

ANTI-CORRUPTION & ANTI-BRIBERY POLICY

ZEARO CONSULTING SERVICES AND TRADING



PO 4920, CR91362, B.109, St 312, Zone 90, Al Wakra, Qatar



TABLE OF CONTENTS

INTRODUCTION	1
POLICY STATEMENT	1
APPLICATION OF THE POLICY	2
FORMS OF BRIBERY AND CORRUPTION	2
ANTI-BRIBERY AND CORRUPTION STANDARDS	3
GIFTS AND HOSPITALITY	4
DONATIONS AND MEMBERSHIPS	4
MERGERS AND ACQUISITIONS	5
DISCOUNT AND ALLOWANCES	5
SPONSORING	5
RESPONSIBILITIES UNDER THE POLICY	5
RECORD-KEEPING	6
REPORTING VIOLATIONS OF THIS POLICY	6
COMMUNICATIONS OF THIS POLICY	6
MONITORING AND REVIEW	7
PENALTY AND SANCTIONS	7
ACKNOWLEDGEMENT	8
REPORTING	8



ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

1. INTRODUCTION

Zearo Consulting Services And Trading (Zearo/Organization) hereby formalizes its new policy on anti-bribery and anti-corruption. This Anti-Bribery & Anti-Corruption Policy (the "Policy") will supersede any other existing policies relating to bribery and corruption.

2. POLICY STATEMENT

It is Zearo's policy to conduct all of its business in an honest and ethical manner. Zearo takes a zero-tolerance approach to bribery and corruption and is committed to acting professionally, fairly and with integrity in all its business dealings and relationships. It is the goal of Zearo to avoid acts which might reflect adversely upon the integrity and reputation of the Organization.

Individuals involved in corrupt activity may be fined, terminated and/or reported to local law enforcement authorities. Zearo, therefore takes its legal and ethical responsibilities very seriously and is committed to upholding all laws relevant to countering bribery and corruption in each of the jurisdictions in which it operates.

The purpose of this Policy is to:

- establish the principles with respect to applicable Anti-Bribery and Anti-Corruption laws and regulations;
- set out the responsibilities of Zearo, and all its employees and representatives in observing and upholding The Organization's position on bribery and corruption, and preventing the Organization's involvement in any activity relating to bribery or corruption; and
- provide information and guidance to those employees and representatives on how to recognize and deal with bribery and corruption issues.

In this policy:



"Third-party" means any individual or organization with whom you may come into contact during the course of your work for Zearo and includes actual and potential customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties.

"Representatives" means respective directors, officers, employees, personnel, agents, partners of the Organization, or even contractors of the Organization, when acting on behalf of the Organization or representing the interests of the Organization.

3. APPLICATION OF THE POLICY

This Policy applies to all employees, representatives and contractors of Zearo. Compliance with this Policy constitutes terms of service for each director, conditions of employment for each employee and representative, and conditions of providing services to Zearo for each contractor. Each such person agrees to be bound by the provisions of this Policy upon notification of the most recent copy being given to them or upon notification that an updated version has been placed on Zearo's website or online portal.

This Policy extends across all of the business dealings and in subsidiaries where the Organization operates. All persons covered by this Policy, in discharging their duties on behalf of Zearo, are required to comply with the laws, rules and regulations applicable in the location in which Organization is performing business activities, and in particular with respect to anti-bribery and corruption laws, rules and regulations. Where uncertainty or ambiguity exists, please contact the Admin department.

4. FORMS OF BRIBERY AND CORRUPTION

For purposes of this Policy, each of the scenarios below is referred to as a "bribery offence".

Bribes

- A bribe is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or business or personal advantage.
- An inducement is something which helps to bring about an action or desired result.



- A business advantage means that Zearo is placed in a better position (financially, economically, or reputationally, or in any other way which is beneficial) either than it would otherwise have been had the bribery or corruption not taken place.
- Kickbacks are payment of any portion of a contract made to employees of another contracting party or the utilization of other techniques, such as subcontracts, purchase orders or consulting agreements, to channel payment to public officials, political parties, party officials or political candidates, to employees of another contracting party, or their relatives or business associates.
- Extortion means to directly or indirectly demand or accept a bribe, facilitation payment or kickback.
- Tax evasion means intentionally not adhering to tax laws and regulations to avoid paying taxes in full or in part. Tax is defined as any sort of payment obligation to a government entity which is mandated by applicable laws as a result of engaging in business transactions. Tax can be but not limited to stamp duties, customs, VAT, sales tax, corporate income tax, capital gain and withholding tax.

5. ANTI-BRIBERY AND CORRUPTION STANDARDS

It is prohibited for any Business Unit of the Organization or its employees, representatives or contractors to:

- a) give, promise to give, or offer, a payment, gift or hospitality to a third party or otherwise engage in or permit a bribery offence to occur, with the expectation or hope that an advantage in business will be received, or to reward a business advantage already given.
- b) give, promise to give, or offer, a payment, gift or hospitality to a third party to "facilitate" or expedite a routine procedure.
- c) accept a payment, gift or hospitality from a third party if you know or suspect that it is offered or provided with an expectation that a business advantage will be provided by the Business Unit or the employee in return.
- d) threaten or retaliate against another employee or worker who has refused to commit a bribery offence or who has raised concerns under this Policy
- e) engage in any activity that might lead to a breach of this Policy.



Non-compliance with the Policy may result in criminal or civil penalties in accordance with local applicable laws and will vary according to the offence. An employee acting in contravention of the Policy will also face disciplinary action up to and including termination of employment.

6. GIFTS AND HOSPITALITY

This Policy does not prohibit normal and appropriate hospitality (given or received) during the course of normal business, to or from third parties.

A “gift” includes anything of value, transferred to another, for which no specific services or compensation is received or expected. “Hospitality” or business entertainment includes the act of dining or participating in a recreational or related activity.

General Principles

Zero is committed both to the course of the highest integrity and to avoiding even the appearance of impropriety in the conduct of its affairs. These commitments have obvious significance for bestowing favours upon individuals, whether in the public or private sector, who are in the position, directly or indirectly, to benefit the Organization.

- Giving and receiving of gifts in the form of commissions, abnormal loans, shares in profit, free travel tickets or hotel / other accommodation, membership in social clubs/health facilities at no charge or at unreasonably low charge, repairs and improvements at unreasonably low prices, and such other facilities are strictly prohibited.

The test to be applied is whether in all the circumstances the gift of hospitality is reasonable and justifiable. The intention behind the gift should always be considered.

7. DONATIONS AND MEMBERSHIPS

The Organization has a policy of strict political neutrality; it does not make donations to any political parties, organizations, or individuals engaged in politics.

Zero only makes charitable donations to authorized charitable foundations that are legally established under local laws. No donation must be offered or made without the prior approval of the Chief Executive Officer.



8. MERGERS AND ACQUISITIONS

The Group shall undertake appropriate and reasonable due diligence on the reputation and integrity of any business in which it makes investments or any entity with which it intends to form a partnership or joint venture.

9. DISCOUNT AND ALLOWANCES

The valid discount, fleet, affinity, government and corporate schemes, which are continuously revised and updated based on the market dynamics and needs, should prevail.

10. SPONSORING

Sponsoring activities should remain within the scope of promoting the product(s) or service(s), the brand(s), Corporate Social Responsibility (CSR) activities and/or initiatives with similar nature away from obtaining and/or retaining improper advantage or preferential treatment.

11. RESPONSIBILITIES UNDER THE POLICY

On a need basis and in coordination with the HR Department, all employees and representatives, contractors and suppliers of Zearo must participate in training programs provided by the Organization and comply with this Policy and the following related policies:

- a) Code of Conduct;
- b) Whistle Blowing Policy; and
- c) Gifts & Hospitality Policy

The prevention, detection and reporting of bribery offences and other forms of corruption are the responsibility of all those working for Zearo or under its control. All such persons are required to avoid any activity that might lead to, or suggest, a breach of this Policy.

You must report using the email at the end of this document as soon as possible if you believe or suspect that an action in conflict with this Policy has occurred, or may occur in the future, or has been solicited by any person.



12. RECORD-KEEPING

All departments are expected to:

- keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.
- prepare and maintain all accounts, invoices, memoranda and other documents and records relating to dealings with third parties with strict accuracy and completeness. No accounts or cash funds may be kept "off-book" to facilitate or conceal improper payments. The use of false documents and invoices is prohibited, as is the making of inadequate, ambiguous or deceptive bookkeeping entries and any other accounting procedure, technique or device that would hide or otherwise disguise illegal payments.

13. REPORTING VIOLATIONS OF THIS POLICY

All employees, representatives and contractors must adhere to Zearo's commitment to conduct its business and affairs in a lawful and ethical manner and are encouraged to raise any queries with the audit and/or legal department.

In addition, any employee, representative and contractor of Zearo who becomes aware of any instance where Zearo receives a solicitation to engage in any act prohibited by this Policy, or who becomes aware of any information suggesting that a violation of this Policy has occurred or is about to occur is required to report it using the form at the end of this document.

Zearo prohibits retaliatory action against any person who raises concern in good faith.

14. COMMUNICATION OF THIS POLICY

To ensure that all employees, representatives and contractors of Zearo are aware of the Policy, a copy of the Policy will be provided to them and they will be advised that the Policy is available on Zearo's website for their review. All employees, representatives and contractors of Zearo will be informed whenever significant changes are made. New employees, representatives and contractors of Zearo will be provided with a copy of this Policy and will be educated about its importance.



Training on this Policy will form part of the induction process for all new employees, representatives and contractors of Zearo. All existing employees, representatives and contractors will receive relevant training on how to implement and adhere to this Policy.

Zearo's zero-tolerance approach to bribery and corruption must be communicated to all suppliers, contractors and business partners at the outset of our business relationship with them and as appropriate thereafter.

15. MONITORING AND REVIEW

The audit and/or legal department will monitor the effectiveness and review the implementation of this Policy, considering its suitability, adequacy and effectiveness. Any deficiencies identified will be rectified as soon as possible.

Internal control systems and procedures will be subject to audits to provide assurance that they are effective in countering bribery and corruption.

All employees, representatives and contractors of Zearo are responsible for the success of this Policy and should ensure they follow the procedures set out herein to disclose any suspected wrongdoing.

16. PENALTY AND SANCTIONS

Violations of this Policy, the Qatari Penal Code and/or any applicable laws and regulations pertaining to anti-corruption and bribery may result in severe consequences, which could include internal disciplinary action or termination of employment or contractual agreements without notice.

Employees, representatives and contractors of the Zearo should understand that any violations of this Policy may result in severe fines, imprisonment and other sanctions, such as debarment from government contracting, damage to reputation and legal expense for the Organization.



17. ACKNOWLEDGEMENT

I (insert name) _____ acknowledge that I

have read, understood and agreed to comply with the Anti-Bribery & Anti-Corruption Policy. I have not violated the provisions of this Policy and am not aware of any violations of the Policy as of the date hereof.

Signature: _____ Date: _____

Gifts & Bonuses given to employees by Zearo during their employment and as part of other applicable policies and procedures are excluded from this policy.

18. REPORTING

You can report a complaint or incident related to any such above issue by sending e-mail to the Admin department - admin@zearo.qa.

