

The C.A.T. Group of Companies'

Code of Conduct

Message from the CEO

The C.A.T. Group (C.A.T.) is a recognized general contractor, with an international ranking in pipelines and as a general contractor. We are focused on delivering successful projects to our customers. We are well recognized for our client focus and our quality in delivering our projects.

The founders set up C.A.T. in 1937 and focused from day one on growing a company with a strong reputation and high working ethics. With the continuous hard work of the generations and leaders that followed, today, we have a strong and reputable company that we are proud to be associated with.

The C.A.T. Group brand depends on each one of us conducting ourselves and our business around the world with the utmost integrity, and to the highest ethical standards. Our commitment to integrity is a vital part of our culture and has earned us the trust of our clients, and business partners.

C.A.T.'s Code of Business Conduct sets out the ethical principles and legal guidelines that we use to conduct all of our business decisions. The Code is not a substitute for good judgment, nor does it cover every situation that you may encounter or every law that applies to us as a company. It is, however, a resource for our employees to help ensure that we consistently exemplify integrity and do the right thing, every time.

Doing the right thing involves difficult decisions and sometimes the courage to ask questions or to speak up and most importantly know and be ready to say "No".

Our reputation, and our future success, depends on each of us taking personal responsibility for putting our Code into practice. This is a priority for me and I expect it to be a priority for you.

Together we can show the world that the C.A.T. Group is a company united by strong values – a company everyone can trust, and most importantly, a company for which we are proud to be a part of.



Joseph M. Gebara
The C.A.T. Group C.E.O.

1- OBJECTIVE

The C.A.T. Group of Companies' objective in establishing this Code of Conduct is to promote ethics, honesty and professionalism among their employees and their suppliers and subcontractors.

C.A.T. Companies are committed to conducting their business in an ethical, legal, safe, environmentally and socially responsible manner.

C.A.T. Companies believe in being an integrated organization and the action of every employee, supplier and subcontractor affects their entire organization and reputation.

C.A.T. Companies expect all their employees, suppliers and subcontractors to abide by this Code and C.A.T. Customer's Contractual requirements in carrying out their duties and functions so as to preserve public and customer trust and to ensure C.A.T. Group of Companies' sustainable growth and business development.

This Code of Conduct shall be made public in C.A.T. Companies' offices and on C.A.T. Group website and its clauses shall be , as per C.A.T. Document Control and Training Procedures, communicated and understood by all C.A.T. Stakeholders and included in all business relationship documents with C.A.T. Companies' suppliers and subcontractors.

The name "C.A.T." herein refers respectively and severally to each of the distinct companies of the C.A.T. Group of Companies.

2- CODE OF CONDUCT

a- Conflicts of Interest :

Conflicts of interest may arise when employees act as private individuals when engaging in certain activities. It is an employee's main responsibility to act in the interest of C.A.T. Group rather than in personal interest. C.A.T. Group strongly directs employees to prohibit any business transactions taking place between C.A.T. and the stakeholder to be influenced by any other factor, other than that of the C.A.T. Group welfare. Employees are strictly barred from engaging in any business relations with competitors or circulating any information deemed confidential to the company. Employees are responsible for declaring any private participation with businesses outside the scope of C.A.T. Group.

b- Compliance with Laws, Codes and Regulations:

C.A.T. dedicates itself to abide by commercial ethics, Laws and Regulations and firmly believes in the value of an integrated organization.

- **Employee:**

All C.A.T. employees shall comply with their Company Regulations, applicable laws and Customer's Contractual requirements as set in applicable Customer's agreements, in all C.A.T. Areas of operation.

Any employee with any query concerning ethics or legal matters is advised to consult with his or her Division/Department Head or C.A.T.'s Legal department. Each individual shall be obligated to conduct business ethically and to avoid any activity that would lead to a conflict of interest or affect in any way his job performance.

- **Supplier and Subcontractor:**

C.A.T. Suppliers and Subcontractors must comply with all applicable laws, codes and regulations and Customer's Contractual requirements as set in applicable procurement or subcontract agreement documents (including but not limited to, proposals, invitations to bid, solicitations and resulting contractual and purchasing agreements).

c- Environmental, Health and Safety:

C.A.T. shall maintain safe, sanitary and healthy environments for all their employees at all their facilities including residential camps and job sites. It is the responsibility of C.A.T. and its Suppliers/Subcontractors, respectively, to ensure that their facilities are designed and safely operated in compliance with applicable laws and do not present unnecessary risks to the environment or the public. Such compliance shall include, but not limited to:

- Obtaining and maintaining environmental permits.
- Proper handling and disposition of hazardous materials.
- Monitoring, controlling and responsibly treating discharges generated from operations.
- Conducting appropriate employee safety training and providing adequate safety equipment.
- Maintaining records of safety training and monitoring safety performance.
- Ensuring supplier's/subcontractor's employees comply with applicable health and safety rules and regulations and perform their duties and work in a manner which will not endanger themselves or others.
- Provide training required to promote sound public health and hygiene practices.

The Compliance records (Audits, inspections, employee feedback, etc...) shall be kept by C.A.T. HSE Department.

d- Ethical Business Practices:

C.A.T. Management, Employees, Suppliers and Subcontractors shall, respectively, conduct their business in accordance with the highest standards of ethical behavior in each of the following areas:

- **Fair Trade Practices**

C.A.T., its suppliers and subcontractors shall not engage in collusive bidding, anticompetitive or other unfair trade practices.

- **Ethical Sourcing**

C.A.T., its Suppliers and Subcontractors shall source goods or services from third parties that meet as a minimum country of origin standards for health and safety, working hours, pay, employment conditions and environmental protection.

- **Relationship and Communications**

C.A.T. employees, suppliers and subcontractors shall, respectively, conduct daily transactions, among themselves and with C.A.T. customers, fairly, honestly and with integrity according to the highest ethical standards.

They shall not encourage or utilize current or former customer employee to disclose or provide any confidential, proprietary or other restricted business information for the purpose of gaining a commercial advantage or damage customer's interests.

No former customer's employee shall be hired, employed, engaged as a consultant or entered with in any business relationship without C.A.T. Customer's prior approval.

- **Gifts, Gratuities and Hospitality**

C.A.T. Group employees shall not accept gifts, gratuities, hospitality, or anything that may be perceived as a means to influence or project the image of influencing the strictly professional relationship between the individual and organization. The provision of gifts or hospitality may be deemed acceptable so as long as the value

does not exceed USD 60 and is in compliance with the policies of the C.A.T. Group. Gifts, gratuities and hospitality which exceed minimal value should not be accepted under any circumstances and immediately returned in order to not be misconstrued as a form of incentive.

- **Fraud and other Wrong Doings**

It is imperative for all employees in the C.A.T. Group to understand and comply with the rules and regulations, in addition, be conscious of the numerous types of fraud and any of the indicators that may lead to it. Types of fraudulent misconduct by the employees of C.A.T. Group might include misrepresentation or concealment of material facts. This also includes not properly executing one's responsibilities, leading to loss and waste of company assets and resources.

- **Payments to Customers and Government Officials**

In order to comply with the regulations, no employee, or third party, should promise, offer or pay money or provide anything else of value to a Customer's representative or government official in order to: influence any act or decision, encourage the official to commit any act that may potentially infringe on their duties or persuade the official to use their influence to affect any act or decision of any member of the government.

If in any case the payment or gift may be misinterpreted for having an inappropriate intent, it is not allowed. In addition to direct payments of money, other examples of prohibited payments to a government official include: any gifts or entertainment expenses or any contributions that may be of benefit to a government official.

No funds, assets, services, gifts, gratuities, excessive hospitality shall be offered/accepted as bribes or other payments designed to influence or compromise the conduct of customer's/supplier's/subcontractor's representative or C.A.T.'s employee.

- **Record Management**

For all data entry of any kind into C.A.T. Group systems, the employees must ensure that no false entries be made under any circumstances and all data is entered accurately and truthfully. All such data will be maintained in accordance to business policies and any local legal requirements.

All Communications with third parties via emails and official letters shall be accurately and truthfully systemized.

- **Confidentiality of information**

From time to time, C.A.T. Group individuals will have access to confidential information related to the Group, its Customers, or any other stakeholder. Under no circumstances should such information will be shared with any other external party unless deemed required by court of relevant jurisdiction; in the case of court order, all involved parties should be notified immediately. Moreover, such information is shared internally on a need-to-know basis only.

All information or material handled by C.A.T. employee, supplier or subcontractor related to any customer business relationship including but not limited to: tender, agreement, document, drawing, data and information of any kind should be treated as confidential and should not be disclosed without the Customer's prior written permission.

- e- **Anti Money Laundering Policy:**

C.A.T. is committed to the highest standards of Anti Money Laundering (AML) compliance with the laws, rules, regulations and export control laws and sanctions of the jurisdictions in which we operate. C.A.T. requires from all its Management, Employees, Suppliers, Contractors and Subcontractors to adhere to these standards and to prevent the direct or indirect use of C.A.T. services and awarded projects for money laundering purposes.

C.A.T. and all its Management and Employees strive, and C.A.T. Suppliers, Contractors and Subcontractors are compelled to strive, to follow applicable laws that prohibit money laundering, and any suspicion of money laundering or any other suspicious transactions activity shall be immediately reported to C.A.T. Group Top Management as shown in point 3 of this Code of Conduct :

Monitoring and Compliance.

- f- **Whistleblowing and Whistleblower Protection:**

Whistleblowing is the act of reporting any form or misconduct commonly in reference to any breach of legal requirement or engaging in immoral behavior.

Some of these acts may include but are not limited to:

- Breach of a legal requirement - e.g. health and safety obligations owed by C.A.T.
- General malpractice - such as immoral, illegal or unethical conduct
- Breach of audit (or other applicable) regulations
- Breach of the codes of conduct of C.A.T., C.A.T. Customer and other relevant institutions.

It is the duty of all concerned to notify C.A.T. if they observe, or learn of, any unethical business conduct or illegal acts. Failure to promptly raise a known or suspected violation is considered an unethical behavior. Individuals who choose to disclose any information deemed important to the wellbeing of the company may do so anonymously. As a result, C.A.T. Group will work to the best of its abilities to protect the identity of the individual involved and the disclosure. If in any case the identity needs to be disclosed, discussions will be in order. However, we advise anyone who wishes to provide any information to do so openly so as to provide credibility to the case. Nevertheless, anonymous concerns will not be taken lightly.

Whistleblowers reporting violations in good faith and in alignment with the provisions of the Whistleblowing Policy shall be protected against acts of retaliation, harassment or victimization.

All cases of whistleblowing shall be documented in C.A.T. Group records in an accurate and timely manner. C.A.T. Group shall ensure that no false entries be made under any circumstances and that the confidentiality of these documents is maintained at all times for the safety and protection of the employees.

g- Anti-retaliation Prohibitions:

Any act of retaliation, including harassment or victimization, resulting from the implementation of any of this Code requirements or other C.A.T. Group Regulations, is considered a breach of the Code of Conduct and will be dealt with accordingly.

3- MONITORING AND COMPLIANCE

C.A.T. Management shall, and C.A.T.'s suppliers and subcontractors are compelled to, conduct periodic internal reviews and inspections to ensure their compliance with this Code as well as with C.A.T. Customer's Code of Conduct. To demonstrate commitment, compliance records shall be kept and available upon request.

If any employee, supplier, subcontractor, or any other related stakeholder suspects or identifies areas of non-compliance, including conflict of interest, unethical or fraudulent behavior by any party including Customer's employees, he shall notify, promptly and confidentially, C.A.T. Customer and C.A.T. Management in order to remedy any such non-compliance by sending an email to Mr. Robert Asfour, Group QA & HSE Manager :.

Email: Robert.asfour@catgroup.net

Phone: + 961 1 440 400

Non Compliance with this Code of Conduct by a:

- C.A.T. employee shall lead to applying Disciplinary Action including immediate dismissal and Legal Action if required.
- C.A.T. Supplier or Subcontractor shall be considered as a breach of Purchase Order or Subcontract agreement Terms and Conditions and shall be dealt with accordingly.

The implementation of this Code of Conduct is a shared responsibility between C.A.T. ,its suppliers and subcontractors.