themselves, their colleagues, and the M42 Group at risk of fines, penalties, civil and/or criminal liability, and reputational damage. They may also be personally subject to disciplinary action, up to and including loss of employment.

We reserve the right, at our sole discretion, to disclose information about violations of law to relevant authorities.

Assets may establish standards that are stricter than this Policy. Any exceptions to or deviations from this Policy must be submitted to the Ethics & Compliance Office.

Your Responsibilities:

- Follow applicable laws and regulations
- Uphold our commitment to always do what is right
- Demonstrate ethics, integrity, and accountability at all times and expect the same from others
- Understand and comply with the requirements of this Policy, the **M42 Group Code of Ethics**, other Ethics & Compliance Policies, and any **Division/Sector** or Asset policies or procedures in relation to this Policy
- Provide appropriate resources and support to ensure the successful implementation of this Policy
- Complete assigned training relating to this Policy

Questions & Reporting Violations:

Refer in good faith any questions, concerns, or any known or suspected violations of this Policy to the Ethics & Compliance Office through the Contact Us section available above.

Retaliation for good-faith reporting is not tolerated. Those who engage in retaliatory conduct will be subject to disciplinary action.

POLICY REQUIREMENTS

1. **Prohibition on Insider Trading & Securities Tipping**

   Trading in publicly listed Securities, while in possession of Material Confidential Information concerning those Securities, is illegal. Information is "material" if there is a substantial likelihood that a reasonable investor would consider it important in deciding whether to buy, sell or hold a Security. The test for materiality does not require that the information would have changed someone's mind; it merely requires a "substantial likelihood" that they would consider it "important".

   Examples of information that would ordinarily be considered material include, but are not limited to, information related to:

   - Earnings guidance and financial results
   - Potential or actual gain or loss of a significant customer or supplier
   - Pending or proposed mergers, acquisitions, restructurings, joint ventures, tender offers or changes in asset
   - Plans to go into a new line of business or launch a new product
   - Changes in pricing policies
   - Borrowing activities (other than in the ordinary course of business)
   - Changes in dividend policy or capital structure (such as a stock split, changes to rights of Security holders, defaults, additional Security sales, etc.)
   - Pending or threatened material litigation or regulatory action
   - Change of external auditors
   - Board or senior management changes
   - Liquidity problems or anticipated credit rating changes
   - Impending bankruptcy, receivership, or the existence of material cash flow problems
   - Prospective significant trading by the M42 Group in a Security

   Determinations of "materiality" are often very difficult to make, particularly when information comes from, or directly relates to, a third party (e.g., a key supplier or a competitor in a duopoly). You should not be making difficult determinations of materiality independently. Contact the Ethics & Compliance Office if there is any question on materiality and allow them to make the determination.

   You must not trade, directly or indirectly, in publicly listed Securities while in possession of Material Confidential Information about the company underlying those Securities. This means that you must not:

   - Buy, sell, or gift Securities of, or exercise stock options in, any company (including but not limited to our Assets) while aware of Material Confidential Information about that company
   - Give trading advice or disclose Material Confidential Information (i.e., Securities Tipping) to anyone concerning any company while in possession of Material Confidential Information about that company

   This prohibition applies even if you might lose money by complying with the prohibition or if you have a personal financial emergency.

   You may not circumvent this Policy by trading Securities indirectly, for example, through a Related Person or by directing anyone to trade on your behalf.

   Transactions will be scrutinized after the event, with the benefit of hindsight. As a practical matter, before engaging in any transaction, you and your Related

Persons should carefully consider how regulators, the media, and the public might view the transaction.

You should not threaten or retaliate against anyone who refuses to engage in activity prohibited by this Policy, or who raises concerns about possible wrongdoing under this Policy – even if we lose business or otherwise suffer a business disadvantage.

If you are not sure whether information is Material Confidential Information and you want to trade, or if you believe that you may have traded while aware of Material Confidential Information, contact the Ethics & Compliance Office immediately.

2. Receipt of Material Confidential Information

When we receive Material Confidential Information related to a Security in the course of business, the Security in question will be classified as a Restricted Security. If you receive, or are anticipating receiving, such information on a regular or ad hoc basis in carrying out your responsibilities on behalf of the M42 Group, you will be classified as a Restricted Person and will be provided with access to a list of Restricted Securities applicable to you.

When all relevant information is publicly announced or is otherwise no longer considered Material Confidential Information, that specific Security is no longer considered a Restricted Security and will be removed from the **Restricted Securities List**. At that point, associated Restricted Persons will no longer be restricted from trading in that Security.

If you receive Material Confidential Information in the ordinary course of your M42 Group duties and you believe that the Ethics & Compliance Office is not aware, you are required to notify the Ethics & Compliance Office immediately, and you must not discuss or disseminate the information further until further direction is received.

3. Requirements Applicable to Restricted Persons

You will receive a notification from the Ethics & Compliance Office informing you when you have been identified as a Restricted Person. The notification will detail your obligations and requirements, which will include at a minimum:

- **Disclosure of Restricted Securities:** You are required to disclose – upon being notified of your status as a Restricted Person – your personal holdings of any Restricted Securities. To disclose your holdings, you must complete the Restricted Securities Holdings Disclosure Form, which is available on the Ethics & Compliance Office, extranet, and submit the form to the Ethics & Compliance Office.
- **Trading in Restricted Securities:** You must not trade in any Restricted Security. In addition, if you are provided with access to a Restricted Securities List applicable to you, you must always check that it is up-to-date before engaging in any Securities trading. This prohibition applies even if you believe that you are not in possession of Material Confidential Information related to the Restricted Security you wish to trade. In extenuating circumstances, the Ethics & Compliance Office may waive the trading restriction but only for certain sell trades subject to pre-approval. To seek pre-approval to sell a Restricted Security, you must complete the Restricted Security Trade Request, which is available on the Ethics & Compliance Office extranet and submit the form to the Ethics & Compliance Office.

  Even if a particular Security is not included on your Restricted Securities List, you are still prohibited from trading in any Security while in possession of Material Confidential Information, and you must adhere at all times to the general obligations under this Policy.

4. **Protection of Material Confidential Information**

   a. **General provisions**

   Material Confidential Information must be protected at all times. You must not disclose Material Confidential Information either internally or externally, except where authorized to do so by the **PIC Owner.**

   Material Confidential Information may be disclosed only to recipients who are within the **PIC** or who are third party advisors working on the matter and are contractually required to keep the information confidential. In the event you need to share Material Confidential Information with M42 Group Personnel who are not included in the **PIC**, you must notify the PIC Owner prior to disclosing the information so that such persons are added to the PIC.

   When disclosing, sharing, or exchanging Material Confidential Information, you must ensure that the information is marked with the appropriate confidentiality designation to alert the recipient of its sensitive nature and its disclosure restrictions.

   If you receive requests to speak about or share Material Confidential Information with the media or investment professionals, please contact the Ethics & Compliance Office.

   If you are not sure if information is Material Confidential Information, or subject to disclosure restrictions, or if you believe you may have disclosed Material Confidential Information in violation of this Policy, contact the Ethics & Compliance Office immediately.

   b. **Management & Committee Meetings**

   Prior to sharing Material Confidential Information in meetings, whether internal or external, you must have previously notified the PIC Owner for the relevant Security and have jointly determined whether sharing the information will limit the ability of other M42 Group functions to conduct their duties. This requirement applies regardless of the nature of the meeting and includes, but is not limited to, meetings conducted for the purpose of information sharing, decision making, or risk evaluation.

   c. **Board Memberships in Publicly Listed Companies**

   If you are a director of a publicly listed company, you must understand and comply with all requirements and limitations applicable to you in your capacity as a Board member. You must take special precautions to segregate your Board and M42 Group employment roles, particularly when in possession of Material Confidential Information. Material Confidential Information received in a Board membership capacity may not be shared with other M42 Group Personnel without pre-approval from the Ethics & Compliance Office and the relevant publicly listed company. This requirement applies even if the Board membership was undertaken because the M42 Group is a shareholder of that publicly traded company.

5. **Other Considerations, Disclosures & Pre-Approval Requirements**

   a. **Personal Trading in Non-Restricted Securities**

   You are permitted to trade in Securities in your personal capacity as long as you do not violate this Policy or any applicable law or regulation. Personal trades in single name Securities for certain M42 Group Personnel may be subject to a 60-day holding period within which you are not allowed to trade in the same Security(ies). If this applies to you, you will be notified separately. No holding period applies for **Non-Reportable Securities.**

Unless otherwise communicated to you, you may trade in Securities held by the M42 Group, provided they are not on your Personal Restricted Securities List and you are not in possession of any Material Confidential Information related to those Securities.

If you are involved in a proposed Securities transaction on behalf of the M42 Group and in your personal capacity you have existing holdings in those Securities, you must complete a **Conflict of Interest** Disclosure Form and submit to the Ethics & Compliance Office and the relevant approving individual or body. This requirement will not apply to you if you are subject to stricter personal trading disclosure rules.

b. Disclosure of Personal Trading

Certain M42 Group Personnel who regularly deal with publicly listed Securities as part of their M42 Group responsibilities will be required to disclose to the Ethics & Compliance Office, on a periodic basis, their personal transactions in Securities. The Ethics & Compliance Office will conduct periodic targeted reviews of such disclosures and may request from M42 Group Personnel copies of their brokerage account statements to verify the accuracy of reporting. If you are subject to this requirement, you will be notified and provided with further guidance. Non-Reportable Securities are not subject to disclosures and/or periodic targeted reviews.

c. Other External Requirements

Trading in Securities may trigger additional disclosure or pre-approval requirements that are external to the M42 Group. It is your responsibility to find out what legal and regulatory requirements may apply to any Securities transaction you contemplate.

d. Other Considerations

If you have a Related Person who is an employee of a publicly listed company, investment bank, investment adviser, accounting/consulting/ law firm, supplier, or customer of a publicly listed company, you should not discuss with that Related Person any Material Confidential Information. In addition, you may be required to certify that you have not obtained Material Confidential Information from such Related Person(s).

INTERNATIONAL TRADE CONTROLS POLICY

POLICY SUMMARY

We conduct business globally and are committed to following all applicable trade controls laws, rules and regulations, including through identifying, managing and minimizing the risks of a violation.

Restrictions on international trade are broad and complex and may apply extra-territorially (e.g., outside of the borders of the regulating country). It is your responsibility to understand these rules and how they apply to transactions that you may be involved in.

You must be aware of the legal and regulatory requirements applicable to your international trade transactions. You must determine whether you manufacture, procure, host, transact, receive, **Export**, **Re-Transfer**, or sell (directly or indirectly) any **Controlled Article** or **Defense Service**, or **Imports** any **Article** that may be subject to authorization requirements (e.g., explosives, dangerous or hazardous goods, nuclear equipment, including healthcare imaging equipment).

It is the responsibility of **Leadership** to establish and implement an appropriate organizational structure and **Trade Controls Compliance Program** to comply with applicable international trade regulations. The following elements should form part of the Trade Controls Compliance Program:

- Program owner with adequate resources
- **Restricted Party** screening in line with the **Business Partner Due Diligence Policy**
- Classification
- **License** management
- Training
- Recordkeeping
- Monitoring

You should not threaten or retaliate against anyone who refuses to engage in activity prohibited by this Policy, or who raises concerns about possible wrongdoing under this Policy – even if we lose business or otherwise suffer a business disadvantage.

This Policy is to be used in conjunction with the **M42 Group Code of Ethics** and any other relevant M42 Group or local policies.

Applicability & Consequences:

This Policy applies to the **M42 Group** and to **M42 Group Personnel**. Those who fail to uphold the provisions and the spirit of this Policy put themselves, their colleagues, and the M42 Group at risk of fines, penalties, civil and/or criminal liability, and reputational damage. They may also be personally subject to disciplinary action, up to and including loss of employment.

We reserve the right, at our sole discretion, to disclose information about violations of law to relevant authorities.

Assets may establish standards that are stricter than this Policy. Any exceptions to or deviations from this Policy must be submitted to the **Ethics & Compliance Office**.

Your Responsibilities:

- Follow applicable laws and regulations
- Uphold our commitment to always do what is right
- Demonstrate ethics, integrity, and accountability at all times and expect the same from others
- Understand and comply with the requirements of this Policy, the **M42 Group Code of Ethics**, other Ethics & Compliance Policies, and any **Division/Sector** or Asset policies or procedures in relation to this Policy
- Provide appropriate resources and support to ensure the successful implementation of this Policy
- Complete assigned training relating to this Policy

Questions & Reporting Violations:

Refer in good faith any questions, concerns, or any known or suspected violations of this Policy to the Ethics & Compliance Office through the Contact Us section available above.

Retaliation for good-faith reporting is not tolerated. Those who engage in retaliatory conduct will be subject to disciplinary action.

POLICY REQUIREMENTS

1. **Organizational Structure & Resources**

   Where necessary, Leadership must establish clear organizational ownership and resources to ensure trade control compliance across their Asset. The Trade Controls Compliance Program should be owned by a senior leader within the Asset to act as the **Trade Controls Champion**. Their role is to ensure that adequate resources are available to manage the Trade Controls Compliance Program based on the operations of the business.

   The Trade Controls Champion is responsible for:

   a. Acting as point of contact with the Ethics & Compliance Office on trade controls matters
   b. Conducting trade controls risk assessments
   c. Being knowledgeable about when and how legal and regulatory restrictions apply and providing update on the impact of changes to applicable regulations
   d. Establishing internal processes and procedures to ensure compliance with this Policy
   e. Establishing, maintaining, and communicating business-specific trade controls policies and procedures
   f. Managing Licenses and agreements to maintain validity and accurate reporting and recordkeeping
   g. Establishing appropriate **Technology Control Plan(s)**
   h. Providing training to relevant M42 Group Personnel
   i. Establishing processes to manage recordkeeping, including electronic storage
   j. Ensuring adherence to regulations, including:
      i. Performing necessary Restricted Party screening
      ii. Responding to warning signs of possible violations of this Policy or applicable laws
      iii. Reporting immediately to the Ethics & Compliance Office any actual or suspected non-compliance
      iv. Classifying accurately Articles and services
      v. Maintaining proper documentation, License management and reporting
      vi. Complying with agreements and Licenses
      vii. Instructing and monitoring freight forwarders, carriers, and customs brokers to ensure that proper declarations are made and necessary authorizations are in place

2. **Restricted Party Screening**

   a. **Transaction Screening**

      To ensure that transactions are performed legally and do not violate any applicable trade controls, sanctions, embargoes, or denied party restrictions, you should perform risk-based Restricted Party screening. Parties subject to screening may include buyers, sellers, consignees, agents, vessels, financial institutions and end-users. Screening should occur, at a minimum, prior to **Export**, **Re-Transfer**, or **Re-Export**, or when providing a Defense Service. If a Restricted Party participates in a transaction, you must seek Ethics & Compliance Office approval.

      Screening procedures might also include managing and reporting any evidence of diversion or unauthorized use of Controlled Articles or Defense Services.

      Please refer to the **Business Partner Due Diligence Policy** for more details on the screening process.

   b. **M42 Group Personnel Screening**

      There may be restrictions on providing Controlled Articles and Defense Services to persons of certain nationalities. The Trade Controls Compliance Program should track and monitor the nationality

of M42 Group Personnel at facilities with Controlled Articles or Defense Services. Nationality may include all countries of citizenship, permanent residence, and birth. The Human Capital function, the recruiting manager, and the Trade Controls Champion should ensure that candidates for employment or transferees to a role that requires access to Controlled Articles or Defense Services are eligible in accordance with relevant international trade regulations. In addition, prior to hire, candidates should be screened through an appropriate Restricted Party screening process. Any data privacy concerns should be directed to the Ethics & Compliance Office.

M42 Group Personnel who, due to regulatory requirements, may not gain access to Controlled Articles or Defense Services must be prevented, physically and/or electronically, from accessing those Controlled Articles or Defense Services. Where necessary, a Technology Control Plan to control and prevent unauthorized access to Controlled **Technical Data/Technology** and Defense Services should be put in place.

c. Sanctions

Sanctions and trade controls are limitations that target trade, financial, and other dealings with a country, person, or entity. Trade controls may prohibit all exports to a country, entity, or individual, or they may prohibit only certain exports. The Trade Controls Champion must work with Legal & Governance to understand and comply with applicable sanctions and trade control restrictions.

To identify and avoid actual or potential attempts to evade geographical restrictions, it is important to understand the business and transaction and be aware of unusual requests. No Article should be Exported, Re-Exported, or Re-Transferred without an assessment of geographical risk and determination that no sanctions, embargoes, or other restrictions apply. Restrictions should be reviewed and applicability and impact determined, at a minimum, during contract assessment.

For detailed guidance on any sanctions-related matter, and what you must do, contact Legal & Governance.

3. Classification and Tracking of Controlled Articles

The Trade Controls Champion will:

- Determine the classification of Articles and Services and identify License requirements
- Determine the origin of Articles or Defense Services, whether created by the M42 Group or obtained from a third party, e.g., a supplier or customer
- Know which country's or countries' trade controls laws apply to each Article or Defense Service it trades
- Establish a methodology tailored to the Asset, organization, and function to identify and track any Controlled Articles or Defense Services
- Obtain confirmation from suppliers and manufacturers of classifications and License requirements
- Ensure appropriate Licenses are in place prior to Import or Export and that relevant M42 Group Personnel understand all provisions or limitations
- Record the classification of Articles and Defense Services, including the controls regime, in a location accessible by appropriate M42 Group Personnel
- Track Controlled Articles or Defense Services throughout their life-cycle, i.e., from the time the company manufactures or receives the Article to

the time it is delivered to the end-user, transferred, disposed, or provided as a service. Ensure the process includes support functions that may handle Controlled Articles or provide Defense Services, for example, marketing, contracts, information technology, and program management

- Ensure all Controlled Articles are secured and maintained in a manner consistent with the relevant regulatory requirements, including physical or electronic security when required
- Obtain an end-user/end-use statement to determine the final user, destination, and use of a Controlled Article or Defense Service
- Maintain proof of delivery or Re-Transfer to the end-user of all Controlled Articles
- When required, include an appropriate diversion statement on relevant sale, supply, and shipping documents
- Implement travel procedures covering Articles, including Technical Data/Technology that is stored on laptops or accessed remotely, to manage risk of unauthorized access

It is best practice to require, as a matter of contract, that a supplier provides trade controls information that may be required to comply with Import and Export requirements, including:

- Part number, drawing number, and description
- Original or modified use (to determine whether civil/commercial, or defense/military, or **Dual-Use** application)
- Country of origin
- Amount of US Controlled content
- To what country's or countries' trade controls laws Articles are subject
- Classification
- License provisos and conditions

4. License Management

As determined by the classification of an Article or Defense Service, its end-use, or its end-user, certain Imports or Exports may require prior Government permission in the form of a License, use of an applicable exception or exemption, or other written authorization. Articles or Defense Services that require a License to Import or Export are Controlled.

The Trade Controls Champion will determine whether a License, exception, exemption, or other written authorization applies to Articles or Defense Services. Licenses may be required, for example, to:

- Import hazardous or dangerous goods
- Provide or transfer Controlled Articles or Technical Data/Technology to customers or suppliers or **Foreign Persons** (wherever located)
- Return a Controlled Article to a foreign supplier for repair
- Return a Controlled Article after it has been received, repaired, or replaced
- Discuss Technical Data with a Foreign Person or supplier
- Perform Defense Services
- Broker a deal for a Controlled Article or Defense Service
- Re-Export or Re-Transfer Controlled Articles
- Use or transfer Controlled Articles or provide a Defense Service for an end-use or end-user not included in the original License
- Transact with a Restricted Party or restricted geography

The Trade Controls Compliance Program should include procedures to ensure:

- Identification of License requirements
- Licensed Articles or Defense Services are accessed and received only by those parties authorized under the License
- License ownership resides with the person in control of the work or project activity, for example the program manager
- License conditions are satisfied and not breached
- Licenses are appropriately decremented (i.e., the number of authorized shipments is decreased by the correct amount with each shipment)
- Licenses are renewed on time
- Licenses are amended when and if necessary

5. Training

Leadership must ensure that adequate resources are available to support trade controls training efforts. The Trade Controls Champion is responsible for ensuring that appropriate training is provided. The content and frequency of training should be aligned to the risk profile of the Asset and its relevant operations. Training needs should also take into account any relevant or specific audit findings.

6. Recordkeeping

International trade regulations and laws often stipulate specific recordkeeping and reporting requirements. Most countries establish criteria for documenting transactions, e.g., stating specific License language on shipping documents; recording and reporting License utilization; and regulatory retention periods for records.

The Trade Controls Champion should adopt procedures to manage recordkeeping requirements, taking into account the specific requirements of License provisions and regulatory requirements applicable to the business and transactions. Consideration should be given to:

- Description of records, with accurate recording in accordance with applicable rules
- Maintaining records per the retention period required by a License and applicable regulations
- Performing regular internal reviews of files
- Maintaining compliance training records
- Retention of all License approvals and related agreements
- Maintaining personal details of all individuals (e.g., nationality and passport information) who have access to controlled Articles or Defense Services, together with any applicable Non-Disclosure Agreements

7. Internal Monitoring

The Trade Controls Champion must ensure that a self-assessment is performed at least annually to test the effectiveness of the Trade Controls Compliance Program. The self-assessment will include corrective actions and may include, but is not limited to:

- Specific procedure review and random document review and tracing of processes
- Validation of adherence to License and other approval conditions
- Validation of classification processes, including supplier origin declarations
- Validation of shipping documents and Import and Export declarations

- Review of recordkeeping, communications, document transfer, and retention periods
- Examination of organizational structure, reporting relationships, resources, and assigned responsibilities

Any suspected or actual violations detected during a self-assessment must be reported to the Ethics & Compliance Office.

8. Communications with Government Agencies & Regulators

You should obtain approval from the Ethics & Compliance Office prior to exchanging any non-routine communication with a Government regulatory agency regarding international trade matters, such as potential or actual violations, disclosures, audits, information requests, or investigations. Application for, and execution of, License agreements must be in accordance with relevant Delegation of Authority and Legal & Governance approval. Routine and normal day-to-day business-related trade controls communications should be managed by the Trade Controls Champion.

9. Violations

If you have reason to believe that an Import, Export, Re-Export, or Re-Transfer has, or may be destined for, an inappropriate end-use, end-user, or destination or that there is or may be a violation of a trade controls law or regulation, you must immediately cease the transaction and contact the Ethics & Compliance Office.

It is critical that potential violations are reported promptly. The Ethics & Compliance Office will manage internal approvals if a disclosure is to be made to appropriate Government regulators.

DATA PRIVACY POLICY

POLICY SUMMARY

We are a global company with presence across many territories. Each country and industry may have its own laws and regulations for data protection and **Processing**. Many of these laws and regulations protect information relating to **Persons** and restrict accessing **Personal Data**, sharing Personal Data with other **M42 Group Assets, Business Partners** or third parties, and/or transferring Personal Data across geographic borders.

This Policy sets minimum expectations to ensure that we adopt good practices and conduct our business in a compliant manner. We need to ensure that data protection requirements are in place and met. This Policy sets out eight basic principles that must be adhered to when Processing Personal Data:

- Personal Data must be processed fairly and lawfully
- Personal Data must be obtained for lawful purposes and must not be processed in a manner incompatible with those purposes
- Personal Data must be adequate, relevant and not excessive in relation to the purposes for which it is being processed
- Personal Data must be accurate and kept up to date
- Appropriate technical and organizational measures must be taken against unauthorized or unlawful Processing of Personal Data, as well as against accidental loss, destruction of or damage to that data
- Personal Data must not be kept for longer than is necessary
- Personal Data must be processed in accordance with the rights of **Data Subjects**
- Personal Data must not be transferred outside the country in which it was collected unless the recipient provides adequate protection (please contact your **Data Protection Lead (DPL),** Legal & Governance or the **Ethics & Compliance Office** for a list of countries deemed to have adequate levels of protection)

In many countries, data protection laws protect individuals from abusive Processing, transferring and sharing of Personal Data. Violations of relevant data protection laws and/or employment laws may lead to legal proceedings and claims for damages against the violator (whether the violator is a company or individual).

You should not threaten or retaliate against anyone who refuses to engage in activity prohibited by this Policy, or who raise concerns about possible wrongdoing under this Policy – even if we lose business or otherwise suffer a business disadvantage.

Applicability & Consequences:

This Policy applies to the M42 Group and to **M42 Group Personnel**. Those who fail to uphold the provisions and the spirit of this Policy put themselves, their colleagues, and the M42 Group at risk of fines, penalties, civil and/or criminal liability, and reputational damage. They may also be personally subject to disciplinary action, up to and including loss of employment.

We reserve the right, at our sole discretion, to disclose information about violations of law to relevant authorities.

Assets may establish standards that are stricter than this Policy. Any exceptions to or deviations from this Policy must be submitted to the Ethics & Compliance Office.

Your Responsibilities:

- Follow applicable laws and regulations
- Uphold our commitment to always do what is right
- Demonstrate ethics, integrity, and accountability at all times and expect the same from others
- Understand and comply with the requirements of this Policy, the **M42 Group Code of Ethics**, other Ethics & Compliance Policies, and any **Division/Sector** or Asset policies or procedures in relation to this Policy
- Provide appropriate resources and support to ensure the successful implementation of this Policy
- Complete assigned training relating to this Policy

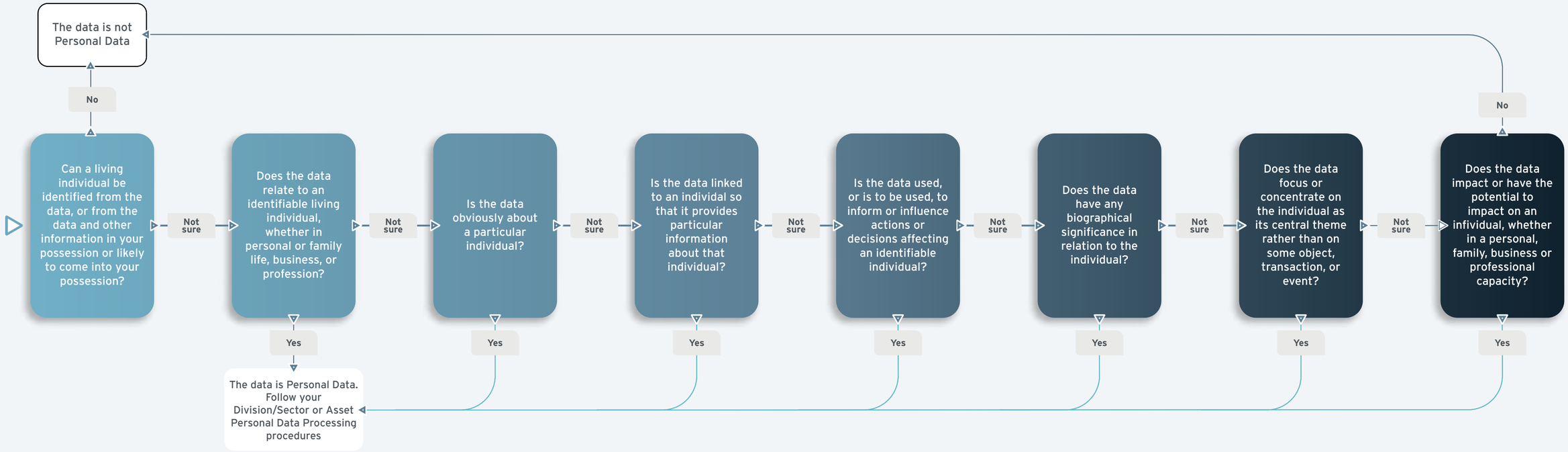
Questions & Reporting Violations:

Refer in good faith any questions, concerns, or any known or suspected violations of this Policy to the Ethics & Compliance Office through the Contact Us section available above.

Retaliation for good-faith reporting is not tolerated. Those who engage in retaliatory conduct will be subject to disciplinary action.

POLICY REQUIREMENTS

The flowchart below illustrates how to determine whether information is Personal Data:



1. **Personal Data**

Personal Data is broadly defined as information that relates to an identified or identifiable Person (i.e., the **Data Subject**). There are different ways in which a Person may be identifiable. A Person's name is obvious Personal Data. A Person may also be identifiable from other information that may be used to reference another source, such as physical characteristics, social insurance number, address, employee ID number, e-mail address, etc., and also expressions of opinion about that Person. Personal Data remains subject to data protection laws even if it is publicly available, e.g., telephone number, e-mail address, etc.

In some countries, some types of Personal Data are classified as **Sensitive Personal Data** which is often given more protection. Sensitive Personal Data or **Special Category Data** may include (but is not limited to) race, ethnicity or national origin, political opinions or associations, union membership, marital status, health-related information, and criminal history.

We all have a responsibility for applying appropriate security measures for Personal Data, including Sensitive Personal Data or Special Category Data acquired from current or former M42 Group Personnel, job applicants and Business Partners.

2. **Principles for Processing Personal Data**

   We control, possess and process Personal Data relating to a variety of Persons, including Business Partners. In order to comply with legal requirements, we must process and protect Personal Data in a manner consistent with good practices and applicable law.

   This Policy adopts eight basic principles of data protection. Local law may permit deviation, exception or exemption from a principle under particular circumstances. Consult with the Ethics & Compliance Office prior to doing so, even if a deviation, exception or exemption is permitted by local law.

   A **Data Controller** is responsible for, and must be able to demonstrate compliance with, each of the following principles:

   a. **Fair and Lawful Processing:** Personal Data should be processed fairly, transparently (to the Data Subject), and in accordance with the law. To create transparency, Data Controllers are required to provide concise, accessible, clear, and plain information to Data Subjects including the identity and contact details of the Data Controller, purpose(s) of Processing, and the identity of anyone to whom the data may be disclosed or transferred. Local law may require additional information to be included in a **Privacy Notice**. A Data Controller may also be required by law to obtain consent from a Data Subject prior to Processing Personal Data.

   b. **Restriction to a Specific Purpose:** Personal Data should be collected only for specified purposes and should not be processed in a manner incompatible with those purposes. This means that Personal Data must not be collected for one purpose and then used for another. If it becomes necessary to change the purpose for which the data is processed, the Data Subject must be informed of the new purpose before carrying out any new Processing and give their consent (except in certain circumstances where a legal exemption from this obligation applies). Purposes for processing data always should be business-related, legitimate, and clear.

   c. **Relevance:** Personal Data must be adequate, relevant, and not excessive in relation to the purposes for which it is processed. This means Personal Data should only be collected to the extent that it is required for the specific purpose notified to the Data Subject. Any Personal Data which is not necessary for that purpose should not be collected in the first place.

   d. **Accurate and Up-to-Date:** Personal Data should be accurate and updated when necessary. Suitable steps must be taken to ensure that inaccurate or incomplete data is deleted or corrected. Inaccurate or out-of-date Personal Data should be destroyed or erased from all M42 Group systems. This applies to paper records as well.

   e. **Technical and Organizational Security:** Appropriate technical and organizational security measures must be taken to prevent unauthorized, unlawful Processing and accidental loss, destruction, or damage to Personal Data. Access to Personal Data must be appropriate for the type and scope of the individual who will have access and on as-needed basis only. Your IT function should provide support for securing Personal Data and for **Anonymization** and **Pseudonymization** to ensure that data is kept confidential and secure. You must not disclose any Personal Data to a third party unless one or more of the following apply:

      i. Either the Data Subject has been informed in a Privacy Notice that their Personal Data may be disclosed to such parties and the purpose for which it is being disclosed, or the disclosure takes place in the course of conducting

legitimate business activities and the Data Subject would expect their Personal Data to be used for this purpose

ii. The disclosure is made with the consent of the Data Subject to whom the Personal Data relates. If you are disclosing Sensitive Personal Data, you must obtain the prior written consent of the Data Subject before you can disclose

iii. The disclosure will be to an organization and/or individual entitled to receive the Personal Data, for example, to the police where the information is necessary to prevent or detect crime

iv. The disclosure is made in order to comply with legal obligations placed on the M42 Group or to comply with a court order

v. The disclosure is made in the course of legal proceedings

f. Data Retention: Personal Data should not be retained longer than necessary (for example, only the time required to fulfill the purpose for which it was collected). Personal Data that is no longer required must be deleted and/or disposed of in a secure way that protects the interests of the Data Subject.

g. Rights of Data Subjects: Data Subjects are granted various rights under data protection laws. The key Data Subject rights, and the actions you need to take when those rights are exercised, are as follows:

i. The right to ask to see what Personal Data we hold about them. Please refer any written requests received from employees, former employees and potential recruits to Human Capital and written requests from any other individuals (for example from Business Partners) to the Ethics & Compliance Office immediately, as we may only have up to 40 days in which to respond to such requests. In cases where a **Data Protection Lead** (DPL) is appointed, the DPL must be informed.

Sometimes requests for Personal Data may be made over the telephone – in which case you should:

- Check the caller's identity to make sure that information is only given to a person who is entitled to it
- Ask the caller to put their request in writing if you are not sure about the caller's identity and where their identity cannot be checked
- Refer to the Ethics & Compliance Office for assistance in difficult situations. No one should be bullied or forced into disclosing Personal Data.

ii. The right to require us to rectify any Personal Data which is inaccurate. For example, if you are requested to change an address of a customer, client or supplier etc., you should make those changes immediately. If inaccurate Personal Data about a Data Subject has been passed on to a third party, it may also be necessary to correct the third party's data, depending on the nature of the data and whether the third party is still likely to be using it. If the Personal Data is of a more serious nature, keep a record of the change made and circumstances in which it was made and if you feel it is necessary, talk to the Ethics & Compliance Office about it.

iii. The right to prevent Processing of their Personal Data if this has caused, or is likely to cause, damage or distress. Please contact the Ethics & Compliance Office if you receive a request to prevent Processing.

iv. The right to ask for the logic involved in any automated decision taken without human

input (i.e. by a computer). Also, the right not to be subject to a decision based solely on automated means, if the decision produces legal effects concerning the Data Subject or significantly affecting them. In such cases, please contact the Ethics & Compliance Office.

v. The right to prevent us from sending unsolicited marketing materials to them. Depending on the type of unsolicited marketing, intended recipients may have a right to either opt-in or opt-out. Please contact the Ethics & Compliance Office if you intend to send any unsolicited marketing to named individuals.

vi. The right to erase Personal Data, where applicable, following a request for erasure made verbally or in writing.

g. **Data Transfer:** Personal Data may only be transferred to another party (whether related or unrelated) or third party if there is a legitimate business purpose and the other party has data protection measures at least comparable to those set out in this Policy or as required by applicable law or regulation. Transfer outside the geographical location should be pre-approved by the Ethics & Compliance Office to ensure the appropriate level of protection and compliance with applicable law.

3. Data Processing Legitimacy

Personal Data should be processed only for specified, clear, and legitimate purposes. Processing Personal Data is permissible if Processing is:

- Performed with the consent (when required) of, or after proper notification to, the Data Subject (examples are available from the Ethics & Compliance Office)
- Necessary for the purpose of establishing a contractual relationship or similar relationship of trust with the Data Subject
- Necessary to safeguard justified interests of the business. It is important to note that this condition only applies if the Processing does not adversely affect the Data Subject concerned. If there is a serious mismatch of competing interests between the business and the Data Subject, the Data Subject's interests will have priority over business interests. If you are unsure whether there are competing interests, please contact the Ethics & Compliance Office
- Permitted or agreed by applicable local law and regulations
- Necessary for compliance with legal obligations
- Required to protect the life, health, or safety of the Data Subject

4. Consents

Whenever possible, and always where required by law, a Data Subject should give consent before any Processing, sharing, or transferring of their Personal Data. To be effective, consent must be informed, which means that the Data Subject must know and understand why the Personal Data is being processed, shared, or transferred. In addition, consent must be given freely and voluntarily in order to be valid. Consent may be given in written, electronic, or verbal form. Verbal consent should be noted in a record for future reference. Where prior consent is required, the purpose of the Processing may only be changed with the consent of the Data Subject or to the extent permitted by law. In some countries, previously given consent may be withdrawn at any time, and the Data Controller must be able to demonstrate that it has acted on the request.

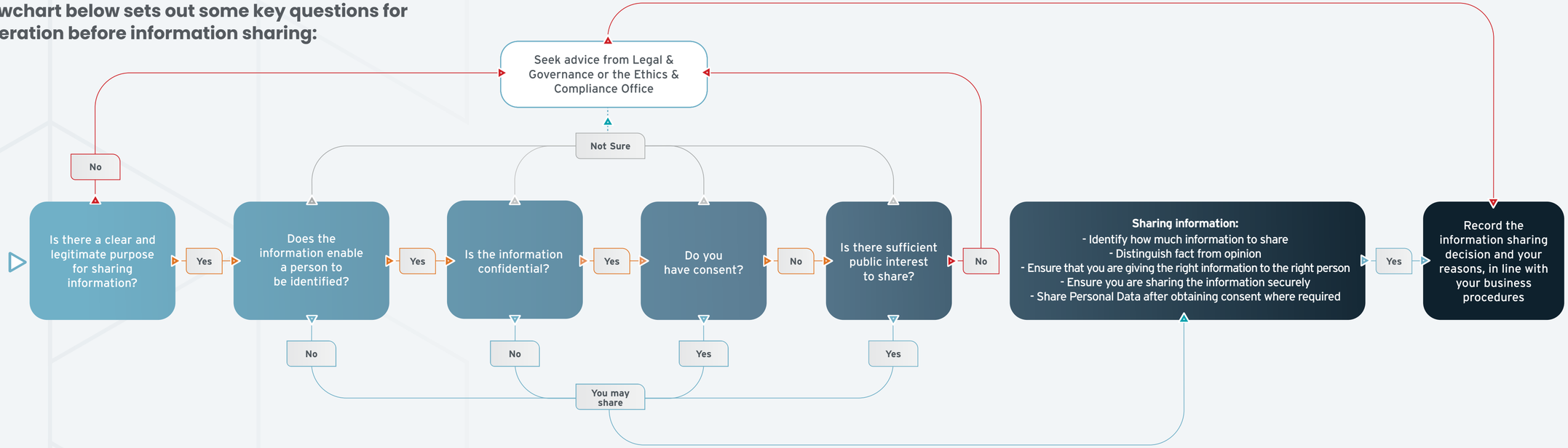
5. The Data Subject's Access Right and Request

We should allow Data Subjects reasonable access to Personal Data during normal working hours and upon reasonable request and will allow a Data Subject to update and/or correct inaccurate information. The Data Protection Lead shall establish a method to enable the Data Subject rights of access, removal, or rectification where appropriate and in compliance with M42 Group policies and procedures.

6. Data Sharing

For some business processes, it may be necessary (e.g., legal obligation) or desirable (e.g., practicality) to share Personal Data outside the organization that possesses it. Before sharing or transferring Personal Data, we should consider if transmitting Personal Data (even if to related M42 Group entities) is necessary, appropriate, legitimate, and compatible with the purpose(s) for which it was obtained, or is in conflict with any interest of the Data Subject. The recipient must guarantee an adequate level of data protection in line with this Policy and applicable law and be bound by contract to process Personal Data only for specified, legal purposes. Set out below are some key questions for consideration before information sharing:

The flowchart below sets out some key questions for consideration before information sharing:



7. Data Protection Lead (DPL) and General Provisions

Clause 7.a. is applicable where we are required by law and/or regulation to appoint a Data Protection Lead (DPL). If you are not certain about such a requirement, please contact the Ethics & Compliance Office for clarification and guidance. Where there is a need for a DPL, the following provisions apply, to the extent that the law and/or regulation does not provide otherwise:

a. Leadership will appoint one person or a team of persons to be its DPL. The DPL need not be a full-time role or new position within the organization. The business may assess and decide, according to its needs, whether the DPL should be a dedicated responsibility or an additional responsibility of an existing role in the business. The responsibilities of a DPL may include, but are not limited to, the following:

i. Identify the Personal Data controlled, requested, acquired, processed, and/or maintained by the business and alert the business to any risks that might arise with regard to data privacy

ii. Develop processes and procedures for handling Personal Data that are in compliance with this Policy and local law and are suitable to business needs

iii. Support the implementation of the data privacy program, demonstrate commitment to accountability, and implement mechanisms to ensure responsible decision-making about the protection of Personal Data and adoption of internal practices consistent with the law and this Policy

iv. Support mechanisms and procedures for individuals to report misuses or inappropriate disclosure of Personal Data and support appropriate remediation and disciplinary actions

v. Consult with the Ethics & Compliance Office and information security team before establishing or updating any system, process, or procedure to collect, use, disclose, or transmit Personal Data

vi. Notify the Ethics & Compliance Office of any data breach to comply with relevant data protection regulations and legislation

vii. Monitor the proper use of Personal Data Processing, transferring, sharing, and disposing of Personal Data in accordance with applicable data privacy regulations and this Policy

b. Human Capital departments are custodians of the majority of Personal Data. Such Personal Data is not limited to employee data, but includes potential new candidates' Personal Data. Personal Data collected for recruitment must be limited to the information necessary to evaluate the suitability of a candidate and career potential, and to perform any necessary security or other vetting. Human Capital should follow their own processes and procedures before Processing Personal Data, in alignment with this Policy.

c. Human Capital should inform employees and candidates about the purposes for which Personal Data will be Processed, the type of Personal Data stored, the parties with which Personal Data is regularly shared (including Government bodies), and the purpose of such sharing and Processing. It is sufficient in this regard that employees are informed about Processing by means of a Human Capital policy (or similar method). Local laws take precedence over this Policy; where such laws impose more stringent requirements, it is essential to follow such local laws.

d. Our **Healthcare Facilities** have access to Sensitive Personal Data in patient medical records. They also have access to medical data that may be processed for purposes of preventive medicine, medical diagnoses, providing care, treatment, or managing healthcare devices. As such, they have a legal and ethical obligation to protect patient Sensitive Personal Data and to ensure that it is accessed only for authorized and necessary purposes. To protect Personal Data and Sensitive Personal Data, Anonymization is preferred for Personal Data used for scientific or research purposes.

e. Sometimes we may use an external party to assist and support Processing activities. The external party must provide necessary security measures and take reasonable steps to ensure compliance with this Policy and applicable laws and regulations. A written contract shall require a third party processor to comply with data privacy and security requirements and will require notification to the Ethics & Compliance Office, if a breach occurs.

f. Personal Data shall not be transferred to another party, country, or territory unless reasonable and appropriate steps, including approval when required, have been taken to maintain the required level of data protection.

g. Subject to written agreement, Personal Data may be communicated to other parties by the third party only for reasons for which the Personal Data were originally collected or other purposes authorized by law.

h. It is best practice to use Pseudonymization to transfer Personal Data and Sensitive Personal Data outside the company. Use Anonymization wherever possible.

i. You should monitor and conduct checks on the Processing of Personal Data by any third party, especially in respect of security measures to ensure compliance with this Policy and contractual commitments.

DEFINITIONS

Advisory Board: A body that advises the Board of directors and/or management of a company but does not have any fiduciary responsibilities or the authority to vote on corporate matters; examples include business, editorial, technical, and scientific Advisory Boards.

Anonymization: Elimination of all identifying elements from Personal Data; no element may be left that could serve to re-identify the Person. Where information has been successfully anonymized, it is no longer Personal Data.

Anti-Money Laundering (AML): A set of procedures, laws, or regulations designed to stop the practice of legitimizing (i.e., laundering) funds obtained by illegal means.

Article: Any item, part, good, component, software, or Technical Data/Technology, whether utilized for defense, commercial, or Dual-Use purposes. Different global regulations may provide specific definitions and requirements within their regulations.

Asset: Any company or business within the M42 Group.

Bribery (Bribe): Any offer, gift, payment, promise to pay, or authorization for anything of value provided, directly or indirectly, to or for the use or benefit of any person for the purpose of influencing any act, failure to act, decision, or omission in order to improperly obtain, retain, or direct business to or to secure any improper benefit or advantage for the M42 Group.

Business Leader: A senior leader within the business. Names of relevant Business Leaders for Sectors, Divisions and Assets are available from the Ethics & Compliance Office.

Business Partner: Includes any party with which the M42 Group conducts business, remits funds to, or receives funds from, including (but not limited to) suppliers, vendors, service providers, consultants, advisors, contractors, distributors, agents, commercial intermediaries, other intermediaries, investors, partners, and mergers and acquisitions targets.

Charitable Donations: A contribution of any kind to a recognized and legal charity by the M42 Group where the contributor does not receive any business-related benefit in exchange (for example, a sponsorship promotion or branding rights). Donations of items that have zero book value are considered Charitable Donations under this Policy, provided they are given to a legal and recognized charity.

Civic Organization: An organization comprised of people who join together to provide a service to their community. A civic organization's sole purpose is to serve a public or mutual benefit other than the pursuit or accumulation of profits; examples include charities, foundations, social welfare and advocacy groups, professional/trade associations, and religious organizations.

Commercial Entity: Any entity that is engaged in business (for profit or not-for-profit) and is not a Government Entity.

Confidential Information: Information acquired in the course of activities for the M42 Group that: (a) relates to the M42 Group's business or any third party entity or person; and (b) is non-public or that the M42 Group indicates through its policies, procedures, or other instructions should not be disclosed to others. Confidential Information could include information relating to customers, suppliers, partners, employees, business practices, financial results/expectations, prospective transactions, strategies, and investigations and may consist of, among other things, documents, memoranda, notes, mailing lists, correspondence, and electronic records.

Conflict of Interest (or Conflict): Any situation in which a person, or a Family Member, has a personal or outside interest that is sufficient to appear to influence the objective exercise of judgement in official duties for the M42 Group, regardless of whether it would actually influence that exercise of judgement.

Conflict of Interest (or Conflict) for the Conflict of Interest Policy: Any situation in which a person, or Related Person, has a personal or outside interest that is sufficient to appear to influence the objective exercise of judgement in official duties for the M42 Group, regardless of whether it would actually influence that exercise of judgement.

Controlled: A "controlled" Article, for example, requires a License prior to Export, Re- Export, or Re-Transfer.

Corruption: An act done with an intent to give some improper advantage inconsistent with official duty and the rights of others; misuse of a station or office to procure some benefit either personally or for someone else contrary to duty and to the rights of others.

Counter Terrorist Financing (CTF): Tactics, techniques, and strategies designed to limit terrorists' sources of, and access to, funding.

Data Controller: An individual or company who (either alone or jointly with others) determines the purposes for which, and manner in which, any Personal Data are, or are to be, processed.

Data Protection Lead (DPL): A person(s) who manage(s) the functional responsibility for Data Privacy matters for the relevant Asset. This need not be a stand-alone position and may be full-time or part-time, depending upon the risk, nature, and needs of the Asset.

Data Subject: A Person who can be identified, or is identifiable. An identifiable Person is one who can be identified, directly or indirectly, in particular by reference to an identifier such as a name, an ID number, location data, an online identifier or to factors specific to the physical, physiological, genetic, mental, economic, cultural or social identity of that Person.

Defense Article: Any Article or Technical Data designated on the United States Military List or on any other Government's military list. The term includes Technical Data recorded or stored in any physical form, for example, models or mock-ups. These items are specifically designed or developed for military applications and can be manufactured, sold, or Exported to both military and commercial end-users but almost always require a License prior to Export or Re-Export.

Defense Service: Furnishing assistance, including training, to a Foreign Person, whether performed in the country of origin or abroad, in the design, development, engineering, manufacture, production, assembly, testing, repair, maintenance, modification, operation, demilitarization, destruction, processing, or use of Defense Articles.

Director: A member of the governing Board of an association, corporation, or other incorporated entity.

Division/Sector: A business or corporate function of M42.

Dual-Use: Articles that have both commercial and military or proliferation applications.

Due Diligence: The process undertaken to assess risk by gathering, analyzing, managing, and monitoring information about a potential Business Partner.

Entertainment: Includes, but is not limited to, travel, sports events, concerts, theater, vacations/holidays, use of corporate assets (e.g., facilities, corporate jet), training events, conferences, and other similar functions and events.

Ethics & Compliance Office: The M42 Ethics & Compliance Office or relevant Asset ethics & compliance function.

Export: Includes:

- Sending or taking Controlled Articles out of the country of origin (i.e., the country in which it was made) or dispatch (i.e., the country from which it is sent), in any manner;
- Disclosing (oral or visual) or transferring Technical Data/Technology to any person (natural or legal) outside the country of origin or dispatch or to a Foreign Person whether in the country of origin or dispatch or other country; or
- Performing a Defense Service whether in the country of origin or dispatch or other country.

Facilitating Payment: An unofficial amount paid to a Government Official to expedite a routine function, which they are otherwise obligated to perform (e.g., visa processing, licenses, inspections etc.). A Facilitating Payment is a form of Bribe.

Family Member: A spouse, child, stepchild, grandchild, parent, stepparent, grandparent, sibling, mother- or father-in-law, son- or daughter-in-law or brother- or sister-in-law (including adoptive or custodial relationships) whether or not sharing the same household.

Financial Interest: Ownership of capital stock, bonds, notes, futures, options, or other securities; partnership interest (general or limited) or other proprietary rights; direct or indirect interest through a trust, nominee, or other relationship; ownership of business property or real estate (other than a personal or family residence); or any other type of financial relationship with an Outside Concern. Financial Interest can be direct (held by the individual for his/her benefit) or indirect (held by someone else for the benefit of the individual).

Foreign Person: A natural person who is not a citizen or lawful permanent resident of the country of origin or dispatch or any foreign corporation, business, association, partnership, trust, society, or any other entity or group that is not incorporated or organized to do business in the country of origin or dispatch, including international organizations, foreign Governments, and any agency or subdivision of a foreign Government.

Fraud: Any deliberate act or attempt involving deception, trickery or dishonesty, including misrepresentation that knowingly or recklessly misleads, or attempts to mislead with the intention to cause losses (financial or otherwise) to the M42 Group, M42 Group Personnel or Business Partners.

Gift: Anything of value, other than Entertainment, including but not limited to, payments (in cash, vouchers, gift cards, bank transfers, rebates or discounts not available to the general public, or other forms), per diems, jewelry, food or beverage (not taken with others as part of an event, e.g., packaged chocolates), flowers, loans, animals, travel (other than Sponsored Travel), employment, and any other type of advantage or thing of value.

Government Entity: (a) The Government of any country or of any political subdivision of any country or collection of countries, e.g., European Union; (b) any branch, agency, committee, commission, or department of any Government; (c) any person or organization authorized by law to perform any executive, legislative, judicial, regulatory, administrative, military, or police function of any Government; (d) any Public International Organization; (e) any political party; or (f) any state-owned or state-controlled enterprise.

Government Official: Includes any of the following:

- Official, employee, or person acting for or on behalf of any Government Entity or Public International Organization
- Political party official or candidate for political office
- Person who holds a legislative, administrative, or judicial position of any kind, whether elected or appointed, in a country or territory (or subdivision of a country or territory) or Public International Organization
- Person who otherwise exercises a public function for or on behalf of a country or territory (or subdivision of a country or territory) or for any public agency or public enterprise of a country or territory (or subdivision of a country or territory) or Public International Organization

Healthcare Facility(ies): A hospital or healthcare centre of the M42 Group.

Import: (Noun) The receipt of Articles or services from abroad. (Verb) The act of or the process of receiving Articles or services from abroad.

Insider Trading: Buying or selling, in violation of applicable law, a publicly listed Security while in possession of Material Confidential Information about the company underlying that Security.

Intellectual Property (IP): Refers to creations of the mind, such as inventions; literary and artistic works; designs; and symbols, names and images used in commerce. IP is protected in law by, for example, patents, copyright and trademarks, which enable people to earn recognition or financial benefit from what they invent or create. By striking the right balance between the interests of innovators and the wider public interest, the IP system aims to foster an environment in which creativity and innovation can flourish.

Leadership: The Chief Executive Officer or equivalent of an Asset, a M42 Group Sector or Division head, or, in each case, a nominated representative.

License: Authorization from the applicable Government(s) to Export, Re-Export, Re-Transfer, or conduct any other regulated activity.

Material Confidential Information: Information that: (a) relates directly or indirectly to a publicly listed company or any company with a publicly listed Security(ies); (b) has not been disclosed to the public by that company and is not otherwise in the public domain; and (c) a reasonable investor would consider important in deciding whether to purchase, sell, or hold that Security. Material Confidential Information is also known as **Material Non-Public Information (MNPI)** or **Inside Information.**
Information about publicly listed Securities is considered confidential until it has been fully absorbed by the marketplace. As a general rule, information should not be considered public until after the first full business day following the release of the information. Any information that could reasonably be expected to affect the price of a company's Securities (whether the effect would be positive or negative) is material. Information may be material even if it has no impact on the price of a company's Securities but would still be important to an investor in deciding whether to purchase, sell, or hold a Security.

Meal: Food or beverage provided as part of an event or taken with others, distinct from the Gift of, for example, a box of chocolates or a sealed, bottled beverage.

Money Laundering: The process criminals use to legitimize proceeds obtained from illegal activity. Money is "laundered" by passing it through legitimate businesses, and the nature of the financial transaction and the source, origin, and/or owner of the funds is concealed.

M42 Group: M42; any entity, operation, or investment controlled by M42; and/or any entity, operation, or investment that adopts the M42 Group Code of Ethics.

M42 Group Personnel: All individuals who work directly for or represent the M42 Group, including directors, employees, consultants, and long-term contractors or any other person or entity whose transactions are directed by, or subject to, your influence or control.

Non-Reportable Securities: Unless otherwise communicated to selected M42 Group Personnel, for the purposes of this Policy the following Securities are non-reportable:

- Exchange Traded Funds (ETFs), mutual funds, unit investment trusts (such as UCITS etc.) and similar entities
- Government securities (treasury securities, savings bonds and other direct obligations)
- Options on currencies and exchange-traded options on foreign currencies
- Over-the-counter foreign currency options and swaptions
- Cash, "near cash," and cash equivalents: e.g. bank accounts, certificates of deposit, money market fund shares and commercial paper
- Personal accounts over which the Employee has no direct or indirect influence or control (e.g., a Discretionary (or Managed) Account, blind trust etc.)
- US - 529 accounts, 401k retirement accounts or similar in other jurisdictions that can only hold Non-Reportable Securities
- Investments effected pursuant to an automatic investment plan (i.e., regular periodic purchases or sales in accordance with a predetermined schedule)
- Single-facet cryptocurrency.

Officer: A high-level management official of a business. Officers have the actual or apparent authority to contract or otherwise act on behalf of the business.

Outside Concern: Any organization, entity, or group other than M42 or its Assets.

Person: Natural person or human being.

Personal Data: Information from which a Data Subject can be identified or is identifiable, whether directly or indirectly. This will include factual information such as telephone numbers, names, addresses, e-mail addresses, photographs, CCTV footage, and voice recordings. It will also include expressions of opinion and indications of intentions about individuals, such as performance appraisals. Information which does not on its own identify a Data Subject will still be 'personal data' if it can be put together with other information which we hold or which could fairly easily get hold of. For example, if Personal Data has been anonymized by M42 Group but we also hold the key to 'de-anonymize' the information or could fairly easily get hold of that key, then the anonymized information will still be Personal Data.

PIC Owner: An individual responsible for compiling and maintaining the PIC list of impacted Restricted Persons, as determined by the relevant Division/Sector or Asset.

Politically Exposed Person (PEP): Persons who are or have been entrusted with prominent public functions and their immediate family members and persons known to be their close associates. These are senior foreign political persons, including:

a. A current or former:
   i. Senior official in the executive, legislative, administrative, military, or judicial branch of a foreign government (no matter whether elected)
   ii. Senior official of a major foreign political party
   iii. Senior executive of a foreign government-owned commercial enterprise
b. A corporation, business, or other entity that has been formed by, or for the benefit of, any of the above
c. An immediate family member (including spouse, parents, siblings, children, and a spouse's parents and siblings) of any of the natural persons above
d. A person who is widely and publicly known (or is actually known) to be a close associate of any of the natural persons above

Privacy Notice: A document or statement to a Data Subject with regards to how the organization treats (collects, processes, retains, uses etc.) Personal Data.

Project Information Circle (PIC): A group of Restricted Persons that have or it is anticipated will receive Material Confidential Information concerning a specific publicly listed Security(ies) and who, as a result, have been designated as Restricted Persons. Individuals may be part of more than one PIC.

Processing: Any operation, whether manual or automated, performed on Personal Data, including but not limited to collecting, recording, organizing, storing, adopting, altering, retrieving, consulting, using, disclosing, transmitting, disseminating, making available, aligning, combining, blocking, erasing, or destroying.

Pseudonymization: The process of replacing Personal Data with a pseudonym, for example, replacing a name with an identification number.

Public International Organization: Multinational institution composed principally of countries or a collection of Governments or other institutions that carries on Government or quasi-governmental activity(s) or function(s).

Public Occasion: Official public holiday or occasion in the United Arab Emirates, such as Ramadan, Eid al-Fitr, Eid al-Adha, UAE National Day, etc.

Re-Export or Re-Transfer: (a) Shipment or transmission of a Dual-Use Article from the country of original Export to another country; (b) transfer of a Defense Article or Defense Service to an end-use, end-user, or destination not previously authorized; or (c) for satellites, transfer of registration of a satellite or operational control over a satellite from a party resident in one country to a party resident in another country.

Related Person for the Conflicts of Interest Policy: In relation to M42 Group Personnel:

- A spouse, child, step-child, grandchild, parent, step-parent, grandparent, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law, uncle, aunt, niece, nephew, cousin (including adoptive relationships) whether or not sharing the same household.

- Business relationships in which you are a general partner, owner, or take management decisions
- Trusts for which you are a trustee
- Estates for which you are an executor
- Close personal relationships
- Any other person or entity whose transactions are directed by, or subject to, your influence or control

Related Person for the Personal Trading Policy: In relation to M42 Group Personnel:

- A spouse, child, stepchild, grandchild, parent, step-parent, grandparent, sibling, mother- or father-in-law, son- or daughter-in-law, or brother- or sister-in-law (including adoptive relationships) sharing the same household
- Business relationships in which you are a general partner, owner, or take management decisions
- Trusts for which you are a trustee
- Estates for which you are an executor
- Any other person or entity whose transactions are directed by, or subject to, your influence or control.

Relationship or Account Owner: The individual within the Division/Sector or Asset who is responsible for forming and managing the relationship with the Business Partner.

Restricted Party(ies): Any party (whether a legal or natural person) that is subject to trade controls, sanctions, embargoes, denied party, or other trade restrictions either individually or by virtue of being resident, domiciled, incorporated, or located in a country that is subject to such restrictions.

Restricted Person(s): Any M42 Group Personnel who have been identified as subject to restrictions on their personal Securities trading because they have received or it is anticipated will receive Material Confidential Information as part of their M42 Group duties.

Restricted Securities: Securities included on a Restricted Person's Restricted Securities List.

Restricted Securities List: A list of companies whose Securities may not be traded, either directly or indirectly, by Restricted Persons.

Security(ies): Equity, debt, and derivative financial instruments, including common shares, preferred shares, options, derivatives, swaps, futures, forwards, warrants, short positions, profit interests, convertible notes, bonds, notes, debentures, commercial paper, loan participations, limited partnership units, and other types of equity, debt, hybrid, and other securities.

Securities Tipping: Disclosing Material Confidential Information to enable another person to trade in a Security on the basis of that information.

Sensitive Personal Data: Personal Data that require enhanced protection due to the delicate nature of the information. This information includes racial or ethnic origin, nationality/passport, political opinions, religious or similar beliefs, trade union membership, physical and/or mental health information, data concerning a natural person's private life, and criminal convictions, allegations, court proceedings, and/or sentences.

Special Category Data: Sensitive personal information, the exposure of which could be used for discrimination or could impact rights and freedoms of the data subject.

Sponsored Travel & Hospitality: Includes any form of transportation (such as flight tickets and land transportation) and associated hospitality and lodging (such as hotel bookings, meet and greet services, and other related arrangements) that are offered as part of a business-related engagement, such as conferences, site visits, or business meetings.

Sponsorship: Where an entity provides financial or in-kind support for an event, person, or organization by paying money or providing goods, services, or other consideration in return for the opportunity to promote that entity's brand and/or personnel or to access services, an event, or other marketing activities.

Technical Data/Technology: Information required for the design, development, production, manufacture, assembly, operation, repair, testing, maintenance, modification, use, installation, overhaul, or refurbishing of Articles. Information may be in the form of blueprints, drawings, photographs, plans, instructions, diagrams, models, formulae, tables, engineering designs and specifications, manuals, and documentation no matter the media. Technical Data typically refers to Defense Articles and Defense Services. Technology typically refers to Dual- Use Articles. Different jurisdictions may define and apply Technology and Technical Data differently.

Technology Control Plan(s): A formal, written plan to monitor and control access to Controlled Articles and Defense Services.

Terrorist Financing: Financial support of terrorists or those who encourage, plan, or engage in terrorism-related activities.

Trade Controls Champion(s): A person(s) who manage(s) the functional responsibility for the Trade Controls Compliance Program for the relevant Asset. This need not be a stand-alone position and may be full-time or part-time, depending upon the risk, nature, and needs of the Asset.

Trade Controls Compliance Program: A formal framework of policies, procedures, assessment, processes, and controls to ensure adherence to international trade requirements.

POLICY DETAILS

POLICY DETAILS

Code of Ethics

Version	1.1
Number	1.1
Issue Date	October 2023
Effective Date	October 2023
Next Review	December 2026
Classification	Public
Notes	**Version 1** • Initial release **Version 1.1** • Minor stylistic amendments
Owner	**Ethics & Compliance Office** The Policy Owner is responsible for periodically updating and reviewing this Policy to reflect regulatory, best practice and business developments
Approver	Audit & Risk Committee **M42**

Conflicts of Interest Policy

Version	1.1
Number	3.1
Issue Date	October 2023
Effective Date	October 2023
Next Review	December 2026
Classification	Public
Notes	**Version 1** • Initial release **Version 1.1** • Minor stylistic amendments
Owner	**Ethics & Compliance Office** The Policy Owner is responsible for periodically updating and reviewing this Policy to reflect regulatory, best practice and business developments
Approver	Board of Directors **M42**

Anti-Bribery & Corruption Policy

Version	1.1
Number	4.1
Issue Date	October 2023
Effective Date	October 2023
Next Review	December 2026
Classification	Public
Notes	**Version 1** • Initial release **Version 1.1** • Minor stylistic amendments
Owner	**Ethics & Compliance Office** The Policy Owner is responsible for periodically updating and reviewing this Policy to reflect regulatory, best practice and business developments
Approver	Audit & Risk Committee **M42**

Business Partner Due Diligence

Version	1.1
Number	5.1
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Effective Date	October 2023
Next Review	December 2026
Classification	Public
Notes	**Version 1** • Initial release **Version 1.1** • Minor stylistic amendments
Owner	**Ethics & Compliance Office** The Policy Owner is responsible for periodically updating and reviewing this Policy to reflect regulatory, best practice and business developments
Approver	Audit & Risk Committee **M42**

Personal Trading Policy

Version	1.1
Number	6.1
Issue Date	October 2023
Effective Date	October 2023
Next Review	December 2026
Classification	Public
Notes	**Version 1** • Initial release **Version 1.1** • Minor stylistic amendments
Owner	**Ethics & Compliance Office** The Policy Owner is responsible for periodically updating and reviewing this Policy to reflect regulatory, best practice and business developments
Approver	Audit & Risk Committee **M42**

International Trade Controls Policy

Version	1.1
Number	7.1
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Effective Date	October 2023
Next Review	December 2026
Classification	Public
Notes	**Version 1** • Initial release **Version 1.1** • Minor stylistic amendments
Owner	**Ethics & Compliance Office** The Policy Owner is responsible for periodically updating and reviewing this Policy to reflect regulatory, best practice and business developments
Approver	Audit & Risk Committee **M42**

Data Privacy Policy

Version	1.1
Number	8.1
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Classification	Public
Notes	**Version 1** • Initial release **Version 1.1** • Minor stylistic amendments
Owner	**Ethics & Compliance Office** The Policy Owner is responsible for periodically updating and reviewing this Policy to reflect regulatory, best practice and business developments
Approver	Audit & Risk Committee **M42**

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