

Section A

Conduct

A.1 POLICY: VALUES

Purpose

To provide an overview of the values by which every employee within EOGA is expected to work by. Our overriding commitment is to be fair, ethical and respectful to everyone involved in the building process.

The EOGA approach is a reflection of the EOGA Values, a set of 8 principles that determine the way we do business. These are displayed on every aspect of the business and are seen as an integral part of our company.

Policy

The EOGA values are stated as follows:

1. A dedication to excellence in our services which overrides everything else. We have no other interests and are absolutely determined to be the best.
2. Recognition that EOGA is, and only is, its people. Communication, involvement and delegation enable success. Training, education and development ensure it.
3. A philosophy of entrepreneurship, initiative and dynamism. EOGA people are expected to create success and can expect to share in that success. Commitment and performance properly recognized and rewarded, lead inevitably to incomparable results.
4. A commitment to consistently deliver exceptional service to owners and our business partners, and to uncompromising quality in our workmanship and performance.
5. The enthusiastic pursuit of profits, growth and unmatched success. EOGA people must always enjoy an excellent return on their career investment and our shareholders must always enjoy an excellent return on their financial investment.
6. A commitment to our business partners, and everyone else involved in the building process that our actions will be in every instance fair, ethical, respectful and professional.
7. An active involvement in the service of our community locally, nationally, internationally. The ability to improve our own lives brings with it the responsibility to help improve the lives of others.
8. The recognition that words describe, but only execution achieves.

A.2 POLICY: CONFLICT OF INTEREST

Purpose

To clarify that every EOGA employee is to avoid situations in which they may have, or even appear to have, an interest that conflicts with the interests of the Company.

Policy

You may not own any stock (other than a nominal interest in a publicly traded company) or have any other financial interest in an entity with which you or employees under your supervision do business. An employee would have a conflict of interest if, in the course of his/her employment, their judgment and discretion could be influenced by considerations of personal gain or benefit to him/her or a member of their immediate family. All business decisions on behalf of the Company are to reflect his/her independent judgment and discretion and are to be made on the basis of what is in the best interests of EOGA.

A.3 POLICY: OUTSIDE BUSINESS ACTIVITIES

Purpose

To communicate that EOGA employees are expected to devote their full-time effort to the Company's business. Employee participation on a part-time or freelance basis in any other business activity may constitute a conflict of interest with the employee's employment responsibilities.

Policy

An EOGA employee who proposes to become associated with any outside business (defined as any business outside EOGA, Mardive Group affiliate or subsidiary) must first disclose the proposed association to their leader and obtain written approval. If the employee is currently associated with any outside business, the employee must disclose his/her situation to their leader and obtain written permission to continue the association.

A.4 POLICY: CONFIDENTIAL INFORMATION

Purpose

To protect company interests.

Policy

Company information that the employee has access to, or is provided with, is to be used only in performing his/her duties for the Company, this is regardless of whether or not the information was created by the employee. Disclosure of any confidential information is prohibited unless it is duly authorized. This obligation continues to exist even after the employee departs EOGA.

Confidential information is considered to be any information, regardless of format, that is not generally available to or generally known by the public.

All company documentation in the employee's possession must be returned to the company when employment ceases.

A.5 POLICY: ACCEPTANCE OF GIFTS

Purpose

It is important that the true value of our suppliers and subcontractors is measured by business performance, and the rating of such performance must not be clouded by other influences.

Policy

Other than normal and ethical business practices such as token gifts, or entertainment of nominal nature (not more than \$100 in value), no employee or members of the employee's immediate family shall solicit or accept any gifts, services, or special favors, from any business partners, client or from any other party with which the company or any of its affiliates does business.

A.6 POLICY: CLIENT FIRST: CODE OF CONDUCT

Purpose

To provide a standard by which we should conduct our dealing with Clients and Business Partners.

Policy

The following Code of Conduct has been issued in order to ensure that all members of EOGA are reminded of the Client First philosophy and what is to be considered acceptable and unacceptable behavior. This has been issued to identify to all staff, the high standards of professional conduct that is required at all times. Ensuring that these standards are applied consistently is critical to the long-term success of the company.

The following guidelines apply to our dealings with ALL stakeholders: - principals, operators in the energy sector, business partners and our colleagues within EOGA and its affiliates.

Be Polite: There is never any excuse for being rude or losing your temper, whatever the provocation. Being polite does not mean you are being weak; if you do have a disagreement with somebody, the most effective and professional way to demonstrate the firmness of your position is to be completely respectful and polite.

Work Safely: Failure to make reasonable provision for the safeguarding of life, health or property of any person who may be affected by the work is completely unacceptable.

Be Professional: EOGA staff must always behave in a professional and business-like manner. This includes being on time for meetings and following appropriate standards.

Respect Confidentiality: From time to time we may be party to confidential information related to our Client's business. Whether or not we have signed a confidentiality agreement, we must respect the confidentiality of this information at all times.

Time is of the Essence: It is important that we respond in a timely manner to all reasonable requests received from our clients. Their time is valuable and we must be careful not to waste it by being disorganized or by poor time management. Consistently communicated stakeholders' expectations will facilitate the team's success.

Act Ethically: It is critical that we act ethically at all times and in all of our dealings. Any form of dishonest, fraudulent or unethical behavior will not be tolerated and anybody who practices such behavior will be dismissed from the company and subject to legal action, if appropriate.

Non-Discrimination: EOGA is an equal opportunity employer and specifically prohibits discrimination based on race, national or ethnic origin, color, religion, age, sex, sexual orientation, marital status, family status, disability or conviction for which a pardon has been granted or any other legally protected grounds. This standard applies to how we run our business and in our dealings with all other organizations. This is a zero-tolerance policy, we are required to behave in accordance with this policy at all times.

A.7 POLICY: ANTI-CORRUPTION

Purpose

EOGA, is committed to conducting its business in accordance with the highest professional and ethical standards and in compliance with all applicable anti-corruption laws and regulations in Egypt.

This Global Anti-Corruption Policy (the "Policy") sets forth certain guidelines, practices and minimum standards with which all EOGA employees must comply. No employee of EOGA will authorize, conduct, be involved in or tolerate any actions that violate the requirements of the Policy or any Applicable Laws.

Policy

EOGA has designated the Managing Director (MD) as the compliance officer (the "Compliance Officer") of EOGA. The MD will be responsible for investigating any potential violations of the Policy or any Applicable Laws.

All employees are responsible for familiarizing themselves and complying with the Policy and for promptly reporting to the MD any business or other activity conducted in contravention of the Policy or any Applicable Laws.

1. **Prohibited Conduct:** Employees, independent contractors, partners and consultants acting together with or on behalf of EOGA are prohibited from directly or indirectly making or receiving a bribe, improper gift, or any benefit from or to any government official or any other person. In particular, the Prohibited Conduct shall include the following:
 - a. Dishonest or fraudulent acts;
 - b. Forgery or alteration of documents (including contracts, time sheets, cheques and purchase orders);
 - c. Misappropriation of funds;
 - d. Impropriety in the handling or reporting of monetary transactions, including the giving or receiving of bribes;
 - e. Authorizing or receiving payments for goods not received or services not performed;
 - f. Accepting, seeking or providing material goods from or to clients, government officials, vendors, subcontractors, suppliers, consultants or other persons ("Persons") in order to act or refrain from acting in accordance with their responsibilities, or to induce or reward any function or activity connected with the business.
 - g. Violation of any laws or regulations in respect of fraud, bribery or other dishonest activities, including but not limited to the *Corruption of Foreign Public Officials Act* (CFPOA).
2. **Potentially Permitted Expenditures and Activities:** The following types of transactions and activities may be permitted under circumstances as permitted by the Policy and Applicable Laws:
 - a. Expenditures on gifts, travel and other hospitality provided to Persons, provided that such expenditures are (i) reasonable in amount and frequency; (ii) are directly related to the promotion, demonstration or explanation of EOGA's business; and, (iii) permitted under the laws and regulations of the country in which the Person is a citizen or resident. However, any such expenditures in excess of \$1,000, singly or when aggregated with other related or similar expenditures, must be approved in writing by the applicable Manager, or, where such expenditure is being made by any Manager or other Senior Executive, by the MD prior to being made.

For greater certainty, no gifts of cash are permitted under any circumstances.

b. Charitable contributions are permitted so long as such contributions are not made for the purpose of obtaining an unlawful business advantage, or that may create, or appear to create a conflict of interest.

3. Third Parties, Partnerships and Joint Ventures: In connection with EOGA's business, EOGA and its employees may interact with certain third parties, partners and co-venturers. The Policy requires that all such Partners (i) undergo appropriate due diligence prior to doing business with EOGA; and, (ii) enter into a written agreement containing appropriate anti-corruption provisions. No EOGA employee may request, permit or directly or indirectly cause any Partner to provide anything of value to any Person for the purpose of improperly obtaining or retaining business or securing any advantage.
4. Books and Records: EOGA employees are required to keep accurate books, records and accounts of all business transactions, including invoices, expense reports and purchase orders. No employee of EOGA may make or use secret, unrecorded or knowingly mis recorded accounts, funds or assets.
5. Failure to Comply with the Policy: Any failure to comply with the Policy or Applicable Laws may have serious adverse consequences to EOGA, including but not limited to financial and reputational damage. Any employee who violates the Policy will be subject to disciplinary action, including (depending on the severity of the violation) termination of his or her employment, and may also be subject to prosecution, criminal fines or imprisonment.
6. Whistleblowers: Employees are responsible for promptly reporting any perceived violations of the Policy or Applicable Laws to the Compliance Officer at Mohamed.nadim@eogagroup.com

Employees who, in good faith, report any such possible violations will not be penalized or disadvantaged, and EOGA will use reasonable efforts (except where prohibited by law) to maintain the confidentiality of the individual(s) making such good faith reports. EOGA prohibits any retaliation against any employee who makes a good faith report of actual or potential violations of the Policy or Applicable Laws.

7. Compliance: All EOGA employees will be provided with a copy of and will be bound by the Policy and all Managers will be required to acknowledge that they have read, understood and have agreed to abide by and be bound by the Policy

A.8 POLICY: HARASSMENT IN THE WORKPLACE

Purpose

To ensure that all employees have a work environment which is free of harassment of any kind and that the reporting process to address any harassment complaint is understood by all employees.

Policy

It is the policy of EOGA to maintain a professional work environment that is free from all forms of harassment, and that promotes and values diversity. Conduct by any employee that disrupts or interferes with another person's work performance, or with their physical, mental or emotional wellbeing will not be tolerated by EOGA.

Any harassment based on any of the Prohibited Grounds, or any other grounds deemed by law to be protected, is prohibited by EOGA and considered to be a serious offence. Complaints of harassment will be promptly investigated and, where warranted, disciplinary action, up to and including termination, will be enforced against any employee found to have harassed any person or group.

Prohibited Grounds

Race	Nationality/Citizenship	Age	Source of Income
Color	Place of Origin	Sex/Gender	Irrational Fear of Contracting a Disease
National/Ethnic Origin	Religion and/or Creed	Marital/Civil Status	Disability
Ancestry	Political Belief	Family Status	Sexual Orientation

Definition

Harassment - is unacceptable conduct or comment that is directed at and offensive to another person or group of people in the workplace or that might reasonably be expected to cause offence or humiliation to another person or might be viewed by an employee as placing an improper condition on employment. Harassment may take various forms but can be grouped into two broad categories:

- a) Harassment of an individual or group based on the prohibited grounds. Harassment behaviors' ought reasonably to be known to be unwelcome and include but are not limited to:
- unwelcome remarks, jokes, innuendoes or taunting
 - offensive electronic material including email, web sites and chat rooms
 - verbal abuse or threats
 - refusal to work or converse with a person based on a prohibited ground of discrimination
 - imitation of a person's accent or mannerisms
 - mocking a person's appearance or abilities
 - assault

Harassment does not include:

- occasional compliments of a socially acceptable nature or behaviors generally considered acceptable by a reasonable person unless the recipient has indicated that it is not acceptable to him or her, or
 - appropriate direction, evaluation, appraisal or discipline by a supervisor or manager.
- b)** Sexual harassment – is any Harassment of a sexual nature or based on a person’s gender or sexual orientation, including but not limited to:
- sexist jokes that are embarrassing or offensive
 - leering (suggestive staring)
 - sexually derogatory or degrading remarks directed towards members of one sex or one sexual orientation
 - sexually suggestive or obscene comments or gestures
 - unwelcome inquiries or comments about a person's sex life
 - unwelcome sexual flirtations, advances, propositions

Employee Expectations

- (a) Employees who believe they have been subject to Harassment are expected to communicate either directly to the offending party, or indirectly through his or her supervisor, their disapproval or unease with the offending party’s conduct or statements;
- (b) All employees have a responsibility to cooperate in the investigation of any Harassment complaint;
- (c) All employees can expect prompt action in response to a report of harassment to their supervisor/manager or any other appropriate manager; and,
- (d) All employees can expect to be treated without fear of reprisal.

Management Expectations and Requirements

- (a) All supervisors, managers and investigators (collectively “Managers”) are expected to treat seriously all allegations of Harassment;
- (b) All Managers are expected to be impartial in evaluating any complaint process in which they are involved;
- (c) All Managers are expected to ensure the confidentiality of complaints,;
- (d) All Managers are required to provide access to support and advice to both the complainant and the responding part;
- (e) All Managers are expected to ensure that disciplinary measures are taken, where appropriate;
- (f) All Managers shall ensure that complaints are addressed promptly and, in a manner, intended to preserve and protect the dignity of the complainant and the responding party; and,
- (g) All Managers will be held responsible for failing to deal with complaints in accordance with their obligations under this Harassment Policy;

Procedure

1. Say “NO!” — You should not ignore the Harassment and should make known your disapproval and/or uneasiness to the offending party in a clear and unequivocal manner. If you see someone else being harassed, speak up. Often a person may not be aware that his or her behavior is bothersome, and may change the behavior when brought to his or her attention.

2. Report the Incident — You should approach your supervisor and/or a member of the Human Resources Team to report the incident and seek guidance. Be prepared to provide details of what happened, and consider how you want to proceed. You may also choose to proceed informally to personally address the Harassment. However, where any Manager is made aware of any incident of Harassment, he or she will be obligated to respond in accordance with this Policy.

Please note no action shall be taken against any employee for making a complaint unless the complaint is made maliciously or without reasonable grounds.

3. File Formal Complaint — You may file a written complaint with the MD. The complaint will be investigated.
4. Investigation Procedure —EOGA will investigate all allegations of Harassment, including through interviews of all persons involved in the incident or incidents. Where appropriate, an investigation team will be appointed and resolution processes may be proposed, including where appropriate, mediation. All information provided by employees in the investigation process will be kept confidential, unless required to be disclosed in order to implement disciplinary measures or otherwise required by law.

Training

All EOGA Employees shall be required to undertake training in relation to this Harassment Policy in order to maintain the anti-harassment atmosphere

A.9 POLICY: DRUG AND ALCOHOL ABUSE

Purpose

To provide a drug and alcohol free, healthy and safe workplace.

Policy

Employees are required to report to work in appropriate mental and physical condition to perform their jobs in a satisfactory manner.

While on EOGA's premises or worksites and while conducting business-related activities off EOGA premises, no employee may use/consume, possess, purchase, distribute, sell, manufacture or be under the influence of alcohol or illegal drugs. The legal use of prescribed drugs is permitted on the job only if it does not impair an employee's ability to perform the essential functions of the job effectively and in a safe manner that does not endanger themselves or other individuals in the workplace.

Where permitted by law EOGA may require employees to participate in pre employment drug testing, random testing or testing for cause.

Violations of this policy will lead to disciplinary action, up to and including immediate termination of employment for cause, and/or required participation in a substance abuse rehabilitation or treatment program. Such violations may also have legal consequences to the employee.

Employees with questions on this policy or issues related to drug or alcohol use in the workplace should raise their concerns with their supervisor or the Human Resources Department without fear of reprisal