



شركة إسمنت عُمان
Oman Cement Company

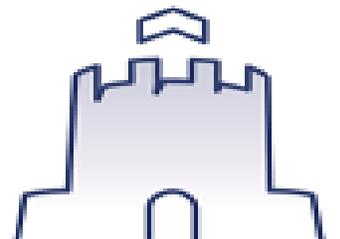
WHISTLE BLOWER POLICY

1. Preface:

- 1.1. The company believes in conducting its business in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior. As such the company endeavors to work against corruption in all its forms including demand and acceptance of illegal gratification and abuse of official position with a view to obtain pecuniary advantage for self or any other person.
- 1.2. Any actual or potential violation of the Company's rules, regulations and policy governing the conduct of business is a matter of serious concern for the Company. The Company is therefore committed to developing a culture where it is safe for employees and various stakeholders to raise concerns about instances if any, where such rules, regulations and policy are not being followed in furtherance of business.
- 1.3. The objective of this policy is to build and strengthen a culture of transparency and trust in the organization and to provide employees and various stakeholders with a framework / procedure for responsible and secure reporting of improper activities (whistle blowing) and to protect employees and various stakeholders wishing to raise a concern about improper activity / serious irregularities within the Company.
- 1.4. The policy does not absolve employees from their duty of confidentiality during their work. It is also not a route for taking up personal grievance.

2. Definitions:

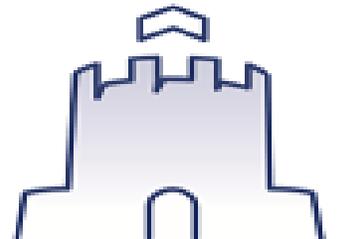
- 2.1. **"Company"** means Oman Cement Company (SAOG)
- 2.2. **"Audit Committee"** means the Audit Committee constituted by the Board of Directors of the Company in accordance with Principle 10 of Code Of Corporate Governance.
- 2.3. **"Competent Authority"** means the CEO of the Company and will include any person(s) to whom CEO may delegate any of his powers as the Competent Authority under this policy from time to time. Including the following:





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- 2.3.1. Immediate line manager (Direct Reporting line), If this is related to someone in the department where the whistle blower works in, to
 - 2.3.2. Head of the Department, if this relates directly to whistle blower's direct reporting manager of a section within the same department
 - 2.3.3. Manager Human Resources, If this relates to employee affairs or any related issues (such as harassment, or discrimination).
- 2.4. **"Improper Activity"** means any activity by an employee of the Company that is undertaken in performance of his or her official duty, whether or not that act is within the scope of his or her employment, and that is in violation of any law or the rules of conduct applicable to the employee, including but not limited to
- 2.4.1. abuse of authority,
 - 2.4.2. breach of contract
 - 2.4.3. manipulation of company data
 - 2.4.4. pilferage of confidential / proprietary information
 - 2.4.5. criminal offence
 - 2.4.6. corruption, bribery, theft,
 - 2.4.7. conversion or misuse of the Company's property
 - 2.4.8. fraudulent claim, fraud or willful omission to perform the duty, or that is economically wasteful or involving gross misconduct, incompetence or gross inefficiency and any other unethical, biased, favored or imprudent act.
- Activities which have no nexus to the working of the Company and are purely of personal nature and are specifically excluded from the definition of Improper Activity.
- 2.5. **"Investigators"** mean those persons authorized, appointed, consulted or approached by the CEO/ AC Chairperson in connection with conducting investigation into a protected disclosure and includes the Risk and compliance officer, Internal and external Auditors and Legal Advisor of the company.
- 2.6. **"Protected Disclosure"** means any communication made in good faith that discloses or demonstrates information that may evidence unethical or "Improper Activity".
- 2.7. **"Subject"** means an employee against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.
- 2.8. **"Whistle Blower"** means and Employee, group of employees working with the company, stakeholders and other third parties, such as agents or any other interested business partners, making a Protected Disclosure under this policy.





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3. Eligibility:

3.1. This policy can be used by any employee, group of employees working within OCC. In addition, stakeholders and other third parties such as agents, or any other interested business partners may also use this policy to report “Improper Activity”.

4. Guiding Principles:

- 4.1. Protected disclosures are acted upon in a time bound manner.
- 4.2. Complete confidentiality of the Whistle Blower is maintained.
- 4.3. The Whistle Blower and / or the person(s) processing the Protected disclosure are not subjected to victimization.
- 4.4. Evidence of the Protected Disclosure is not concealed and appropriate action including disciplinary action is taken in case of attempts to conceal or destroy evidence.
- 4.5. Subject of the Protected Disclosure i.e person against or in relation to whom a protected disclosure has been made, is provided an opportunity of being heard.

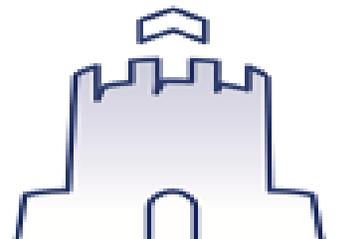
5. Whistle Blower – Role & Disqualifications:

5.1. Role

- 5.1.1. The Whistle Blower’s role is that of a reporting party with reliable information.
- 5.1.2. The Whistle Blower is not required or expected to conduct any investigations on his own.
- 5.1.3. The Whistle Blower does not have any right to participate in investigations.
- 5.1.4. Protected Disclosure will be appropriately dealt with by the Competent Authority.
- 5.1.5. The Whistle Blower shall have a right to be informed of the disposition of his disclosure except for overriding legal or other reasons.

5.2. Disqualifications:

- 5.2.1. Genuine Whistle Blowers will be accorded protection from any kind of unfair treatment / victimization. However, any abuse of this protection will warrant disciplinary action.
- 5.2.2. Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be motivated or malafide or





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malicious or frivolous, baseless or reported otherwise than in good faith, will be liable for disciplinary action as per the applicable HR policy.

5.2.3. Whistle Blowers, who make three Protected Disclosures, which have been subsequently found to be malafide, frivolous, baseless, malicious or reported otherwise than in good faith, will be disqualified from reporting further Protected Disclosure under this policy.

6. Procedures - Essentials and handling of Protected Disclosure:

6.1. The Protected Disclosure / Complaint should be in writing by email / letter and Addressed to Competent Authority.

However, in case the whistle blower feels uncomfortable in approaching any of the Competent authority for the following reasons:

6.1.1. Competent Authority may not manage the issues appropriately or

6.1.2. this would serve no purpose or

6.1.3. Whistle blower may be reprimanded by Competent Authority.

If disclosure is extremely serious or, if notifying any of the people above is not possible, inappropriate or would serve no purpose

- Send an email to: whistle.blower@omancement.com

Or if preferred, and the whistle blower is of the view that the concern cannot be shared with the management, the whistle blower can write a letter providing reasonable information. You may post your letter to the following address:

ACC@Omancement.com

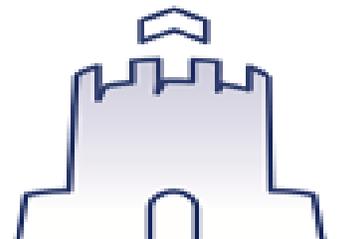
The Chairperson of the Audit Committee will take the appropriate further action.

External person or body wishing to report a concern:

For any external person or body or contractors who wish to report a concern should contact OCC as follows email us on whistle.blower@omancement.com and provide information required as mentioned in point 6.2 below.

6.2 The communication should be superscribed with “Protected Disclosure”. Where possible whistle blower should include following information:

6.2.1 An outline of the known or suspected improper activity.





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- 6.2.2 Details, to the best of their knowledge, about when, where and how it occurred.
- 6.2.3 A list of the names of those suspected of being involved (both within Company or externally).
- 6.2.4 A list of those who may have the relevant information or files.
- 6.2.5 Details of how the whistle blower came to know about the Improper Activity.
- 6.2.6 Estimate of the value of the loss to the Company, if feasible.
- 6.2.7 References of breaches to internal controls, policy, procedures or other requirements, if feasible.
- 6.2.8 Any specific recommendations you have for actions.
- 6.2.9 The names of anyone who you have discussed or reported this concern to.
- 6.2.10 Your name if you wish and contact details. Please note -these will be kept confidential as far as is reasonably practicable, and
- 6.2.11 The date and time of making the report.

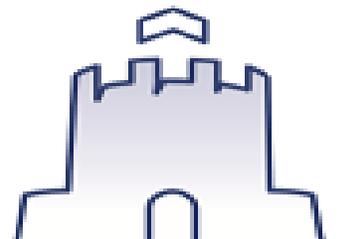
6.3 Anonymous or pseudonymous protected disclosure will be allowed.

6.4 Protected Disclosure should be factual and not speculative in nature. It must contain as much relevant information as possible and should help in initial assessment and investigation.

7. Investigations and Role of Investigators:

On receipt of Protected Disclosure, the Competent Authority shall inform the Head of Internal Audit to keep a log. The protected disclosure may be forwarded to the investigators for investigation.

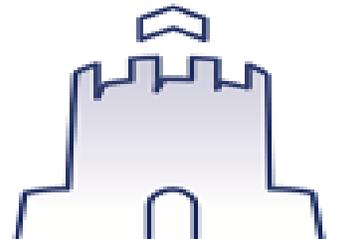
7.1 Investigation:





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- 7.1.1 Investigations will be launched only after a preliminary review by the Competent Authority which establishes that;
- 7.1.2 The alleged act constitutes an improper or unethical activity or conduct, and The allegation is supported by information specific enough to be investigated or in cases where the allegation is not supported by specific information, it is felt that the concerned matter deserves review.
- 7.1.3 If the Competent Authority determines that an investigation is not warranted, reason(s) for such determination shall be recorded in writing.
- 7.1.4 If the Competent Authority is prima facie satisfied that the Protected Disclosure warrants investigation of the alleged improper activity, Competent Authority will direct appropriate investigating machinery of the Company to investigate the matter. The decision to conduct an investigation taken by the Competent Authority is by itself not to be construed as an accusation and is to be treated as a neutral fact-finding process.
- 7.1.5 The identity of a Subject and the Whistle Blower will be kept confidential to the extent possible given the legitimate needs of law and the investigation.
- 7.1.6 Subjects will normally be informed of the allegations at the outset of a formal investigation and will be given opportunities for providing their inputs during the investigation.
- 7.1.7 Subjects shall have a duty to co-operate with the Competent Authority or any of the Investigators during investigation to the extent that such co-operation will not compromise self-incrimination protections available under the applicable laws.
- 7.1.8 Subjects have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the Subjects.
- 7.1.9 Unless there are compelling reasons not to do so, Subjects will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.
- 7.1.10 Subjects have a right to be informed of the outcome of the investigation.





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7.1.11 The investigation shall be completed normally within 90 days of the date of receipt of the protected disclosure or such extended period as the Competent Authority may permit for reasons to be recorded.

7.1.12 If the whistle blower is not satisfied with the investigation or its conclusion(s) he may write to the Chairperson of the Audit Committee. Where this is not appropriate, the person should write to the Chairman of the Board of Directors detailing the entire concern.

7.2 Role of Investigators:

7.2.1 Investigators are required to conduct a process towards fact-finding and analysis. Investigators shall derive their authority from Audit Committee / Competent Authority when acting within the course and scope of their investigation.

7.2.2 All Investigators shall perform their role in an independent and unbiased manner. Investigators have a duty of fairness, objectivity, thoroughness, ethical behavior and observance of professional standards.

8. Protection:

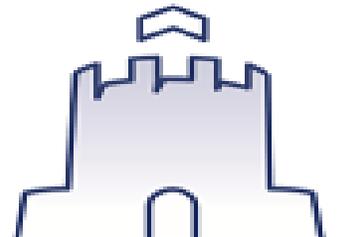
8.1 The identity of the Whistle Blower shall be kept confidential.

8.2 No unfair treatment will be meted out to a Whistle Blower by virtue of his/her having reported a Protected Disclosure under this Policy.

8.3 Complete protection, will be given to Whistle Blowers against any unfair practice like retaliation, threat or intimidation of termination / suspension of service, disciplinary action, transfer, demotion, refusal of promotion, or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties / functions including making further Protected Disclosure.

8.4 If the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, arrangements will be made for the Whistle Blower to receive advice about the procedure.

8.5 A Whistle Blower may report any violation of the above clause to the Competent Authority who shall investigate into the same and take corrective action as may be required.





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8.6 Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

9. Action:

9.1 If the Competent Authority is of the opinion that the investigation discloses the existence of improper activity which is an offence punishable in law, the Competent Authority may direct the concerned authority to take disciplinary action under the provision of applicable rules, policy and / or initiate action under applicable statutory provisions.

9.2 If the Competent Authority is of the opinion that the investigation discloses the existence of improper activity which warrants disciplinary action against the subject employee(s), the Competent Authority shall report the matter to the concerned Disciplinary Authority for appropriate disciplinary action as per delegation of authority and relevant HR policy and rules.

9.3 If the Competent Authority is satisfied that the protected disclosure has not been reported in good faith (eg as part of a victimisation campaign or based on purposely false or misleading information known to the relevant person), the Competent Authority may report the matter to the concerned Disciplinary Authority for appropriate disciplinary action against the whistle blower as per delegation of authority and relevant HR policy and rules.

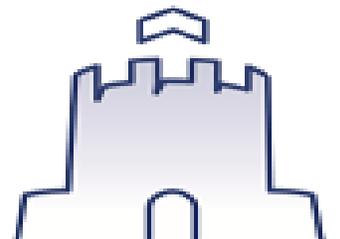
9.4 The Competent Authority shall take such other remedial action as deemed fit to remedy the improper activity mentioned in the protected disclosure or to prevent the re-occurrence of such improper activity.

9.5 If the Competent Authority is of opinion that the investigation discloses that no further action on the protected disclosure is warranted, he shall so record in writing with justification.

10. Reporting and Review:

10.1 The Risk and Compliance officer shall submit a quarterly report of the protected disclosures, received and of the investigation conducted, and of the action taken to the Audit Committee of the Board of Directors of the Company.

10.2 The Audit Committee shall have power to review any action or decision taken by the Competent Authority.





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11. Amendments:

This policy can be modified or repealed at any time by the Board of Directors of the Company.

