

Al Thuneayah for Development and Consulting Company (ATDC) EMPLOYEES CODE OF CONDUCT

Al Thuneayah for Development and Consulting Company (ATDC) and its employees must at all times, comply with all applicable laws and regulations. ATDC will not condone the activities of employees who achieve results through violation of the law or unethical business dealings. This includes any payments for illegal acts, indirect contributions, rebates, and bribery. ATDC does not permit any activity that fails to stand the closest possible public scrutiny. All business conduct should be well above the minimum standards required by the Jordanian laws. Accordingly, employees must ensure that their actions cannot be interpreted as being, in any way, in contravention of the laws and regulations governing the company's operations. Employees uncertain about the application or interpretation of any legal requirements should refer the matter to their supervisor, who, if necessary, should seek appropriate legal advice.

SECTION-I ATDC General Employee Conduct

1. *ATDC* expects its employees to conduct themselves in a businesslike manner. Drinking, gambling, fighting, swearing, and similar unprofessional activities are strictly prohibited while on the job.
2. *ATDC* employees must not engage in sexual harassment, or conduct themselves in a way that could be construed as such, for example, by using inappropriate language, keeping or posting inappropriate materials in their work area, or accessing inappropriate materials on their computer.
3. *ATDC* employees, generally, and *ATDC* humanitarian workers, in particular, must not engage in any sexual exploitation and abuse that constitute acts of gross misconduct and are therefore grounds for termination of employment.
4. *ATDC* employees are prohibited to engage in sexual activities with children (persons under the age of 18) regardless of the age of majority or age of consent locally and of any mistaken belief.
5. *ATDC* employees are prohibited to perform any exchange of money, employment, assistance due to beneficiaries, goods, or services for sex, including sexual favors or other forms of humiliating, degrading or exploitative behavior.
6. *ATDC* employees who provide humanitarian assistance and protection are not allowed to make any sexual relationship with persons benefitting from such humanitarian assistance and protection that involves improper use of rank or

position. ATDC employees must avoid undermining the credibility and integrity of humanitarian aid work they perform.

7. Any of the ATDC employees demonstrates concerns or suspicions sexual abuse or exploitation by a fellow worker or employee either external or internal the company, the employee must report such case to his/her supervisors through formal internal communication channels.
8. All of the ATDC staff who work in humanitarian fields are officially requested to maintain an environment that prevents sexual exploitation and abuse. They are obliged to promote the implementation of their code of conduct. ATDC directors at all levels should carry out responsibilities to support and develop systems that maintain this environment.

SECTION-II Conflicts of Interest

1. ATDC expects that employees will perform their duties conscientiously, honestly, and in accordance with the best interests of the company.
2. Employees must not use their positions or the knowledge gained as a result of their positions for private or personal advantage.
3. Regardless of the circumstances, if employees sense that a course of action they have pursued, or are presently pursuing, or are contemplating pursuing may involve them in a conflict of interest with their employer, they should immediately communicate all the facts to their supervisor.

SECTION-III ATDC outside Activities, Employment, and Directorships:

1. All ATDC's employees share a serious responsibility for the company's good public relations, especially at the community level. Their readiness to help with charitable, educational, and civic activities brings credit to the company and is encouraged.
2. ATDC employees must, however, avoid acquiring any business interest or participating in any other activity outside the company that would, or would appear to create an excessive demand upon their time and attention, thus depriving the company of their best efforts on the job.
3. ATDC employees must avoid creating a conflict of interest - an obligation, interest, or distraction - that may interfere with the independent exercise of judgment in the company's best interest.

SECTION-IV ATDC Relationships with Clients and Suppliers

ATDC's employees should avoid investing in or acquiring a financial interest for their own accounts in any business that has a contractual relationship with the company, or that provides goods or services, or both, to the company if such investment or interest could influence or create the impression of influencing their decisions in the performance of their duties on behalf of the company.

SECTION-V ATDC Gifts, Entertainment, and Favors

1. ATDC's employees must not accept entertainment, gifts, or personal favors that could, in any way, influence, or appear to influence, business decisions in favor of any person or organization with whom or with which the company has, or is likely to have, business dealings.
2. ATDC's employees must not accept any other preferential treatment under these circumstances because their positions with the company might be inclined to, or be perceived to, place them under obligation to return the preferential treatment.

SECTION-VI Kickbacks and Secret Commissions

Regarding the company's business activities, employees may not receive payment or compensation of any kind, except as authorized under the company's business and payroll policies. In particular, ATDC strictly prohibits the acceptance of kickbacks and secret commissions from suppliers or others. Any breach of this rule will result in immediate termination and prosecution to the fullest extent of the law.

SECTION-VII ATDC Funds and Other Assets

1. ATDC employees who have access to company funds in any form must follow the prescribed procedures for recording, handling, and protecting money as detailed in the company's policies and procedures or other explanatory materials, or both. ATDC imposes strict standards to prevent fraud and dishonesty.
2. If employees become aware of any evidence of fraud and dishonesty, they should immediately advise their supervisor or seek appropriate legal guidance so that ATDC can promptly investigate further.

3. When an employee's position requires spending company's funds or incurring any reimbursable personal expenses, that individual must use good judgment on the company's behalf to ensure that good value is received for every expenditure.
4. ATDC funds and all other assets of the company are purposed for ATDC only and not for personal benefit. This includes the personal use of the company's assets, such as computers, materials, machines, etc.

SECTION-VIII ATDC Records and Communications

Accurate and reliable records of many kinds are necessary to meet the company's legal and financial obligations and to manage the affairs of ATDC. The company's books and records must reflect in an accurate and timely manner all business transactions. The employees responsible for accounting and recordkeeping must fully disclose and record all assets, liabilities, or both, and must exercise diligence in enforcing these requirements.

Employees must not make or engage in any false record or communication of any kind, whether internal or external, including but not limited to:

False expense, attendance, production, financial, or similar reports and statements.

False advertising, deceptive marketing practices or other misleading representations.

SECTION-IX Dealing With Outside People and Organizations/ Entities

ATDC employees must take care to separate their personal roles from their company positions when communicating on matters not involving company business.

ATDC employees must not use company's identification, stationery, supplies, and equipment for personal or political matters.

When communicating publicly on matters that involve ATDC business, employees must not presume to speak for the company on any topic, unless they are certain that the views they express are those of the company, and it is the company's desire that such views be publicly disseminated.

When dealing with anyone outside the company, including public officials, employees must take care not to compromise the integrity or damage the reputation of either the company, or any outside individual, business, or government body.

SECTION-X ATDC Prompt Communications

In all matters relevant to customers, suppliers, government authorities, the public and others in the company, all employees must make every effort to achieve complete, accurate, and

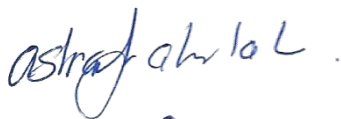
timely communications - responding promptly and courteously to all proper requests for information and to all complaints.

SECTION-XI ATDC Privacy and Confidentiality

When handling financial and personal information about customers or others with whom ATDC has dealings, observe the following principles:

- Collect, use and retain only the personal information necessary for the company's business. Whenever possible, obtain any relevant information directly from the person concerned. Use only reputable and reliable resources to supplement this information.
- Retain information only for as long as necessary or as required by law. Protect the physical security of this information.
- Limit internal access to personal information to those with a legitimate business reason for seeking that information. Use only personal information for the purposes for which it was originally obtained. Obtain the consent of the person concerned before externally disclosing any personal information, unless legal processes or contractual obligation provides otherwise.

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