

Fraud Control Policy

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Fraud Control Policy Statement

This Fraud Control Policy (the 'policy') confirms TDIC's zero-tolerance approach to fraud. It sets out the company's stance on fraud prevention, detection and investigation, which will help TDIC mitigate fraud, corruption and misconduct, as well as respond to such matters, should they arise. This policy is a guideline of general principles that must be combined with each employee's ethical behaviour. TDIC is committed to ensuring that each employee acts ethically in each of their roles within the company in order to safeguard its funds and other assets, maintain its integrity as an organisation, secure its business, and protect its reputation and employees through compliance with all relevant policies, procedures and UAE government legislation.

This policy applies to any cases of fraud, or suspected fraud, involving any member of the board of directors, the Chief Executive Officer, management or employees of TDIC, as well as all stakeholders who conduct business with the company, such as third-party agents, representatives, consultants, contractors, suppliers, vendors, subcontractors, customers, partners and agents. All TDIC employees should take responsibility for ensuring that any party or individual that deals with TDIC for related business strictly adheres to the standards and principles of this policy.

Acts of fraud deplete the resources available to the company and prevent it from fulfilling its obligations to all stakeholders. The policy will provide guidance on TDIC's procedures for the reporting of fraud, including the channels through which this can be done.

The ramifications of fraud go well beyond the loss of the company's assets but extend to its image and that of its employees. The impact of fraud may be felt throughout the company in terms of:

- Impact on net profit;
- Quality of project delivery;
- Quality of services rendered;
- Employee morale;
- Company reputation;
- Stakeholders relations;
- Employee remuneration; e.g. bonuses, increases and incentives
- Cost of combating fraud; and
- Cost of insurance against fraud.

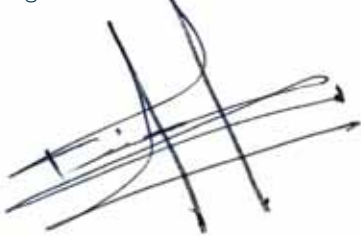
If you are concerned that a member of the board of directors, management team, colleague, contractor, consultant or service provider is violating the policy, it is your duty to report it. Doing so will not be considered an act of disloyalty, but an action which shows your sense of responsibility and fairness to all of the company's stakeholders. The reputation, integrity and success of TDIC are dependent upon the individual actions of the company's board of directors, management and staff. As a result, each of you is personally responsible and accountable for compliance with this policy.

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.

The policy further articulates the investigative activities that TDIC will undertake in response to unethical or inappropriate events, behaviour or practices, as well as any potential breach of TDIC policy or government law, rule and/or regulation reported by employees, board members or third parties. Investigations will also allow TDIC to determine the source of potential losses and help to recover them. They will also help enhance the company's internal controls to mitigate future losses and comply with government, regulatory and other legal requirements. Investigations shall be conducted in accordance with this policy, irrespective of an individual's position, tenure or relationship with TDIC.

A fraud control policy is an essential building block to an ethical and successful organisation. Fraud prevention and control must be the responsibility of all employees and not just selected people or departments within TDIC. The policy shall apply equally to ALL TDIC employees, management, and the board of directors. In terms of good corporate governance, this policy extends itself, by expectation, to all our stakeholders, such as our customers and suppliers.

Signed on behalf of the board of directors:

A handwritten signature in dark ink, consisting of several overlapping, fluid strokes that form a stylized representation of the name.

Sheikh Sultan Bin Tahnoon Al Nahyan
Chairman, TDIC

The background features a minimalist design with large, overlapping triangles in a muted teal color against a white background. One triangle is in the top-left corner, another is a large shape on the left side, and a third is a vertical bar on the right side.

Governance and Professional Ethics Statement

The company's Code of Conduct establishes clear, ethical guidelines and practices that define TDIC's culture and expected standards of each employee's behaviour

TDIC is committed to a zero-tolerance approach to providing the highest level of service, adhering to the highest standards of ethics, transparency and professional conduct in compliance with applicable laws, rules, regulations and policies, and fulfilling its fiduciary responsibilities.

In committing to the highest ethical and moral standards, as well as openness and accountability, we are creating a culture where fraud will not be tolerated or condoned within TDIC.

All employees within the company are expected to share in this commitment and to lead by example in ensuring adherence to all appropriate regulations, procedures, practices, code of conduct and this policy.

The company's board of directors expects all individuals and organisations with whom TDIC comes into contact with, to act with honesty and integrity.

Code of Conduct

The company's Code of Conduct establishes clear, ethical guidelines and practices that define TDIC's culture and expected standards of each employee's behaviour, and reflects the board of directors', the Chief Executive Officer's and executive management's expectations. All employees and stakeholders are required to adhere to the requirements set out in the code.



Roles and Responsibilities

The board of directors ('board') shall ensure that management designs an effective fraud risk management programme to empower employees to report all unethical actions and to encourage ethical behaviour from all customers and vendors

TDIC's policies, job descriptions, charters and/or delegation of authority shall define roles and responsibilities related to fraud risk management within the company.

The following section highlights the roles and responsibilities of our board of directors, the Audit Committee, Chief Executive Officer, Corporate Integrity Department, Internal Audit Department, Legal Services Department and management/employees:

a) Board of Directors

The board of directors ('board') shall ensure that management designs an effective fraud risk management programme to empower employees to report all unethical actions and to encourage ethical behaviour from all customers and vendors.

The board shall:

- Obtain a clear understanding of fraud risk that may impact TDIC.
- Oversee the internal control function established by management for the prevention, detection and response to fraud (i.e. fraud risk management programme).
- Monitor reports provided by management on fraud risk, policies and control activities.
- Establish mechanisms to ensure the receipt of accurate and timely information from employees, internal and external auditors, and other stakeholders, regarding potential fraudulent occurrences.
- Ensure that management has adequate resources at its disposal to enable TDIC to achieve its fraud risk management objectives.
- Set an appropriate zero tolerance tone at the top, beginning with the chairman of the board of directors and each member of the executive management team.
- Obtain a report from management regarding the acknowledgement from all employees, contractors, vendors, and service providers that confirms their understanding and compliance with TDIC's policies relevant to ethical business practices and fraud controls.

b) Audit Committee

The Audit Committee shall assist the board in providing oversight and monitoring of the company's fraud risk management programme.

The Audit Committee shall:

- Ensure that TDIC adopts and embraces a proactive approach to fraud risk management and observes and complies with all relevant local and international rules and regulations and legal requirements.
- Assess, monitor, and influence the tone at the top and reinforce a zero-tolerance related to fraudulent activities.
- Maintain an active role in the oversight of TDIC's assessment of fraud risk and use of internal auditors, or other designated personnel, to monitor fraud risk.
- Meet frequently enough, for sufficient duration of time, and with sufficient preparation, to reasonably assess and respond to the risk of fraud within TDIC.
- Appoint legal, accounting and other professionals as deemed necessary to support TDIC's fraud risk management activities.
- Ensure the existence and effectiveness of policies and procedures for preventing and detecting fraud or illegal acts and conflicts of interest.
- Provide specific consideration and oversight related to questionable transactions when reviewing the work of management and internal auditors, and require all employees to be alert for, and report any such exposure to fraud, as they carry out their duties.
- Receive periodic reports on the status of reported or alleged fraud.
- Ensure the existence and effectiveness of TDIC's processes and procedures for screening potential employees, including background checks.
- Ensure the existence and effectiveness of procedures for employees and others to report concerns about fraudulent acts and/or unethical behaviour, including the implementation of a detailed process for the Audit Committee to monitor and follow through on these communications.
- Provide insight and guidance on implementing and strengthening TDIC's fraud risk management activities.

c) Chief Executive Officer

The Chief Executive Officer shall have overall responsibility for the prevention, detection and response to fraud within TDIC, and is responsible to the board of directors for all fraudulent acts that go undetected. The above responsibilities are reliant on the vigilance of management and all employees.

d) Corporate Integrity Department

The Corporate Integrity Department shall be responsible for the development and implementation of TDIC's fraud risk management programme, including defining each member of management's responsibility for the prevention and the detection of dishonest activities in their area of responsibility.

The Corporate Integrity Department shall:

- Assist management in establishing and implementing a framework for adequate internal controls to prevent and detect fraud.
- Conduct regular fraud scenario assessments and advise the concerned management on potential threats, fraud risks and remedial action.
- Be familiar with the types of fraud that might occur within TDIC and be alert to them.
- Create a culture through words and actions where it is clear that fraud is not tolerated, that any such behaviour is dealt with swiftly and decisively, and that individuals who report information about acts of fraud and misconduct in good faith will not suffer retribution.
- Report to the board and audit committee on results of actual fraud investigations.
- Establish and administer procedures and mechanisms to receive reports from employees and stakeholders regarding potential unethical or inappropriate events, behaviour or practices, as well as any potential breach of TDIC's policy or government law, rules and regulations.
- In conjunction with the Director of Internal Audit, determine resources necessary to supervise and conduct investigations for alleged or suspected fraud cases.
- Oversee and/or execute investigations and determine corrective actions as warranted by matters reported by employees and stakeholders.
- Seek the advice of internal or external auditors when dealing with issues of suspected fraud cases as necessary and provide specific consideration and oversight related to exposure to fraudulent activities.
- Assist the board and Audit Committee in the implementation and ongoing monitoring of this policy.

e) Internal Audit Department

The Internal Audit Department shall be responsible for providing objective assurance to the board of directors and management that an adequate fraud risk management programme exists and ensure that controls to prevent, detect and respond to fraud are functioning effectively. The Internal Audit Department shall:

- Review the comprehensiveness and adequacy of fraud risk identified by management, particularly with regard to management override of controls.
- Internal Audit will report to the board and Audit Committee on what actions have been taken to manage fraud risk and regularly report on the effectiveness of TDIC's fraud risk management programme. This includes reporting any breaches of this policy with the remedial steps that are needed to strengthen TDIC's ability to prevent, detect and respond to fraud.
- Consider the fraud scenario assessment when developing its annual internal audit plan.
- Periodically review management's fraud risk management programme.
- Spend adequate time and attention evaluating the design and operation of internal controls designed to prevent, detect and respond to fraud.
- Supervise, conduct and participate in all investigations related to alleged or suspected fraud cases in conjunction with the Corporate Integrity Department, and help determine corrective action as warranted by matters reported by employees and stakeholders.

f) Legal Services

In matters involving investigations, the Legal Services Department or external counsel (i.e. 'legal counsel') may provide guidance, help safeguard work product and attorney-client communications, or in certain matters, lead an investigation. They may also be consulted by management or employees on other matters that impact TDIC's fraud risk management activities, including but not limited to conducting due diligence or background investigations on third-party service providers

g) Management and Employees

All employees within TDIC have a role in assisting the company to safeguard its funds and other assets, as well as protect its reputation and business from matters involving fraud, corruption and misconduct.

All levels of employees, including management, shall:

- Have a basic understanding of fraud and be aware of red flags.
- Understand their roles within TDIC's internal control framework and how their job procedures are designed to detect and eliminate fraud risk on a daily basis.
- Understand how and when non-compliance may create an opportunity for fraudulent acts to occur or go undetected.
- Read and understand TDIC's policies and procedures, especially those designed to ensure compliance with ethical business practices and mitigate/identify fraud risks.
- Participate in the process of creating a strong control environment, designing and implementing fraud control activities, as well as participate in monitoring such activities.
- Report unethical or inappropriate events, behaviour or practices, as well as any potential breach of TDIC policy or government law, rule and regulation.
- Cooperate in investigations.

Roles and responsibilities can be allocated to functional business units and prioritised in the following Fraud Control Policy Decision Matrix:

Fraud Control Policy Decision Matrix

Action Required	Exec Mgmt	Corporate Integrity	Line Mgmt	Internal Audit	Finance Accounting	Legal Services	Human Resources
1. Controls to Prevent Fraud	1	3	1	3	1	3	1
2. Incident Reporting	3	1	3	1	3	3	3
3. Investigation of Fraud		1		1	3	3	3
4. Referrals to Law Enforcement	2	1			3	2	
5. Recovery of Monies Due to Fraud		1			2	2	3
6. Recommendations to Prevent Fraud	2	1	3	1	2	3	3
7. Internal Control Reviews		3		1	2		
8. Handle Cases of a Sensitive Nature	3	1		3		3	3
9. Publicity/Press Releases	1						
10. Civil Litigation		3				1	
11. Corrective Action/ Recommendations to Prevent Recurrences	3	1		2		2	2
12. Monitor Recoveries	3	1				2	2
13. Proactive Fraud Auditing				1	2		
14. Fraud Education/Training		1		3	3		2
15. Risk Analysis of Areas of Vulnerability	2	2	2	2	2	2	2
16. Case Analysis		1		2		3	
17. Disclosure Procedures	1	1	1	1	1	1	3

1 = (Primary Responsibility)

2 = (Shared Responsibility)

3 = (Secondary Responsibility)



Fraud Prevention

A fraud scenario assessment enables management to consider relevant fraud schemes and scenarios that may impact on the organisation, as well as evaluate internal controls to mitigate such risk

TDIC's management is responsible for establishing and maintaining preventive controls related to fraud within the company's internal control framework that could inhibit the company from achieving its corporate strategy and business objectives.

Fraud Scenario Assessment

A fraud scenario assessment enables management to consider relevant fraud schemes and scenarios that may impact on the organisation, as well as evaluate internal controls to mitigate such risk. A fraud scenario assessment shall be conducted based on the methodology established by the Abu Dhabi Accountability Authority (ADAA) on a systematic and recurring basis. The process of conducting a fraud scenario assessment involves appropriate TDIC personnel from across the company, and considers fraud risk arising from fraud, corruption, misconduct, breach of trust, misappropriation, embezzlement, bribery, and harm/theft of property. Results of the fraud scenario assessment must be reported to management, the Audit Committee and the board of directors.

Fraud Prevention Controls

a) Fraud Control Policy Declaration

All employees and stakeholders are required to acknowledge that they have read, understood and complied with this policy in support of TDIC's fraud risk management activities. All employees and stakeholders will be asked to sign a policy declaration on a periodic basis.

Relationships with stakeholders who refuse to complete TDIC's fraud control policy declaration will be evaluated by management for potential action. Such action will be applied consistently and without regard to an individual or organisation's relationship with TDIC.

b) Conflict of Interest Declaration

A conflict of interest occurs when the obligations of a board member or employee to TDIC could be influenced or compromised by self or private interest, a prior commitment, competing loyalties or an inability to be objective. Situations or transactions arising out of a conflict of interest can result in either inappropriate financial gain or the appearance of a lack of integrity in TDIC's decision-making process. Both results are damaging to TDIC and must be avoided.

It is the duty of all board members and employees to identify conflicts of interest and situations that may result in the appearance of a conflict and to declare those situations/conflicts/or potential conflicts to TDIC in accordance with the company's 'Conflict of Interest Policy,' as defined in the TDIC Code of Conduct

c) Human Resource Procedures

It is imperative that individuals who work on behalf of TDIC have a demonstrated commitment to ethical business practices. In accordance with TDIC's human resources policy, HR shall perform background investigations and document its verification of the credentials and competence of its employees and external consultants, match skills to job requirements, and be aware of any issues of personal integrity that may impact on their suitability for the position or duties they will be asked to execute on behalf of the company. This includes confirmation of work history and education presented on a job application or resume.

Exit interviews will be conducted with terminated employees or those who have resigned from the company. HR must review the content and information contained in resignation letters, as they may contain information regarding possible fraud existing within TDIC. If necessary, HR will provide a copy of resignation letters to the Corporate Integrity Department for further review and potential action.



d) Authority Limits

All employees are required to follow TDIC's established policies, procedures and practices as well as all authority approval levels for expenditures established by TDIC's Delegation of Authority.

e) Fraud Awareness Training

Fraud awareness training and communication will be provided to employees for the purpose of improving awareness of potential fraud risk. The Corporate Integrity Department, in collaboration with HR, will coordinate the development and provision of training necessary on a periodic basis to support TDIC's fraud risk management activities. In addition, HR will maintain records of employees' attendance at fraud awareness training events for consideration during the annual performance evaluation process.

The background features a series of overlapping geometric shapes in a teal color against a white background. These shapes include triangles, rectangles, and a large square, all arranged in a way that creates a sense of depth and movement. The teal color is a muted, earthy blue-green.

Fraud Detection

Fraud detection is critical to TDIC's strategic objectives and success. One of the company's primary fraud detection controls is the TDIC Integrity Hotline. The Integrity Hotline is available to employees and stakeholders for the purpose of reporting unethical or inappropriate events, behaviour or practices, as well as any potential breach of TDIC policy or government laws, rules and regulations by any TDIC employee and/or service provider. The usage of this hotline is governed by the TDIC Whistle-Blowing Policy.

The background features a large, stylized white shape resembling a '5' or a thick 'C' on a teal background. Inside the white shape, there is a smaller teal circle. The text 'Fraud Reporting' is centered within the white area.

Fraud Reporting

TDIC ensures that reports made in good faith will not result in adverse action to employees or stakeholders. Any false or malicious allegations may lead to appropriate disciplinary action.

TDIC encourages making use of the reporting process instituted by management to solicit information about potential fraud, misconduct and illegal acts from employees and stakeholders as outlined in TDIC's Whistle-Blowing Policy. Reports may be made to the Director of Internal Audit and / or the Director of Corporate Integrity, either in person or through TDIC's Integrity Hotline. Requests for anonymity will be respected.

In cases where an employee reports such matters to his / her supervisor, the supervisor is also obliged to immediately report the event to the Director of Internal Audit and/or the Director of Corporate Integrity. The supervisor should take no steps to investigate the matter on his / her own.

TDIC ensures that reports made in good faith will not result in adverse action to employees or stakeholders. Any false or malicious allegations may lead to appropriate disciplinary action.



Fraud Investigation

In matters deemed appropriate for investigation, the Director of Internal Audit and/or the Director of Corporate Integrity, will select and identify the relevant individuals who are properly qualified and placed to conduct the investigation

A coordinated approach to investigation and corrective action is necessary to ensure that potential fraud is addressed appropriately. The investigation of fraud cases relating to TDIC employees will be conducted according to the provisions of Civil Service Law No. (1/2006) of the Emirate of Abu Dhabi including any subsequent amendments.

In matters deemed appropriate for investigation, the Director of Internal Audit and/or the Director of Corporate Integrity, will select and identify the relevant individuals who are properly qualified and placed to conduct the investigation (i.e. the Investigation Team). Matters may require consultation with the Director of Legal Services and/or the Board of Directors or one of its committees (i.e. Audit Committee). In certain cases, the board or one of its committees may oversee an investigation.

a) Investigation Considerations
Investigations will be undertaken ensuring:

- Confidentiality. Information gathered will be kept confidential. Distribution of information will be shared on a 'need to know' basis. Whilst guaranteeing the integrity of the investigative findings, this is also important to avoid potential damage to the reputation of individuals and protect TDIC from potential civil liability.
- Legal involvement. Legal Services or external counsel (i.e. legal counsel) may be involved in the process of investigation. As necessary, legal counsel will provide guidance, help safeguard work product and attorney-client communications, or in certain matters, lead the investigation.
- Security of evidence. Evidence must be protected and properly preserved so that it is available to the Investigation Team and admissible in legal proceedings.
- Objectivity. The Investigation Team must be sufficiently independent from the issues and individuals under investigation in order to conduct an objective assessment and to gather the facts related to the allegation.
- Goals. Investigation procedures should be designed to mitigate any potential disruption to TDIC's daily business operations.
- Notification. TDIC will notify concerned parties, law enforcement, and government regulators regarding the outcome of an investigation as warranted by the circumstances of the matter.

b) Retention of Concerns, Complaints or Reported Breach

The Corporate Integrity Department will maintain a confidential investigation register of concerns, complaints or reported breaches. The investigation register will be updated and maintained on a daily basis, and all new information will be added to it as necessary throughout the duration of the investigation. In addition, the register will remain confidential and kept in a safe/secure location.

c) Response to Concerns, Complaints or Reported Breach

The investigation of fraud cases related to all of 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.

When responding to a concern, complaint or reported breach received from an employee, board member or third-party, the Director of Internal Audit and/or the Director of Corporate Integrity, will:

- Assess the facts reported to the company in order to understand the possible level and extent of the potential breach, as well as the case for materiality.
- Determine knowledge, skills and other competencies needed to carry out the investigation; and
- Evaluate any known indicators that fraud may have been committed;
- Decide whether further action is necessary and whether an investigation should be undertaken.
- Determine the required course of action.

If it is determined that the reported complaint or breach was made in bad faith or is of a vexatious or malicious nature, the matter will be referred to TDIC's Corporate Ethics Committee.

d) Roles and Responsibilities for Investigation

If a matter is deemed appropriate for investigation, the Director of Internal Audit and/or Director of Corporate Integrity, will select and identify the relevant individuals who are properly qualified to conduct the investigation (i.e. Investigation Team). Matters may require consultation with the Director of Legal Services and/or one of its committees, ordinarily the Audit Committee. In certain cases, the board or one of its committees may oversee an investigation.

Potential internal resources who may become involved in an investigation by TDIC, or conducted on behalf of the board, includes but are not limited to board members or the board's Audit Committee, as well as employees from the following departments: Legal Services, Internal Audit, Information & Communications Technology, Corporate Security, and Human Resources. TDIC's Corporate Communications Department may also have a role in the matter if crisis management activities are warranted.

Depending upon the nature of the investigation, external legal counsel and consultants may be appointed to conduct or assist with the investigation. TDIC will also consider whether law enforcement, ADAA or government regulators should be involved or notified of the investigation

e) Investigation Protocols.

Procedures to be undertaken in each investigation are dependent upon the nature of the concern, complaint or reported breach received by TDIC and circumstances of the situation as it is presented.

The Investigation Team will develop an initial scope of work that includes specific testing and / or investigation procedures created for consideration and approval by TDIC. Examples of procedures that may be performed in investigations are outlined below:

- Obtain copy of concern, complaint or reported breach.
- Identify, secure and gather data in whatever form, including changing locks and system access.
- Obtain and analyse documents.
- Perform data analytics on structured / unstructured data.
- Interview relevant internal and external individuals.
- Review office contents of relevant individuals.
- Confirm balances with third parties.
- Perform background checks.
- Review work previously performed by TDIC.
- Review minutes of meetings.

Communication protocols and milestone discussions should be agreed upon by supervising stakeholders with the Investigation Team, the board and legal counsel during initial planning and discussions related to the investigation.

f) Documentation of Investigation

Analysis performed by the Investigation Team will be designed so as to obtain the facts about a reported concern, complaint or breach. The Investigation Team will objectively evaluate the results of its work steps to identify and present the facts of a case in a clear and concise manner for the purpose of supporting informed decision-making by TDIC, or its board or legal counsel.

The format and delivery dates of reports and other deliverables should be determined by supervising stakeholders in conjunction with the Investigation Team during initial planning and scoping of the investigation. However, adjustments to reports or deliverables may be warranted as an investigation develops. Interim deliverables may also be required.

Work papers are considered to be any electronic, manual or other records created in support of an investigation other than a report or deliverable by the Investigation Team. Examples of work papers that should be maintained include:

- Documentation of testing procedures.
- Tests and/or reconciliations of financial data
- Records of interviews.
- Data analysis.
- Investigation planning and completion checklists.
- Consultation memoranda.

The Director of Internal Audit and / or the Director of Corporate Integrity, will formally review the investigation report in accordance with the initial scope provided to the Investigation Team. The board, or one of its committees, may review the investigation report, particularly if they directed the Investigation Team.

Following review of the investigation report, TDIC or the board or one of its committees will determine whether additional investigations or corrective actions are warranted.

g) Corrective Action

After an investigation has been completed, action may be warranted to address the behaviour of certain individuals or to revise TDIC's system of internal controls. 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 its designated committee (i.e. Audit Committee).

h) Reporting Investigation Results

The Investigation Team shall report its findings to the party overseeing the investigation, such as the Director of Internal Audit, the Director of Corporate Integrity, board of directors and/or legal counsel.

i) Recovery of Proceeds of Fraudulent Conduct

All reasonable steps, including the initiation of criminal or civil proceedings, shall be taken to recover TDIC's property that has been misappropriated or otherwise obtained by another as a result (either directly or indirectly) of fraud.

j) Investigation Conclusion and Feedback

At the conclusion of the investigation, and as appropriate to the circumstances, the Director of Internal Audit, or the Director of Corporate Integrity, may engage with the individual who reported the concern, complaint or breach in a confidential manner, for feedback to help determine whether the individual that made the complaint feels that 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.

The investigation register will be updated to reflect closure of the matter and any corrective action taken.

Fraud Response / Contingency Plan

The background features two large, solid blue geometric shapes. On the left, a large triangle points downwards. On the right, a large triangle points upwards. These two triangles meet at a diagonal line that runs from the bottom left towards the top right, creating a central white diagonal band.

The fraud response plan is a step-by-step process of the procedures that should be considered by the Director of Internal Audit, or the Director of Corporate Integrity should a material incident of fraud occur.

Set out below are actions to be taken should fraud occur:

- Determine materiality of loss
- Inform Audit Committee
- Decide whether to suspend the employee and whether to remove the suspect from the premises – cancel parking and access cards; withdraw signatory authority and change passwords or access codes
- Notify insurers if deemed necessary
- Secure documents and relevant evidence relating to the suspected fraud
- Secure the contents of the suspect's office or workstation, personal computer, diary and files, including all personal documents on the premises
- Locate and secure any of the above, should they have been removed by the suspect
- Designated person to deal with publicity - for example:
 - Customers
 - Suppliers
 - Employees
 - Media
 - Regulatory Bodies
- Inform the board of directors
- Inform HR
- Inform the representative responsible for tracking all incidents of fraud
- Commence an investigation, with the initial aim of establishing the scale of the offence and the degree of contamination within the group and to all business partners, and to improve internal controls
- Do a preliminary assessment of the following issues:
 - Disciplinary hearing (with HR)
 - Civil & criminal proceedings
 - Insurance claim (with insurance broker)
- Consider whether to notify the police



Fraud Control Policy
Certificate

Fraud Control Policy Certificate

Appendix Form

I, _____ (Employee Name), hereby confirm that I have read and acknowledge the content of TDIC's Fraud Control Policy on the _____ (date) and further confirm that I will comply fully to the extent that it is written.

Name of Employee: _____

Employee No: _____

Department: _____

Job Title: _____

Date of Joining: _____

Signed: _____

Date: _____

Definitions of Terms Used

Breach: For purposes of this policy, breach refers to non-compliance or violations of applicable government laws, rules and regulations, as well as TDIC's corporate policies and procedures.

Corruption: Corruption is defined as an employee's use of his / her influence in business transactions that violates his / her duty to TDIC for the purpose of obtaining a benefit for himself, herself or someone else. Corruption typically involves a breach of trust in the performance of one's official TDIC duties.

Disciplinary Committee: TDIC's Disciplinary Committee is 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 ('board') or one of its designated committees to consider corrective action arising from investigations.

External consultants: External consultants refer to independent contractors who have a business relationship with TDIC and are not considered to be employees.

External officials: External officials refer to third parties such as legal counsel, law enforcement, and/or government regulatory bodies.

Fraud: Fraud refers to any intentional act or omission designed to deceive others, resulting in a loss to TDIC or gain for an individual or company. Fraud can take many forms that are normally characterised by some form of deliberate deception or misrepresentation to facilitate or conceal the misappropriation of assets. For purposes of this policy, fraud includes all acts of fraud, corruption, misconduct, breach of trust, misappropriation, embezzlement, bribery, and harm to public property, as well as any illegal act that could affect the public financial interest for the entity or the Emirate of Abu Dhabi.

Illegal act: An illegal act is a violation of any prescribed law of the UAE, including the legal provisions of the Federal Penal Code No. 3/1987, the legal provisions of the Civil Service Law Code No. 1/2006 and any other relevant law in the UAE.

Independent: Individuals are understood to be independent when two elements are met: (i) they are free from the control of interested parties; and (ii) they are free from any conflict of interest.

Independent investigation: Investigations are understood to be independent from TDIC when two elements are met: (i) the investigation is free from the control of interested parties; and (ii) the investigators are free from any conflict of interest.

Internal investigation: Investigations are understood to be internal when they are conducted by TDIC personnel.

Investigation register: A document containing information about outlining the nature of a concern, complaint or reported breach, the report number or subject, the date and time received by TDIC, method it was received, report source, contact information for the report source and/or instruction regarding confidentiality and/or anonymity, name of investigation team leader, the date the investigation was closed, corrective action taken, date of referral to law enforcement or government agency (as warranted), response from law enforcement or government agency, and any other information relevant to the matter.

Investigation team: Resources (internal, external or combination thereof) assigned to conduct an investigation by the Director of Internal Audit and/or his designate, the Director of Corporate Integrity, or by the board of directors.

Legal counsel: For purposes of this policy, legal counsel refers to TDIC's Legal Services Department, external legal counsel or combination thereof.

Misconduct: For purposes of this policy, misconduct generally refers to violations of law and regulation, as well as violations of TDIC's policies and procedures.

Red flags: For purposes of this policy, red flags are understood to be indicators or warning signs that raise concerns about the propriety of a transaction or an inappropriate relationship between the parties involved, particularly when the transaction relates to a breach of TDIC's policies and procedures, as well as with laws and regulations.

Stakeholders: Stakeholders are comprised of third-party agents, representatives, including external consultants, as well as suppliers, vendors, service providers, vendors' subcontractors, investors, owners and agents who conduct business with TDIC.

Third party: A third party is understood to be an individual, organisation or employees thereof, including but not limited to independent consultants, contractors, suppliers, and vendors.



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