



حديد الإمارات
emirates steel

Integrated Management System

Fraud Control Policy

CEO-PC-007

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LEADERSHIP MESSAGE

Emirates Steel (referred to herein as 'ES' or 'The Company' is an organization with strong values. We are governed by the values of Honesty, Integrity, Creativity, Innovation and Quality. Our Code of Ethics contains general guidelines for conducting business with the highest standards of ethics.

The Company is committed to an environment where open, honest communications are the norm, not the exception.

The Company is committed to an environment where open, honest communications are the norm, not the exception. We want everyone to feel comfortable in approaching their supervisor or management in instances where they believe violations of policies or standards have occurred.

1. PURPOSE

- 1.1. This document outlines The Company's policy concerning fraud and provides guidelines for the implementation and enforcement of The Company Fraud Control Policy referred to hereafter as the 'Policy'. This policy and any future amendments are subject to the Board of Directors' approval.
- 1.2. The Policy is designed to encompass the following:
 - Maintain the highest standard of ethics, professional conduct and fiduciary duty & responsibility;
 - Protect the Company's funds and other assets;
 - Maintain integrity of the Company;
 - Secure the Company's businesses;
 - Protect the reputation of the Company and its employees; and
 - Maintain the highest level of services to the community and individuals.

2. SCOPE

- 2.1. The Policy has been established to outline the requirements for the development of controls that will assist in the detection, prevention and response to fraud. It is the intention of The Company to promote consistent organizational behavior by providing guidelines, assigning responsibility for the development of controls and conducting investigations when necessary.
- 2.2. This Policy must be applied to any fraud, or suspected fraud, involving any member of the Boards of Directors, the Chief Executive Officers, the Management teams or staff of the Company, as well as minority shareholders and those who conduct business with the

Company, such as third party agents and representatives, including consultants, contractors, suppliers, vendors, subcontractors and agents (hereafter referred to as "Stakeholders").

- 2.3. Investigations shall be conducted irrespective of the individuals' position or tenure with ES.

Investigations shall be conducted irrespective of the individuals' position or tenure with **ES**.

3. DEFINITIONS / ABBREVIATIONS

- 3.1. **CEO:** Chief Executive Officer
3.2. **CV:** Curriculum Vitae
3.3. **ES:** Emirates Steel
3.4. **EERC:** Emirates Steel Ethics Review Committee
3.5. **Fraud:** Fraud can take many forms that are normally characterized by some form of deliberate deception to facilitate or conceal the misappropriation of assets; whereas corruption involves a breach of trust in the performance of official duties. Additionally, misconduct is a broad concept, generally referring to violations of law, regulations and internal policies and procedures.

For the purpose of this Policy, fraud, corruption and misconduct will be encompassed into the word 'Fraud' (hereafter referred to as "fraud") and shall be used to refer to all dishonest, irregular or illegal acts of: fraud; breach of trust; misappropriation; wasting; embezzlement; or bribery, which is characterized by a deliberate intent at concealment or false representation and causing or which might cause harm to the Company or affect the financial interest of the Company.

ES defines fraud as a dishonest, unethical, irregular or illegal act or practice, characterized by deliberate intent at concealment of a matter of fact - whether by words or conduct - or false representation, which may result in a financial or non-financial loss to the Company.

- 3.6. **HR:** Human Resources
3.7. **IT:** Information Technology
3.8. **ESEL:** Emirates Steel Ethics Line

4. RESPONSIBILITIES

- 4.1. The policies, job descriptions, charters and delegations of authority shall define roles and responsibilities related to Fraud Risk Management.
4.2. This Policy shall be reviewed and approved by the Board of Directors on recommendations from the Audit Committee and updated when deemed necessary.

5. DESCRIPTION

5.1. Governance and Professional Ethics Statement

ES is committed to promoting honesty. The message is clear: ***Fraud will not be tolerated or perpetuated.***

ES is committed to the highest ethical and moral standards, openness, and accountability. All employees across all levels are expected to share the same commitment and to lead by example in ensuring adherence to appropriate regulations, procedures, practices, and codes of ethics. The Company expects individuals and organizations with whom it does business with to act with honesty and at the highest standards.

5.1.1. Code of Ethics

The Code of Ethics establishes clear guidelines that define the Company's culture and standards of ethical behavior and reflects the Board of Directors, the Chief Executive Officer and the Executive Management's (hereafter referred to as "Management") expectations. All employees and Stakeholders are required to adhere to the standards set out in the Code of Ethics policy.

5.1.2. Roles and Responsibilities

The policies, job descriptions, charters and delegations of authority shall define roles and responsibilities related to Fraud Control.

5.1.3. Tone at the Top

Board of Directors

ES Board of Directors shall ensure that the relevant Management implements and communicates effective Fraud Control mechanism to empower employees and encourage ethical behavior among employees, customers, and vendors and to meet these standards every day.

ES Board shall:

- Set appropriate "tone at the top" through the Chairman of the Board of Directors, senior management, and Code of Ethics;
- Obtain a clear understanding of existing Fraud Risks;
- Maintain oversight of Fraud Control;
- Receive and monitor the fraud control reports, policies, and control activities;



- Approve the policy and any subsequent changes to it;
- Oversee the internal control function established by management for preventing, detecting and responding to fraud;
- Ensure that management has adequate resources at its disposal to enable the Company to achieve its Fraud Risk Management and Control objectives; and
- Issue a statement to be acknowledged by all employees, vendors and customers, stressing the importance of the fraud risk mitigation, acknowledging the potential vulnerability to fraud and establish the responsibility for each person within the Company to support Fraud Control mechanism.

Audit Committee

The Audit Committee shall:

- Adopt a proactive approach to Fraud Control;
- Assess, monitor, and influence the tone at the top by reinforcing a zero-tolerance policy on fraud;
- Establish procedures for employees and others to report concerns about fraud and unethical behavior (on the Emirates Steel email, phone, website etc)
- Oversee the Emirates Steel Ethics Review Committee (EERC) function which is responsible for responding to fraud;
- Maintain an active role in the oversight of the Company's assessment of fraud risks,
- Meet frequently (and with sufficient preparation) to reasonably assess and respond to fraud risks;
- Appoint legal, accounting and other professionals when deemed necessary;
- Seek the advice of internal and / or external counsel whenever dealing with issues of fraud allegations; provide specific consideration and oversight of this exposure when reviewing the work of Management and require them to be alert for and report any such exposure as they carry out their duties;
- Receive regular reports on the status of reported or alleged fraud; and
- Provide insight and guidance on implementing and strengthening the antifraud measures.

Chief Executive Officer

ES's Chief Executive Officer shall take overall relevant responsibility for the prevention, detection and response to fraud.

Management

The Management shall be responsible for the development and implementation of the Fraud Control Mechanism, including each manager and employee's responsibility for detecting fraud or related dishonest activities in their areas of responsibility.

ES Management shall:

- Establish and implement adequate internal controls, by designing and implementing fraud control activities, to prevent and detect fraud;
- Understand the fraud risks associated in their function or which might occur in their area and be alert to them;
- Create a culture through actions and words where it is clear that fraud is not tolerated, any such behavior is dealt with swiftly and decisively, and that whistleblowers will not suffer reprisal;
- Report to the relevant Board on what actions have been taken to manage fraud risk and regularly report on the effectiveness of the Fraud Control mechanism. This includes reporting any remedial steps that are needed, as well as reporting actual fraud; and
- Ensure that background checks on new and existing suppliers, customers, and business partners to identify any issues of financial health, ownership, reputation, and integrity that may represent an unacceptable risk to the Company.

Staff

All levels of staff, including Management shall:

- Understand their roles within the internal control framework and how their job procedures are designed to manage fraud risks and how non-compliance may create an opportunity for fraud to occur or go undetected;
- Have a basic understanding of fraud and be aware of the red flags;
- Read and understand policies and procedures (e.g. the Fraud Policy, Code of Ethics, disclosure procedures, and other relevant policies and procedures);
- Participate in the process of creating a strong control environment, design and implement fraud control activities, as well as participate in monitoring such activities;
- Cooperate with the Investigation Team;

- Act with propriety in the use of The Company's resources and in the handling and use of funds whether they are in cash or payment systems and when dealing with contractors, suppliers or customers;
- Report immediately if they suspect or believe that there is evidence of irregular or improper behavior or that an incident of fraud may have occurred;
- Refrain from further investigating the incident reported, confronting the alleged violator, or further discussing the incident with anyone unless requested to by the Audit Committee, Internal Audit, Legal Affairs and/or law enforcement personnel; and
- Take into consideration the employee's right to report any fraud or suspected fraud cases.

Legal

The legal department shall:

- Provide guidance to the Investigation Team;
- Advise Management on other matters that may impact the Company's fraud or risk activities including - but not limited to - to conducting proper due diligences and / or background checks when dealing with third parties; and
- Provide advice on the legal position in case of pursuing the accused fraudster to recover assets stolen or a breach of trust for damages.
- Commencement and termination of legal proceedings and advice the Board on offers to settle litigation.
- Identify legal and compliance requirements in all countries where the Company operates.
- Educate and train on ethics/fraud control, where needed.

Internal Audit

Internal Audit shall:

- Coordinate compliance with the annual reviews of Fraud Mitigation Strategies in addition to the Fraud Risk Assessment by management;
- Review the comprehensiveness and adequacy of the risks identified by Management above all with regards to Management's override of controls;
- Consider the Fraud Risk Assessment and fraud control mechanism when developing the Annual Audit Plan and review Management's Fraud Risk Assessment and capabilities periodically;

- Spend adequate time and attention evaluating the design and operation of internal controls related to Fraud Control;
- Act independently and have adequate access to the Audit Committee;
- Register and compare fraud incident reports by maintaining a log of the reported fraud cases;
- Supervise and conduct investigations of the alleged or suspected fraud cases; and
- Assist fraud investigators in collecting and preserving evidence as well as providing management on the appropriate detective and preventive fraud controls.

5.2. Fraud Prevention

Management must adopt a preventative approach for identifying, analyzing and managing the risk of fraud that could prevent the Company from achieving its business objectives or strategies.

5.2.1. Tone at the Top

Tone at the Top is set at an appropriate zero tolerance to fraud; starting with the Chairman of the Board of Directors and each member of the Executive Management team.

5.2.2. Fraud Risk Assessment

A Fraud Risk Assessment shall be performed on a systematic and recurring basis, involve the appropriate personnel, consider relevant Fraud scenarios, and map those fraud scenarios so that steps can be taken to prevent or mitigate the risks of fraud.

Fraud may occur in areas with no history of fraud; thus, past instances or history is not an indication of whether the area is susceptible to fraud or not.

5.2.3. Fraud Prevention Control

Preventive controls are designed to assist the Company reduce the risk of fraud from happening.

Affirmation Process (Declaration)

All employees shall acknowledge they have read, understood, and will comply with the Code of Ethics and Fraud Control Policy to support the Company's Fraud Control mechanism.

Disciplinary action will apply for refusal to sign-off and apply such actions consistently. See **Appendix 2** for Acknowledgement Form.



Disclosure of Conflict of Interest

All employees and Stakeholders must disclose any personal or outside interest, relationship or responsibility (financial, professional or otherwise) held by the employee with respect to any potential or actual transaction, agreement or other matter which is or may be presented to management for consideration - even if such interest, relationship or responsibility has otherwise generally been disclosed. The relevant management has to be informed through the employee's immediate superior or the Board of Directors if the person is a member of the Board.

This should be documented in accordance with the requirement of the Code of Ethics, and any constraints placed on the situation must be monitored.

Human Resources Procedures

The Human Resources Department (HR) shall:

- Perform background checks, document verification to verify employees' credentials and competence, match skills to the job requirements, and be aware of any issues of personal integrity that may impact their suitability for the position;
- Obtain confirmation of work history and education presented on a job application or CV;
- Evaluate performance and compensation programs for all employees and take into consideration work-related competence, behavior and performance as per this Policy;
- Conduct exit interviews for all employees leaving the Company as they may have information regarding possible fraud existing within the Company.

Authority Links

All employees are required to follow Delegation of Authority Matrices established across the Company.

As a process-level control, individuals working within a specific function must be assigned limited IT access which will enable them to perform their duties.

Fraud Awareness and Training

Training and seminars on fraud awareness will be provided to all employees on a regular basis. HR will maintain records of annual attendance in each employee file.

5.3. Fraud Detection

The relevant Management must have detective procedures in place to increase their ability to detect and prevent fraud, control costs and protect revenue. Detective controls are designed to uncover fraud as it happens.

5.3.1. Fraud Detection Procedures

- Effective automated systems must be used to identify potential red flags within the financial transactions. Data analysis, continuous monitoring, and other such tools shall be used to effectively detect fraud activities, where applicable.
- Employees shall ensure the greatest possible transparency of transactions;
- A reporting mechanism for Whistleblowing through the Emirates Steel email, phone, website etc. is available to all employees and Stakeholders for the purpose of reporting unethical or inappropriate events, behavior or practices as well as any breaches of policies.

This mechanism shall provide anonymity. The Company preserves the confidentiality of the whistleblower and provides assurance to employees that they will not be penalized for reporting their suspicious of wrongdoing in good faith including reporting wrongdoing by their superiors.

5.3.2. Fraud Reporting Process

- Each employee has the responsibility to report fraud. Reports may be made directly through the ESEL channels or to the Head of Internal Audit / Compliance Officer in accordance with the Whistleblowing Policy and Procedures.
- In case the employee reported the fraud to his / her supervisor, the supervisor shall inform the Head of Internal Audit/ Compliance Officer and / or Higher Management.
- There may be circumstances, because of the nature of the investigation or disclosure, or where it may be required under law or regulation, when it will be necessary to disclose the identity of the whistleblower. This may occur in connection with associated disciplinary or legal investigations or proceedings. If, in the company's view such circumstances exist, the company will inform the whistleblower that his/her identity is likely to be disclosed. The Company confirms that reports made in good faith will not result in adverse action to the whistleblower. Any malicious allegations may lead to appropriate disciplinary action.



5.4. Fraud Response

Response controls are designed to take corrective action and to correct fraudulent events caused by the fraudster.

5.4.1. Examples of items to be Reported

The Company requires all persons to report -in good faith any dishonest, unethical, irregular, or illegal act or practice including, but not limited to:

- Unlawful and / or illegal conduct such as theft, fraud, and external or internal corruption;
- A deliberate concealment of information;
- Failure to comply with the Company's policies & procedures;
- Failure to comply with applicable laws and regulations;
- Potential, perceived, or actual conflict of interest; and
- Any conduct which may cause harm (financial, reputational or otherwise) to the Company or any of its employees.

5.4.2. Response to Concerns, Complaints or Reported Breach

The fraud response plan is a step by step process of the procedures that should be considered by the EERC /Head of Internal Audit/Compliance Officer/Investigation Team when a material incident of fraud occurs.

Actions to be taken when a fraud is suspected:

- Assess the facts reported (preliminary review) in order to understand the possible level (internal/external, level of the internal staff involvement, etc.) and the extent of any potential breach, as well as the severity of the case reported.
- If further action is necessary, request Audit Committee approval to conduct and investigation and agree on any action to be taken, and if necessary, request comments/feedback from Board of Directors.
- Commence an investigation, with the initial aim of establishing the scale of the fraud and the degree of contamination within the Company.

5.4.3. Investigation Process

Initially the Head of Internal Audit/ Compliance Officer will conduct preliminary review; based on the results of that review the EERC may close the case or request Audit Committee approval to investigate the matter as deemed necessary. The Head of Internal Audit will select and identify properly qualified and placed individuals to conduct the investigation (i.e.the investigation team). Matters may require

consultation with the Legal Advisor / Head of HR / Audit Committee and the Board of Directors. In certain cases, the Board or one of its Committees may oversee an investigation. The investigator may hear the statement of the complainant or inform and collect evidence under the supervision of Audit.

In matters deemed necessary for investigation, the EERC will select and identify properly qualified and placed individuals to conduct the investigation (i.e. the Investigation Team). Matters may require consultation with the Head of Legal, Head of HR, and / Audit Committee or the Board of Directors. In certain cases, the Board or one of its committees may oversee an investigation.

The Investigator or EERC may hear the statement of the complainant or inform and collect evidence under the supervision of Legal and HR.

Investigation Procedures

The procedures to be undertaken in each investigation are dependent upon the nature of the concern, complaint or reported breach and circumstances of the situation as it is presented. Examples of procedures that may be followed:

- Obtain copy of concern / complaint or reported breach;
- Identify, secure and gather data in whatever form, including the changing of locks and system access (where necessary and / or applicable);
- Obtain and analyze documents;
- Conduct initial validation of the information received to understand whether or not the claims are valid versus trivial and baseless and out of malice;
- Perform data analytics on structured/unstructured data;
- Interview relevant internal and external individuals, document the interview and obtain their acknowledgement on the facts;
- Secure documents and relevant evidence related to the suspected fraud, such as contents of the suspect's office or workstation, personal computer, diary and files including all personal documents, where possible/applicable; and
- Document the minutes of meeting with people involved and acknowledge their acceptance of the findings, where possible, and draft a report.

Documentation of Investigation

The Investigation Team will objectively evaluate the results of its work steps to identify and present the facts in a clear and concise manner.



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;
- E-mails related to the investigation; and
- Any consultation memo.

The Head of Internal Audit will formally review the investigation report in accordance with the initial scope provided to the Investigation Team. The Board, the Audit Committee or the Board of Directors may review the investigation report, particularly if they directed the Investigation Team to begin with.

Following review of the investigation report, the Audit Committee, the management or the Board will determine whether additional investigations or corrective actions are warranted.

Investigation Consideration

During Investigations, consideration should be given to the following:

- **Confidentiality** – information gathered must be kept confidential and its distribution limited to those who have a legitimate need to know. This is important so as to avoid damaging the reputations of persons suspected but subsequently found innocent of wrong-doing and to protect the Company from potential civil liability.
- **Legal & HR Involvement** – legal counsel & HR representatives must be involved early in the process or, in some cases, leading upto the investigation, in order to safeguard work papers and to ensure employee rights are not violated.
- **Securing evidence** – documents/evidence must be protected so that nothing is destroyed and so that they are admissible in legal proceedings.
- **Objectivity** – the Investigation Team must review all the facts in order to conduct an objective assessment.

- **Goals** – the investigation must minimize disruption to the Company operations, where possible.

5.5. Reporting the Results

The Investigation Team shall

- Report its findings and recommendations to the party overseeing the investigation, Head of Internal Audit / Audit Committee / Board of Directors.
- Agree on action plans with stakeholders, inform the Audit Committee and CEO;
- Designate someone to deal with media publicity, if applicable or deemed necessary, in coordination with Media and Communication Department;
- Issue the report to management and request implementation of the recommendation.

5.5.1. Retention of Concerns, Complaints or Reported Breach

Internal Audit will maintain a log of concerns, complaints or reported breaches. This log should be updated on a regular basis and presented to the Audit Committee on a regular basis.

5.5.2. Recovery of the Proceeds of Fraudulent Activities

All reasonable steps (including the institution of criminal or civil proceedings) shall be taken to recover property of The Company that has been misappropriated or otherwise been obtained as a result -either directly or indirectly- of fraud.

5.5.3. Corrective Actions

After the investigation has been completed, EERC will request from the concerned department an implementation status of the recommendation made.

6. SUPPORTING DOCUMENTS

- | | |
|---|------------|
| 6.1. Appendix 1: Fraud Control Policy Decision Matrix | |
| 6.2. Appendix 2: Declaration | |
| 6.3. Code of Ethics | CEO-PC-009 |
| 6.4. Whistleblowing Policy | CEO-PC-003 |

7. ISSUE HISTORY

Issue No.	Date	Page / s	Cause of Revision & What Revision
0	25.03.2015	All	First Issue
1	23.03.2016	All	Alignment with Senaat Policy

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Appendix 1: Fraud Control Policy Decision Matrix

Action Required	Exec Mgmt.	Line Mgmt.	Internal Audit	Finance	Legal Mgmt.	Human Resources	Media and Communication
1. Controls to Prevent Fraud	1	1		3	3	3	3
2. Incident Reporting	2	2	2	2	2	2	2
3. Investigation of Fraud	2		1		2	2	
4. Referrals to Law Enforcement	1			2	2		
5. Recovery of Assets due to Fraud	1			2	1	2	
6. Recommendations to Prevent Fraud	2	1	1	2	3	3	3
7. Handle Cases of a Sensitive Nature	1		2		2	2	
8. Publicity / Press Releases	2				2		1
9. Civil Litigation	2				1		
10. Corrective Action / Recommendations to Prevent Recurrences	2	1	3			2	
11. Monitor Recoveries	3			1		3	
12. Proactive Fraud Auditing		2	2	2			
13. Fraud Education / Training	2	2	2	2	2	1	
14. Risk Analysis of Areas Of Vulnerability	2	1	3	2		2	
15. Case Analysis			2	2		2	
16. Disclosure procedure	1	2			2	2	2

1 = (Primary Responsibility) 2 = (Shared Responsibility) 3 = (Secondary Responsibility)

Appendix 2: DECLARATION

Name of the Employee:

Employee No.:

Name of the Department:

Job Title:

Date of joining

I,..... [Employee Name], hereby confirm that I have read, understood, and acknowledge to adhere to the content of the Fraud Control Policy on the[insert date] and further confirm that I will comply fully to the extent that it is written.

Name:

Date:

Signature: