



SUPPLIER AND PARTNER CODE OF ETHICS

	Designation	Name	
Approved By	Chief Executive Officer	Ali El Ali	
Endorsement	Director-Legal & Compliance	Irina Kovalchuk	
Revision No. & Date	00, 21.06.2023		



 ZMi HOLDINGS <small>COMMERCE MARINE INTERNATIONAL</small>	SUPPLIER AND PARTNER CODE OF ETHICS	Document No.	LCP-SPCE-12
		Revision No. & Date	00, 21.06.2023
		Page	1 of 7
POLICY			

TABLE OF CONTENTS

1.0	INTRODUCTION	2
2.0	WORKING TOGETHER	2
3.0	BUSINESS INTEGRITY	3
4.0	SAFEGUARDING THE COMPANY	5
5.0	COMMUNICATION IS KEY	5

	SUPPLIER AND PARTNER CODE OF ETHICS	Document No.	LCP-SPCE-12
		Revision No. & Date	00, 21.06.2023
		Page	2 of 7
POLICY			

1.0 INTRODUCTION

The Code applies to all Suppliers and Partners that undertake any work with, or for the Company when they are working with, for or representing us.

The Code sets out the minimum standard of ethical business practice we expect from any Supplier or Partner to any part of the Company.

It sets out the basic rules and standards that are necessary to conduct the Company business in an ethical and compliant manner and in accordance with the Company values.

Our Suppliers and Partners should comply with all applicable laws and regulations and behave ethically. Suppliers and Partners that violate applicable laws are unacceptable to us. The Code is not a summary of all the laws and policies that apply to the Company or to a Supplier's business.

The Code does not dilute a Supplier's legal obligations, and it does not override the terms of any agreement we have contractually agreed. If there is any conflict between the terms of an agreement we have with a Supplier or Partner and this Code, that agreement will prevail.

The Code applies to all Suppliers and Partners that undertake any work for, or represent, the Company when they are working for or representing us. When we say in the Company's Code of Conduct that we expect all our Suppliers and Partners to align themselves with its principles, we mean that we expect them to comply with this Supplier Code. If a Supplier or Partner uses sub-contractors to undertake the business of the Company, that Supplier or Partner is responsible for ensuring that those sub-contractors also comply with this Code.

We will update the Code from time to time. Suppliers and Partners should always refer to the Company's website to ensure they are complying with the latest version of the Code. We expect our Suppliers and Partners to ensure that any of its personnel who work on the Company business are familiar with, and comply, with the standards set out in this Code.

2.0 WORKING TOGETHER

We expect our Suppliers and Partners to keep their commitments to us and to those who work for them.

2.1 RESPECT

The Company strives to provide a working environment that respects diversity and looks after its people. We expect our Suppliers and Partners to do the same. Our Suppliers and Partners should foster an environment that is inclusive of all, and treats individuals respectfully, fairly and with dignity.


We expect our Suppliers and Partners to be honest with us and with their people, and to communicate in ways that are effective. We expect our Suppliers and Partners to keep their commitments to us and to those who work for them.

Harassment, intimidation, abuse, violence and any other disrespectful or offensive behaviour to individuals is unacceptable to the Company. Retaliation is also unacceptable.

How we dress at work is one way we demonstrate our respect for each other within the Company. When attending the premises of the Company, we ask our Suppliers and Partners to adhere to widely accepted standards of professionally appropriate dress, with sensitivity to cultural considerations.

2.2 FAIR LABOR PRACTICES

The Company supports the protection of labour rights. Suppliers and Partners should not deploy any kind of forced labour. Suppliers and Partners must not use, employ, or seek to exploit in anyway the services of child, under-aged, slave or trafficked labour. Except to the extent permitted by law, Suppliers and Partners should not retain Personnel's identification, work or travel documents, or deposits as a condition of employment.

	SUPPLIER AND PARTNER CODE OF ETHICS	Document No.	LCP-SPCE-12
		Revision No. & Date	00, 21.06.2023
		Page	3 of 7
POLICY			

We expect our Suppliers and Partners to comply with all applicable labour laws and related laws and regulations - those relating to working and living conditions, wages, working hours and the payment of overtime. Suppliers and Partners must comply with the terms of the contract that is agreed with the people working for them, and the law. Everyone working for our Suppliers and Partners must be paid no less than the prescribed minimum wage in a timely manner, and given holidays, leave and medical cover in accordance with applicable laws.

If a Supplier or Partner uses sub-contractors or agencies, it is the Supplier's or Partner's responsibility to ensure that they comply with this Code including when it comes to fair labour practices.

2.3 SECURITY, SAFETY, HEALTH, ENVIRONMENT AND QUALITY

The Company is committed to protecting the health and safety of people and protecting the environment. Suppliers and Partners must share the same commitment and deliver it effectively in respect of its own operations.

There are specific policies, procedures, and codes of practice in place throughout the Company that are designed to help us all achieve these aims when doing the business of the Company. Suppliers and Partners should make sure that they and their Personnel are aware of the policies, procedures and codes that apply to them and the work they do, and act in compliance with them.

Suppliers and Partners should protect their personnel from over-exposure to chemical, biological and physical hazards in the workplace and in any company-provided living quarters. Emergency planning should be undertaken, and response procedures implemented.

We expect our Suppliers and Partners to operate in an environmentally responsible manner and comply with all applicable environmental laws and regulations. All required environmental permits and licenses must be obtained and their operational and reporting requirements followed. Sustainability is important to the Company, and our Suppliers and Partners should minimize any waste of energy water or other resources.

3.0 BUSINESS INTEGRITY

The Company has a zero-tolerance approach to bribery, corruption, theft, money-laundering, and fraud.

3.1 ANTI-BRIBERY & CORRUPTION


The Company has a zero-tolerance approach to bribery, corruption, theft, money-laundering, and fraud. Our Suppliers and Partners must share the same approach.

Suppliers and Partners must not offer, solicit, give, or accept any form of bribe or kickback or participate in other illegal inducements in business or government relationships. They should not make payments to expedite activities that a government Personnel is required to perform unless it is an official express service offered by the relevant government entity. Compliance with all applicable anti bribery, corruption, and money-laundering laws always is required. We expect our Suppliers and Partners to take steps to ensure that their personnel and any sub-contractors, agents or representatives engaged to act in relation to any of the Company business also meet these expectations.

Everyone within the Company is expected to report any suspicious activity regarding possible bribery and corruption immediately. Unless prohibited from doing so, our Suppliers and Partners should inform us immediately in the event they become aware of any suspicious activity in connection with the Company business.

3.2 GIFTS & ENTERTAINMENT

Offering or receiving inappropriate gifts and/or entertainment (including hospitality) in the context of a business interaction is unacceptable to the Company and will be considered a breach of this Code.

	SUPPLIER AND PARTNER CODE OF ETHICS	Document No.	LCP-SPCE-12
		Revision No. & Date	00, 21.06.2023
		Page	4 of 7
POLICY			

We ask our Suppliers and Partners to share the Company's commitment to avoid impropriety in the offering, giving, or receiving of gifts and/or entertainment. While gestures to build relationships in line with professional norms are acceptable, Suppliers and Partners should never seek to improperly influence the decisions of the Company Personnel using gifts and / or entertainment.

The Company Personnel are prohibited from accepting any gift or entertainment that is disproportionately lavish, inconsistent with ethical, cultural, and professional norms, or unconnected with any legitimate business purpose. Suppliers and Partners should avoid offering the Company Personnel, unduly frequent meals, or overly lavish gifts. Suppliers and Partners that are engaged in a bid or tender process should avoid sending gifts to the Company Personnel that they are aware are involved in a current tendering or decision-making process involving their company. Gifts of cash to the Company Personnel are not permitted.

3.3 CONFLICT OF INTERESTS

Conflicts of interests should be avoided or handled appropriately by our Suppliers and Partners. Friendships and family relationships are normal and acceptable. However, we expect our Suppliers and Partners to alert us if they have concerned that the Company Personnel business judgement could be influenced by a separate or outside interest.

If a Supplier or Partner has any other relationship with any of the Company's Personnel that might represent a conflict of interests, our Suppliers and Partners should disclose this fact to the Company.

If Supplier or Partner personnel have a personal relationship (including a family relationship) with anyone in the Company who could affect (or be seen to affect) any element of the Company's business dealings with that Supplier or Partner; or if a Supplier or Partner has any other relationship with any of the Company Personnel that might represent a conflict of interests, our Suppliers and Partners should disclose this fact to the Company or ensure that the Company Personnel does so.

We expect our Suppliers and Partners to have appropriate protections in place to ensure that Supplier or Partner personnel are not themselves impacted by a conflict of interests when undertaking the work of the Company.

3.4 TRANSPARENCY

Our Suppliers and Partners should maintain accurate books and records that demonstrate compliance with applicable laws and regulations. Suppliers and Partners should be alert to any irregular payments, suspicious transactions, or suspected money laundering and have facilities to enable internal reporting within a reasonable timeframe.

Suppliers and Partners should notify the Company, if permitted by applicable law, of any investigation, audit, assessment, litigation, or unusual request that relates to the Company or concerns the work the Supplier or Partner is performing for or with the Company.


3.5 FAIR BUSINESS PRACTICES

Our Suppliers and Partners should conduct their business consistent with fair and vigorous competition and in compliance with all applicable antitrust laws. In performing the Company's business, you should ensure you follow local and international trade laws including laws relating to import, export and customs procedures and restrictions on dealings with certain countries, entities, and individuals.

Suppliers and Partners should use only fair business practices, including transparent and honest participation in any sourcing process, and accurate and truthful advertising.

3.6 SUPPLY CHAIN

Suppliers and Partners must carefully select and monitor the third parties they use to perform work for the Company or to supply materials. Suppliers and Partners should conduct contextually appropriate due diligence and background checks. Third parties, contractors, agents, or subcontractors should be selected based on merit

 ZMI HOLDINGS <small>COMMERCE INTERNATIONAL</small>	SUPPLIER AND PARTNER CODE OF ETHICS	Document No.	LCP-SPCE-12
		Revision No. & Date	00, 21.06.2023
		Page	5 of 7
POLICY			

and competitiveness. We reiterate that Suppliers and Partners are responsible for ensuring their third-party contractors comply with this Code when they are utilized in the service of the Company's business.

4.0 SAFEGUARDING THE COMPANY

Suppliers and Partners are expected to take steps to ensure that neither they nor their personnel make any improper use of confidential information.

4.1 PROTECTING OUR ASSETS

The Company has an overarching duty of care towards the resources and assets it holds or has been entrusted to manage. We expect our Suppliers and Partners to share our responsibility to take care with these assets, managing them effectively, using good judgment with how they are utilized, and taking care to avoid damage, loss, or wastage.

4.2 PROTECTING OUR INFORMATION AND INTELLECTUAL PROPERTY

Our information and intellectual property are precious to the Company. Where we share information or intellectual property with our Suppliers and Partners, we expect them to protect and manage it with the utmost care, and in line with applicable legal and contractual protections. Our intellectual property should only be used strictly in accordance with the permissions we provide.

Misusing confidential information of the Company is unacceptable. Suppliers and Partners are expected to take steps to ensure that neither they nor their personnel make any improper use of confidential information. Market misconduct, such as insider trading, in connection with information received in relation to undertaking the business of the Company is prohibited.

5.0 COMMUNICATION IS KEY


The Company is committed to acting with integrity in everything it does. Working with the Company means that you support this commitment.

The Company asks its Suppliers and Partners to provide reasonable cooperation to its Legal personnel in the resolution of any concern. This might include making relevant documents, information, and Personnel available when requested if appropriate and means maintaining the confidentiality of any information related to such a request. The Company strictly prohibits retaliation of any kind against anyone who reports a business ethics concern in good faith and requires the same of its Suppliers and Partners.

For questions or concerns regarding the Code, contact the Company's procurement department on email.

If you have a concern related to business ethics and the Company, there is a Legal & Compliance Department in the Company– your Company contact can provide you with their contact details at any time. You can also contact the Company's Legal & Compliance Department on compliance@zmiglobal.com about business ethics and integrity related issues.

The Company has made a whistle blowing platform called Takallam available that is independently hosted by a third party and that provides the option of anonymity if required. Reports can be made either online or by telephone in several languages. Details can be found at www.takllam.ae.

	SUPPLIER AND PARTNER CODE OF ETHICS	Document No.	LCP-SPCE-12
		Revision No. & Date	00, 21.06.2023
		Page	6 of 7
POLICY			

GLOSSARY:

Company means ZMI Holdings together with each company in which ZMI Holdings (i) directly or indirectly, controls fifty percent (50%) or more of the share capital; or (ii) controls less than fifty percent (50%) of the share capital but in respect of which ZMI Holdings has, directly or indirectly, the ability to direct or procure the direction of the management and policies (whether through the ownership of shares, by contract or otherwise). The Company's Supplier & Partner Code of Ethics can be found on Company's website.

Code means the Company's Supplier & Partner Code of Ethics, as may be amended from time to time. Supplier and/or Partner means anyone who does or seeks to do business of any kind with any part of the Company

CEO means Chief Executive Officer.

Personnel means all company Personnel including employees, third party secondees, manpower agency contract Personnel, service contract Personnel and officers (i.e., appointed Directors who don't have employment contract with the Company).