

OOREDOO TUNISIE CODE OF CONDUCT & ETHICS

1. Introduction

This Code of Conduct and Ethics (the "Code") applies to all Employees. Compliance is mandatory without exception and non-compliance and/or violation of the Code will result in disciplinary action in accordance with the applicable rules and Policies of the Company and the applicable Laws of the Tunisian labour code.

2. Structure of the Policy

This Code is organized into several sections:

- Basic principles and applicability
- Specific behavior guidelines
- Work Environment and Other Issues
- How to seek further assistance
- HR administrative responsibilities

3. Consequences of Breaching This Policy

Ooredoo Tunisie takes its commitment to this Code very seriously.

- Any breach of this Code could result in disciplinary procedures, including dismissal.
- Any violation of law can result in personal liability for the individual.
- Disciplinary action may also be taken against management employees who fail to respond appropriately to a report of a possible violation.

4. Compliance with Laws and Regulations

- Ooredoo Tunisie personnel must comply with all laws and regulations applicable to the Company.
- Ignorance of the law or Company policies does not excuse one from the obligation to comply.
- In case of questions or doubts, personnel should consult the Legal Department.

5. How to use & implement this policy

Ooredoo's personnel must comply with all laws and regulations applicable to the Company. They have an obligation to be familiar with the basic legal requirements that pertain to their duties and responsibilities. In case of questions or doubts, personnel should consult the Legal Department.

6. Conflicts of Interest

Ooredoo Tunisie requires that personnel disclose any situation that creates or might create a conflict of interest between their own activities and that of the Company.

Some common sources of conflict of interest include:

- Practicing any business that is in conflict with one's duties.
- Conducting any business that may cause one to have direct or indirect interest in any contracts related to the Company's activities.
- Accepting personal gifts or entertainment from existing or potential competitors.
- Using proprietary or confidential Company information for personal gain.
- Using Company assets for personal use or benefit.
- Acquiring any interest in property or assets of any kind for the purpose of selling or leasing them to the Company.
- Developing any personal or other relationship with any person or organization that might interfere with the exercise of impartial judgment in decisions affecting the Company or any personnel of the Company.

In case of doubt, whether a certain transaction or relationship constitutes a conflict of interest, you should report it to the legal and HR Departments.

7. Relationships with External Stakeholders

Ooredoo Tunisie seeks to maintain strong and trusting relationships with its stakeholders. In order to succeed in various markets, Ooredoo must develop strong relationships with its stakeholders as follows :

- **Customers:** Meeting customer needs, delivering exceptional customer experiences, and fostering trust by:
 - Providing high-quality, reliable products and services.
 - Meeting service commitments as promised.
 - Engaging with customers honestly, respectfully, and courteously.
- **Community:** Supporting local community development initiatives by encouraging employee participation in community initiatives.
- **Suppliers:** Fair and ethical business practices in supplier relationships by:
 - Making purchasing decisions based on factors like quality, price, performance, and reliability.
 - Avoiding conflicts of interest in all supplier interactions.

8. Gifts, Bribes, Loans and Other Considerations

- No Company funds or other Company property may be used for illegal, unethical or otherwise improper purposes.
- Bribes and kickbacks of any kind are strictly prohibited.
- Gifts to government employees are permitted only as permitted by law.

Prohibited Activities:

- **Offering or Giving Bribes:** Explicitly forbids offering or giving any payment or value to influence others.
- **Accepting Bribes or Kickbacks:** Strictly prohibits soliciting or accepting any form of bribe or kickback.
- **Bribing Government Officials:** Prohibits offering gifts to government employees to obtain or retain business.

Permitted Activities:

- **Facilitating Payments:** Allows for legitimate payments to facilitate business processes.
- **Relationship Building:** Permits gifts to government employees for general facilitation and relationship improvement, adhering to legal and cultural norms.
- **Nominal Gifts:** Allows for business meals and standard promotional items of nominal value.

9. Competing Fairly

- Personnel will not engage in behavior that violates the law and principles of fair competition.
- Personnel may not enter into any agreements or discussions with competitors that have the effect of fixing or controlling prices, dividing and allocating markets or territories, or boycotting suppliers or customers.

10. Using Ooredoo Tunisie Resources Responsibly

- Ooredoo Tunisie's assets should be used for the benefit of the Company.
- All personnel have a responsibility to safeguard and use Ooredoo Tunisie's property properly.
- This includes Company funds, information resources, financial and operational records, and more.

11. Responsible Management of Confidential and Proprietary Information

Management responsibilities are as follows:

Company Records and Accurate Reporting

- Ensure the accuracy, completeness, and honesty of all financial and business records.
- Follow proper record-keeping procedures and adhere to internal and external reporting requirements.

As a general rule, management must:

- Use good judgment and common sense when preparing any financial or other business record
- Ensure that the financial or other business record is accurate, complete, honest, objective and timely
- Not knowingly make any false, misleading or unsupported entries in a financial or other business record
- Only sign financial or other business records that are accurate and complete
- Not knowingly suppress relevant information in a financial or other business record
- Disclose financial and other business records only as authorized by Ooredoo Tunisie Policy or in response to legal process
- Follow all laws, external accounting requirements and Ooredoo Tunisie policies and procedures for reporting, retaining, storing and disposing of financial and other business records.

Intellectual Property

IP rights can include confidential information, original written works, and technological and business processes. All personnel are required to:

- Protect and respect the company's intellectual property rights.
- Understand that intellectual property created during employment belongs to the company.

Confidential Information

All personnel are required to:

- Maintain strict confidentiality of all company and customer information.
- Protect sensitive data from unauthorized disclosure or use.
- Abide by confidentiality agreements and legal obligations.

Confidential information includes without limitation; all nonpublic information, including information that might be of use to competitors or information harmful to the Company or its customers if disclosed.

Privacy

Personnel must not use their positions in the Company to make any unauthorized intrusion into the privacy of the communication of any personnel or customers.

12. Work Environment - Other Issues

- Fair Treatment: All employees shall be treated fairly.
- Health and Safety: The Company is committed to health and safety and expects all employees to take appropriate action and promptly report any hazardous situation.
- Workplace without Harassment: The Company does not tolerate harassment in any form in the work environment.

- Diligence at work: Employees shall perform the job assigned to them with necessary diligence, accuracy, and honesty.
- Political Activities: Employees shall refrain from engaging in any political activity within the company.
- Alcohol and Substance Use: The possession, use, distribution or sale of any alcoholic beverage or prohibited substance on Company property is strictly prohibited.
- Dress Code: Employees should dress business smart casual or formal during execution of their duties on behalf of Ooredoo Tunisie.

13. Code Compliance and Reporting

- Reporting Violations/Confidentiality: All personnel should report concerns about possible violations of this Code to their managers or the Chief Audit Executive. Reports will be kept as confidential as possible.
- Investigations: The Ooredoo Tunisie Chief Audit Executive will undertake the initial review to assess the seriousness of the claim and determine whether an investigation is required.
- Special Obligations of Line Managers: Any line manager who receives a report of a possible violation is required to bring the matter to the attention of the office of the Chief Legal Officer or the Chief Financial Officer.
- No Retaliation: The Company will not retaliate against any employee who, in good faith, reports a possible violation of this Code.

14. HR Administrative Responsibilities

New Hires:

- Ensures all new hires receive and acknowledge receipt of the Ooredoo Tunisie Code of Conduct and Ethics.

Adherence and Reporting of Potential Conflicts of Interest:

- Inform employees of their obligation to report potential conflicts of interest to management.
- Work with relevant departments to address and mitigate potential conflicts of interest.