

Whistle-blowing Policy

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Whistle-blowing Policy Statement

TDIC is committed to maintaining the highest standards of business conduct and ethics, as well as full compliance with all applicable government laws, rules and regulations, corporate reporting and disclosure, accounting practices, accounting controls, auditing practices, and other matters relating to accounting, auditing and financial reporting.

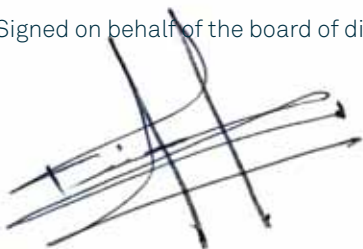
TDIC is also committed to an environment where open and honest communication is the expectation, not the exception. All employees must feel comfortable in approaching their supervisor or manager in instances where they believe violations of policies or standards have occurred. Alternatively, TDIC has implemented an independent, toll-free hotline, hosted by a third-party hotline provider, EthicsPoint, through which employees can anonymously report breaches.

Any reporting of illegal, unethical or inappropriate events, behaviour or practices will be dealt with in confidence. Employees are encouraged to report the following concerns:

- Violation of any applicable law, rule or regulation that relates to corporate reporting and disclosures;
- All criminal offences, including a criminal breach of trust;
- Misuse of authority or neglect in the performance of an official duty;
- A miscarriage of justice or an injustice to an individual, including discrimination;
- Concerns relating to corruption, dishonest behaviour and misuse of power by management personnel;
- Failure to comply with legal obligations;
- Serious threat to the health or safety of an individual, the public, or the environment;
- Violation of TDIC's Code of Conduct;
- Theft or misappropriation of TDIC's assets;
- Deliberate error, misstatement or questionable accounting treatment in the preparation, evaluation, review or audit of any financial statement of TDIC or its subsidiaries;
- Concerns or complaints involving questionable internal controls relating to financial reporting or auditing matters;
- Deficiencies in, or non-compliance with, TDIC or any of its subsidiaries' internal policies and controls;
- Misrepresentation or false statement by, or to, a director, officer or employee of TDIC or any of its subsidiaries regarding a matter contained in the financial records, reports or audit reports of the company; and
- Deviation from full and fair reporting of TDIC's consolidated financial condition.

This policy shall be evaluated by the Corporate Integrity Department and reviewed by the board of directors on an annual basis. Any changes to the policy shall be communicated to all board members and employees.

Signed on behalf of the board of directors:

A handwritten signature in black ink, appearing to be 'Sheikh Sultan Bin Tahnoon Al Nahyan', written over a set of horizontal lines that serve as a signature line.

Sheikh Sultan Bin Tahnoon Al Nahyan
Chairman, TDIC

Date:

Guidelines to the Whistle-blowing Policy Statement

Any employee, board member, or third party who is aware of unethical or inappropriate events, behaviour or practices, as well as any potential breach of TDIC's policies or government laws, rules and regulations ('breach') is responsible for, and required to, report the event to TDIC's Director of Internal Audit and/or the Director of Corporate Integrity.

In cases where an employee reports such matters firstly to his / her supervisor, the supervisor is obliged to immediately report the event to the Director of Internal Audit and / or the Director of Corporate Integrity. The supervisor should not investigate the matter on his / her own in a unilateral manner.

Reporting Procedures

Any employee, board member or third party may report concerns, complaints or breaches to the Director of Internal Audit and / or the Director of Corporate Integrity, either in person or in writing, or alternatively through the Integrity Hotline or web-based reporting.

Integrity Hotline

TDIC's Integrity Hotline is a confidential resource made available to employees to discuss any ethics or compliance issues or concerns, seek clarification or advice on matters involving TDIC's Code of Conduct, or to report potential breaches or inappropriate or unethical conduct. The toll-free Integrity Hotline can be accessed 24 hours per day / seven days a week. If a hotline operator is not immediately available, callers may leave a voice-recorded message.

Individuals who call the Integrity Hotline do not need to identify themselves. Callers will be treated respectfully and their concerns will be treated seriously. The TDIC Integrity Hotline telephone number is:

 **800-654 258**

Web-Based Reporting

There is also a facility for web-based reporting. Reports can be made by visiting the Integrity Hotline links on either the TDIC website or portal, or directly by visiting the site, as follows:

 **www.tdic.ethicspoint.com**

The background features a large, abstract white shape on a teal background. The white shape is composed of several curved and straight edges, creating a dynamic, organic form. The teal background is a solid, muted blue-green color.

Confidentiality and Anonymity

All reported breaches will be treated on a confidential and anonymous basis, except in instances that require external investigation by relevant government authorities.

Only those with a need to know will be involved in, or know of, the investigation.

The background features a large, stylized teal shape on the left side, resembling a thick letter 'E' or a similar blocky form. This shape is set against a white background. To the right of the teal shape, there are several large, overlapping white circular and semi-circular shapes that create a sense of depth and movement. The overall aesthetic is clean, modern, and professional.

Whistle-blower Protection

Any report of a breach may be made by an employee without fear of harassment, demotion, dismissal, disciplinary action, remedial action, suspension, threats or any method of discrimination or retaliation by the company.

False allegations may lead to appropriate disciplinary action.

The background features a series of overlapping geometric shapes in a teal color. On the left, a large teal triangle points downwards. To its right, a white triangle points upwards. Further right, a teal trapezoid is positioned above a white rectangle. At the bottom, there are two teal rectangular blocks, one on the left and one on the right, separated by a white space.

Investigation of Reported Breaches

All reports made to the Director of Internal Audit and /or the Director of Corporate Integrity, must be thoroughly investigated by TDIC and appropriately managed in a timely manner.

The investigation of fraud cases relating to TDIC's employees will be conducted according to the provisions of Civil Service Law No. (1/2006) of the Emirate of Abu Dhabi and any subsequent amendments.

Management of any incident will follow the procedures detailed in the Fraud Control Policy.

The image features a large, stylized number '5' in a teal color. The number is composed of several geometric shapes: a horizontal bar at the top, a vertical stem on the left, and a large circular loop on the right. The background is white, and the teal shapes are solid and uniform in color. The text 'Corrective Action' is centered within the white space of the number's loop.

Corrective Action

Upon completion of the investigation, relevant supervising stakeholders will determine whether corrective action is warranted. Corrective action will be determined based upon the facts and circumstances of the breach and results of the investigation. Corrective action may include, but is not limited to:

- Disciplinary action;
- Dismissal;
- Recovery of assets;
- Filing an insurance claim; and
- Initiation of legal proceedings.

All corrective action will be agreed upon by a disciplinary committee formed by the Director of Corporate Integrity in conjunction with the Director of Internal Audit, and as necessary, the Director of Human Resources, Director of Legal Services, CEO, and/or board of directors or one of its designated committee (e.g. Audit Committee).

The image features a dark teal background with several large, overlapping white shapes. A large white circle is positioned in the lower half, and a white semi-circle is at the top. The text 'Investigation Feedback' is centered in the white space between these shapes.

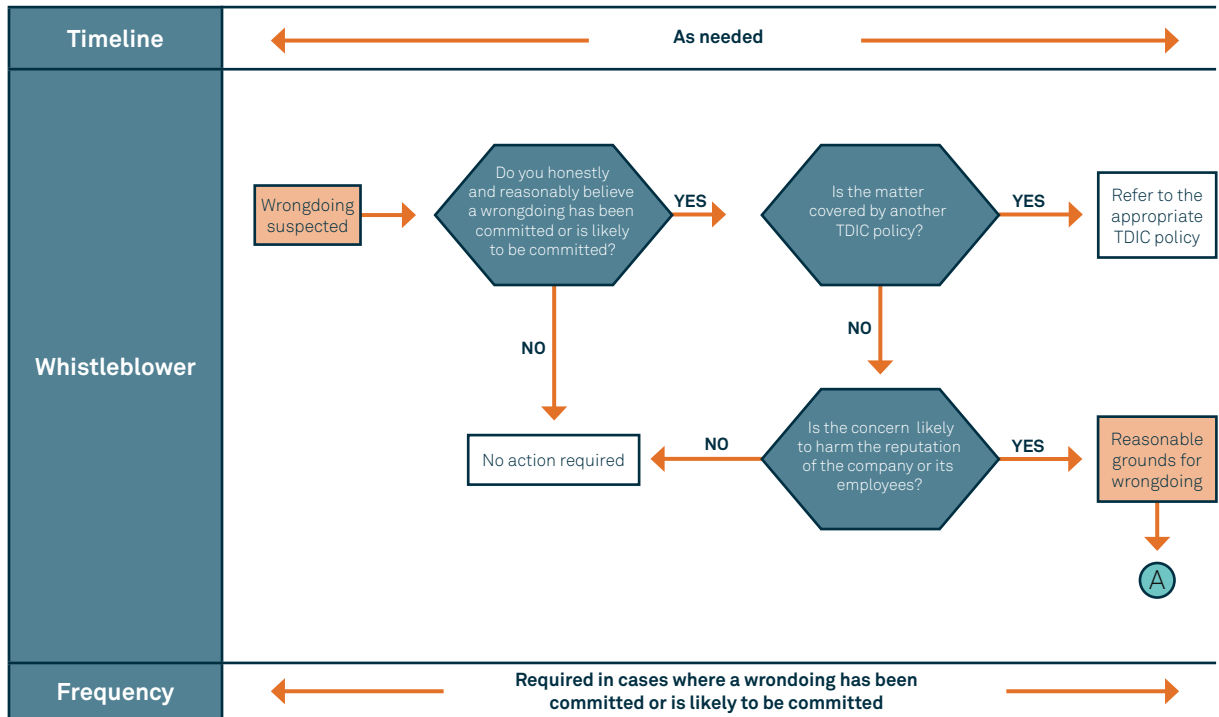
Investigation Feedback

Upon reporting an incident to the Integrity Hotline, the informant will be given a unique code called a 'report key' and a password. After five to six working days, these can be used to access feedback on the web page. At the conclusion of the investigation and as appropriate to the circumstances, the Director of Internal Audit and / or the Director of Corporate Integrity, may engage with the individual who reported the concern, complaint or breach for feedback so as to help determine whether the matter was dealt with reasonably, fairly and appropriately. On the basis that the individual is not satisfied with the management and/or outcome of the matter, it is understood by TDIC that they may contact external officials. This may include legal counsel, law enforcement and/or government regulatory bodies.

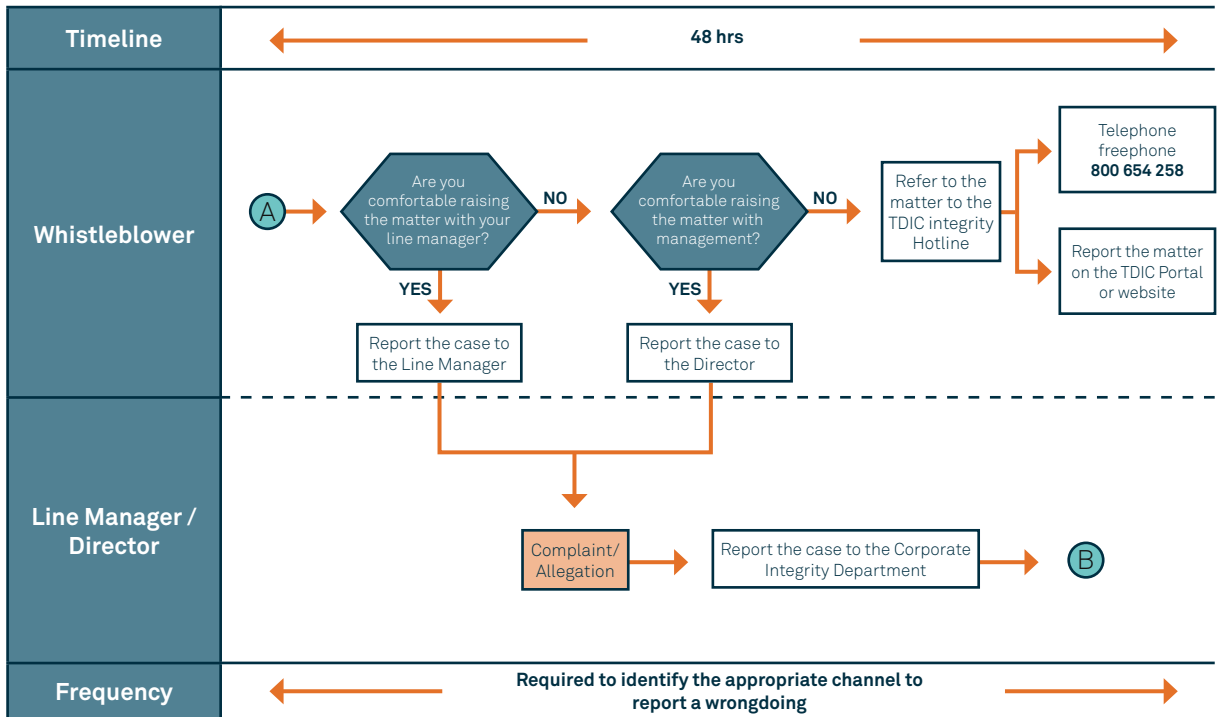
ANNEXURE

Annexure 1. Whistle-blower Process Flowcharts.

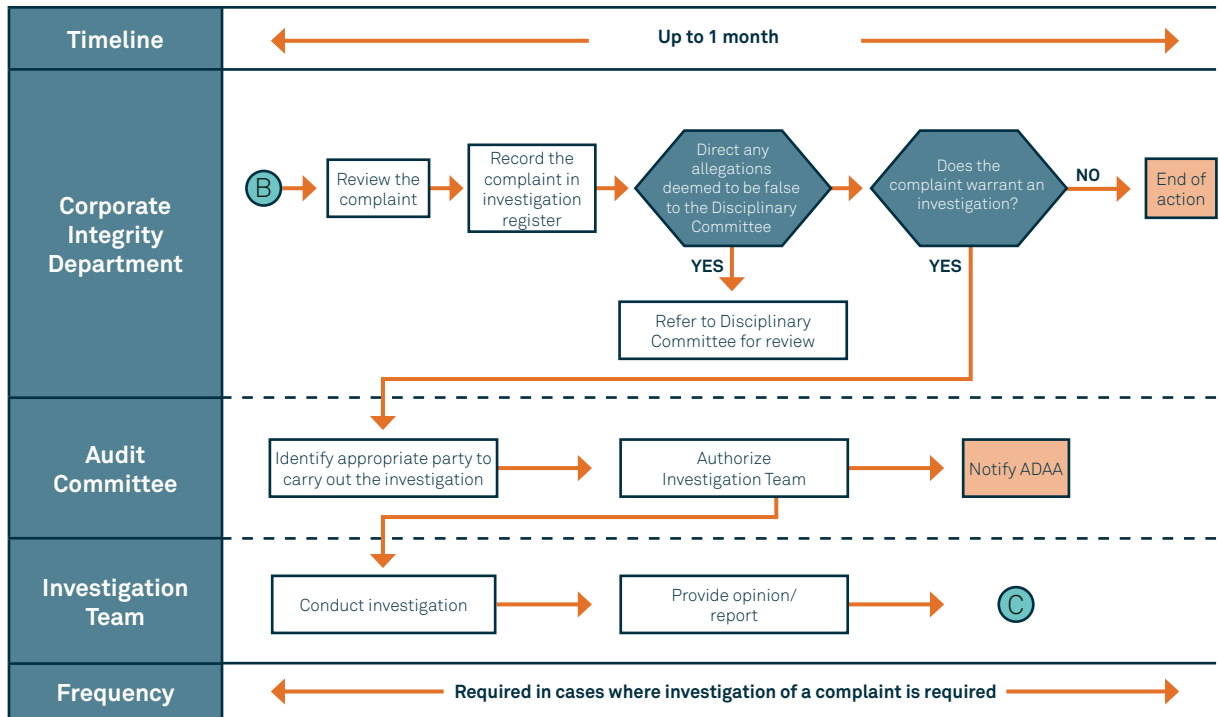
1) Establish Reasonable Grounds that Wrongdoing has Occurred or is Being Committed



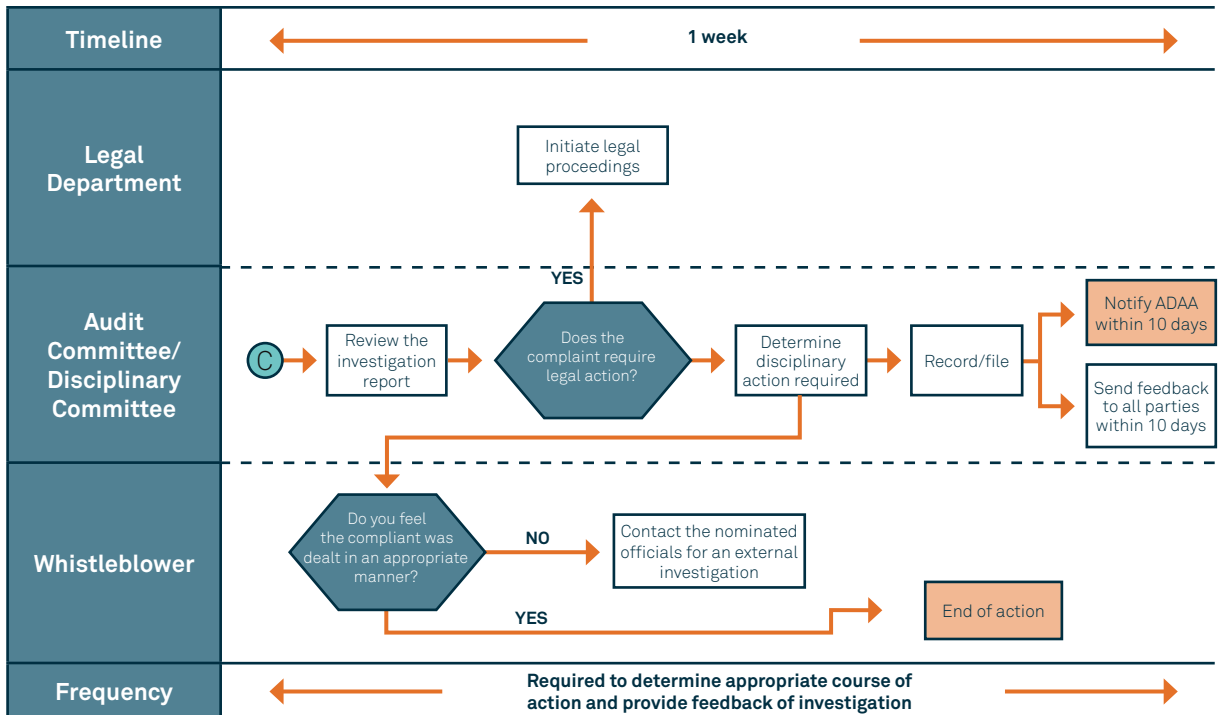
2) Identity Appropriate Reporting Channel



3) Investigate Complaint



4) Course of Action and Feedback of Investigation



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