

Policy

Supplier Code of Conduct

E0000-GBS-GPR-PY-00001

Revision **01**

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Revision Sheet		
Revision No.	Date	Amendment / Update Type
00	09-Mar-2021	Revised Issue
01	08-Jul-2026	Revision 1

Description of Changes from the Previous Revision (not applicable for the first issue)	
Section(s) affected by the modification(s)	Description of change
All Sections	Complete revamp of the Code to reflect current leading practices in supplier codes of conduct. Key updates include: expanded and updated definitions; new and enhanced ESG content, including sustainability reporting, circular economy, and emissions reduction expectations; New sections on Asset Protection, procurement and Tender Integrity, supplier risk classification and management; expanded cyber and information security requirements, including a new section on AI, and Generative AI usage; a new business continuity and operation resilience section, enhanced reporting provisions clarifying anonymous and confidential reporting channels.

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1 Purpose

- This Code sets out the minimum standards of conduct, ethics, and business practices that Etihad Rail requires from its Suppliers. Etihad Rail operates critical national railway infrastructure in the United Arab Emirates and recognizes the importance of responsible, sustainable and ethical supply chain management in delivering on its mandate.
- This Code is founded on the principles of integrity, transparency, safety, sustainability, and respect for human rights. It establishes the baseline expectations for Suppliers in their business dealings with or on behalf of Etihad Rail and its Subsidiaries.

2 Scope

- This Code applies to all Suppliers of Etihad Rail and its Subsidiaries, including their sub-contractors and other parties engaged at any tier of the supply chain.
- The requirements of this Code apply to all activities undertaken in connection with the provision of goods, works, and/or services to Etihad Rail, its Subsidiaries, or to any person or entity acting on Etihad Rail's behalf, regardless of the geographic location in which those activities are performed.
- Suppliers are responsible for ensuring that their employees, agents, subcontractors, and other parties involved in the delivery of goods, works, or services comply with the standards set out in this Code.
- Suppliers must flow down the requirements of this Code to all sub-contractors and are responsible for conducting due diligence, screening of subcontractors, ongoing monitoring, implementing corrective action plans, and maintaining risk-based supply chain oversight.
- To verify compliance with this Code, Etihad Rail may request information regarding a Supplier's policies, procedures, business practices, and controls. Suppliers are expected to cooperate with such requests and provide reasonable access to relevant information, facilities, and personnel as necessary to demonstrate alignment with this Code.
- Where local laws or regulations impose stricter requirements than those set out in this Code, the stricter standard shall prevail. Where this Code sets a higher standard than local law, Suppliers are expected to meet the standard set by this Code.

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3 Terms and Abbreviations

#	Term / Abbreviation	Description
1.	Bribery	A form of corruption wherein an individual gives or offers to give, receives or solicits anything of value to secure an improper advantage by influencing an official act or business decision. Bribes can be payments of money, gifts, entertainment, hospitality, privileges and favors.
2.	Code	The Etihad Rail Supplier Code of Conduct.
3.	Confidential Information	Means all non-public information, whether written, oral, electronic or in any other form, disclosed by or on behalf of Etihad Rail or any of its Subsidiaries to a Supplier, including but not limited to trade secrets, business plans, financial data, technical information, intellectual property, personal data, project information and any other information designated as confidential.
4.	Etihad Rail / ER / Company	Etihad Rail Company PJSC.
5.	ESG	Environmental, Social and Governance.
6.	HSE	Health, Safety and Environment
7.	Fraud	Any act or omission done with the intent designed to mislead others, performed by one or more persons in order to appropriate, benefit or secure an unfair or unlawful gain. These acts can be Bribery, Corruption, misappropriation of assets, forgery, falsification of documents, deception, embezzlement and computer fraud, intentional violation of Etihad Rail's policies and procedures, and any other illegal, unethical or inappropriate act which falls within the spirit of this definition.
8.	Restricted Persons	Any individual, entity, organization or vessel that is listed on or otherwise designated under any Sanctions list, or that is owned or controlled, directly or indirectly, by a listed or designated person.
9.	Sanctions Country	Any country or territory that is the target of comprehensive Sanctions, including as designated by the United Nations, the United Arab Emirates, the United States, the European Union, the United Kingdom or any other applicable jurisdiction.
10.	Sanctions	All applicable economic or financial sanctions, trade embargoes, export controls, anti-terrorism laws and regulations imposed, administered or enforced by any relevant sanctions' authority, including the United Nations Security Council, the United Arab Emirates, the United States (including OFAC), the European Union and the United Kingdom.
11.	Supplier Risk Classification	Means the categorization of Suppliers by Etihad Rail based on risk assessment criteria, into categories such as high-risk, medium-risk, and low-risk, to determine the level of due diligence, monitoring, and oversight applicable to each Supplier.
12.	Speak Out Channels	Includes the communication channels or any other channels that will be made available for Etihad Rail stakeholders to report actual or potential incidents of fraud or concerns.

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#	Term / Abbreviation	Description
13.	Subsidiaries	Any company owned by Etihad Rail by more than fifty percent (50%) of its capital or over which Etihad Rail exercises management control.
14.	Supplier	Any entity, person, company, or other body with whom Etihad Rail or any of its Subsidiaries enters into, or has already entered into, any commitment for the procurement of goods, works, or services, including their employees, agents, and sub-contractors at all tiers of the supply chain.

4 Supplier Code of Conduct Policy Statement

Etihad Rail is committed to conducting its business lawfully, transparently and in accordance with the highest ethical, environmental and social standards.

Etihad Rail has established this Supplier's Code of Conduct (the "Code") to reflect Etihad Rail's values of integrity, safety, sustainability and excellence. Compliance with this Code is a condition of doing business with Etihad Rail and may be incorporated by reference into contractual arrangements between Etihad Rail and its Suppliers.

Suppliers shall promptly notify Etihad Rail of any actual or suspected breaches, non-compliance or fraudulent behaviours in the manner provided in this Code.

This Code is not meant to be exhaustive. Because it is not possible to cover every situation that may arise, Suppliers are responsible for exercising good judgment – guided by the provisions of this Code and applicable law – and raising questions with Etihad Rail when in doubt.

4.1 Ethical Practices

4.1.1 Compliance with Applicable Laws and Regulations

Etihad Rail expects Suppliers to comply with all applicable laws and regulations, to act with integrity, and to uphold the highest ethical and operational standards in the countries in which they operate or conduct business. It is critical to Etihad Rail's business that its supply chains are transparent and operate to the highest standards.

4.1.2 Integrity and Work Ethics

Suppliers must conduct themselves in an ethical and professional manner. When undertaking business for Etihad Rail, Suppliers' behavior can reflect directly on Etihad Rail's image, culture and reputation.

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4.1.3 Fair Treatment

Suppliers must not tolerate any intimidating behavior, bullying, or harassment by or against any person in the workplace. Suppliers' employees must behave respectfully and appropriately at all times with the Employees of Etihad Rail and any of its Subsidiaries and all other individuals or entities representing or acting on behalf of Etihad Rail.

4.1.4 Employment Practices

Suppliers must adopt policies, such as an employee's code of conduct, that provide guidelines on acceptable behavior of their employees, including compliance with applicable employment and human resources laws, regulations and best practices.

4.1.5 Health, Safety and Environment

Suppliers must comply with all applicable HSE laws, regulations, standards, permits, and client requirements. Suppliers are responsible for providing and maintaining a safe and healthy workplace for employees, contractors, visitors and others affected by their activities. When suppliers provide worker accommodation, facilities must meet applicable standards for safety, hygiene and space.

Suppliers shall identify workplace hazards, assess risk, and implement effective control measures to prevent injuries, occupational illness, property damage and environmental incidents. Appropriate training, supervision, and personal protective equipment shall be provided to ensure work is performed safely.

Suppliers shall promote a positive safety culture, encourage the reporting of hazards, near misses and incidents, and ensure that all incidents are promptly reported, investigated, and corrective actions are implemented. Emergency preparedness and response arrangements shall be established and maintained.

Suppliers must comply with all applicable environmental laws and regulations in the countries where they operate, and must work towards protecting the environment, minimizing their environmental impact, and improving resource efficiency.

Suppliers shall take reasonable measures to protect biodiversity and avoid degradation of ecologically sensitive areas affected by their operations.

Suppliers shall maintain relevant HSE records, support audits and inspections, and demonstrate continued improvement in HSE performance as a condition of their doing business.

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4.1.6 Worker Welfare

Etihad Rail believes that the 11 indicators of Forced Labour from the International Labour Organisation (ILO) are fundamental to delivering the best experience for all workers contributing to the success of Etihad Rail and that every effort should be made to positively influence all stakeholders. The 11 indicators are:

4.1.6.1 Abuse of vulnerability:

- Workers shall be provided with information about human and labour rights and entitlements under the Law using appropriate methods and language to ensure they understand.
- The employment and welfare policies and standards of Suppliers and their Contractors shall be in line with Etihad Rail requirements and UAE legislation.

4.1.6.2 Deception:

- Employers shall ensure that Foreign Migrant Workers understand the terms and conditions of their employment and are provided with written contracts in a language they understand.

4.1.6.3 Restriction of movement:

- Workers are provided with transportation to and from the worksite and on their days off, free of charge.
- Workers, residing in company-provided accommodation, are not subject to any restrictions on movement and no curfew shall be imposed.
- Workers are free to terminate their employment without retaliation.

4.1.6.4 Isolation:

- Workers are provided with free Wi-Fi so that they can have contact with families and for emergencies.

4.1.6.5 Physical and sexual violence:

- Inhumane treatment, abuse and humiliating disciplinary action is not permitted.

4.1.6.6 Intimidation and threats:

- The dignity of workers shall be protected and preserved.
- Workers are not forced to work against their will.

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4.1.6.7 Retention of identity documents:

- Workers shall have unconditional access to their personal documents at all times.

4.1.6.8 Withholding of wages:

- Wage payments shall be made as agreed and on time through the system mandated by the UAE government.

4.1.6.9 Debt bondage:

- Recruitment, selection, and hiring shall be conducted in a fair and ethical manner and without discrimination, ensuring that workers do not pay any fees during these stages.

4.1.6.10 Abusive working and living conditions

- Workers shall be provided with clean, secure, safe, and healthy working and living environments.
- The company-provided accommodation shall comply with the standards set forth by the local authorities and avoid overcrowding.

4.1.6.11 Excessive overtime:

- Workers are not required to work more than forty-eight (48) hours per week, or eight (8) hours per day and no more than five (5) successive hours without breaks.
- Workers are entitled to one-day off per week.
- Overtime must be voluntary.

Etihad Rail's approach is to work in collaboration with its Suppliers and key stakeholders and to work closely with the authorities to help develop and improve worker welfare practices throughout the country, and not just on a single project.

4.1.7 Human Rights and Modern Slavery

Etihad Rail is committed to upholding internationally recognized human rights and expects its Suppliers to share this commitment. Suppliers must respect the dignity, privacy, and rights of all individuals in their operations and supply chains.

Suppliers shall not use, nor permit the use of, forced labor, compulsory labor, bonded labor, involuntary prison labor, slavery or trafficking in persons in any of their operations or supply chains.

Suppliers shall not employ children below the minimum working age as defined by applicable local laws, and in no event below the age of 15 years or the age of completion of compulsory

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schooling, whichever is higher. Workers under the age of 18 shall not perform hazardous work or work that may jeopardize their health, safety or morals.

Suppliers shall ensure that wages and benefits comply with applicable local laws and regulations.

4.1.8 Diversity, Equity and Inclusion

Etihad Rail values diversity and inclusion and expects its Suppliers to foster a workplace environment free from discrimination based on race, color, religion, gender, sexual orientation, gender identity, national origin, disability, age, marital status, or any other characteristic protected by applicable law.

Suppliers are encouraged to develop and implement their own diversity, equity and inclusion policies and to set measurable objectives for building a diverse and inclusive workforce.

4.1.9 Environmental, Social and Governance (ESG)

Etihad Rail recognizes the importance of environmental, social, and governance (ESG) considerations in its supply chain and expects Suppliers to integrate ESG principles into their business strategies and operations. Suppliers are expected to align their practices with the UAE's sustainability vision, including the UAE Net Zero 2050 Strategic Initiative and the UAE National Climate Change Plan.

Suppliers shall, where applicable, report on their ESG performance and be prepared to provide relevant ESG data, certifications, or documentation to Etihad Rail upon request. Suppliers are encouraged to adopt recognized sustainability reporting frameworks and to obtain relevant environmental and social certifications.

Suppliers shall promote the principles of circular economy by minimizing waste, promoting reuse and recycling of materials, and reducing single-use materials in their operations. Suppliers involved in the transportation and logistics sectors should actively seek to reduce their carbon footprint, including using energy-efficient technologies and low-emission transport solutions.

Suppliers classified as high-risk or high-impact by Etihad Rail may be required to measure and disclose their Scope 1 and Scope 2 greenhouse gas emissions on an annual basis and to demonstrate progress towards reduction targets.

4.2 Business Practices

4.2.1 Gifts, Entertainment and Hospitality

Suppliers must not give or receive any gift, hospitality or entertainment in connection with Etihad Rail or any of its Subsidiaries business which is intended to obtain an improper advantage. Etihad Rail understands that modest, reasonable, and appropriate gifts,

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hospitality, and entertainment are often a legitimate part of doing business. However, before offering or accepting any gifts, hospitality or entertainment, Suppliers should make sure that they are lawful, appropriate, and will not influence the business relationship or any associated decision-making. In particular, Suppliers should not offer, seek or receive, in connection with Etihad Rail or its Subsidiaries business, any gifts, hospitality or entertainment to any public officials; gifts that are cash or cash equivalents (such as a voucher or gift card); or gifts, hospitality or entertainment during an open bidding process involving anyone concerned in that process.

4.2.2 Conflict of Interest

A conflict of interest is a situation in which a person has a professional or personal interest, competing with his or her responsibilities towards Etihad Rail or its Subsidiaries. Such competing interest may make it difficult for a person to fulfil his or her duties impartially. Etihad Rail expects all its Suppliers to avoid any activity that creates any actual, potential or perceived conflict of interest in relation to the business relationship between Etihad Rail or its Subsidiaries and their Suppliers.

Suppliers shall immediately disclose any perceived, potential or actual conflict of interest related to their activities with Etihad Rail through the designated channels identified in their engagement letter/contract/agreement with Etihad Rail.

4.2.3 Asset Protection

Suppliers shall safeguard all assets related to the delivery of goods and services, including physical, financial, and information assets.

At a minimum, Suppliers are expected to:

- Protect Etihad Rail's assets (including equipment, materials, data, and documents) from loss, damage, theft, misuse, and unauthorized access.
- Use Etihad Rail assets solely for their intended business purpose and in line with contractual obligations.
- Implement appropriate physical, technical, and administrative controls (e.g. secure storage, access control, encryption where applicable).
- Ensure employees, subcontractors, and third parties handling Etihad Rail assets are aware of and comply with these protection requirements.
- Promptly report to Etihad Rail any actual or suspected loss, damage, or misuse of Etihad Rail assets using the available Speak Out channels.

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4.2.4 Procurement and Supply Chain

Etihad Rail adopts policies and procedures to ensure that its Suppliers are selected fairly and on merit.

Suppliers shall uphold the highest standards of integrity, fairness, and ethical conduct throughout all procurement and tendering activities. Suppliers must not engage in any conduct that could compromise the integrity, competitiveness, or transparency of the procurement process such as-

- **Bid Collusion**
 - No coordination of bids, prices, or terms with other bidders.
 - No cover bids, bid rotation, or any arrangement that undermines genuine competition.
- **Manipulation of Tenders**
 - No false, misleading or incomplete information in bids.
 - No attempts to influence Etihad Rail staff or evaluation processes through improper means.
- **Confidential Tender Information**
 - All Etihad Rail tender documents and information are confidential.
 - Do not disclose or misuse bid content, evaluation criteria, internal estimates, or information about other bidders.
- **Anti-Competitive Conduct**
 - Comply with all applicable laws and avoid practices such as price-fixing, market sharing or coordinated tender responses.
 - Declare any actual or potential conflict of interest immediately.
- **Communication Protocols**
 - Communicate only through the channels and contacts formally designated by Etihad Rail Procurement.
 - No informal or unauthorized contact with Etihad Rail employees to seek advantage or influence outcomes.

Etihad Rail applies zero tolerance to corrupt, fraudulent or coercive practices. Breaches may result in rejection of bids, disqualification, or exclusion from future opportunities.

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4.2.5 Supplier Risk Classification and Management

Etihad Rail classifies its Suppliers based on a risk assessment framework that takes into account factors including, but not limited to, the nature and criticality of the goods and services supplied, the Supplier's geographical location, the value and duration of the engagement, industry-specific risks, and the Supplier's compliance history. Suppliers are expected to cooperate fully with Etihad Rail's risk assessment process and to provide accurate and complete information as requested.

4.2.6 Local Content and In-Country Value

Etihad Rail is committed to supporting the development of the local economy and the UAE's In-Country Value (ICV) program. Suppliers are encouraged to maximize local content, prioritize the employment and training of UAE nationals, and contribute to the growth and development of local industries and small and medium enterprises in the UAE.

4.3 Compliance With Regulations

4.3.1 Anti-Bribery, Fraud and Corruption

Etihad Rail has zero tolerance for any form of bribery, corruption or fraud. Suppliers shall comply with all applicable local and international anti-corruption laws and regulations and must not engage in any corrupt or fraudulent practices. Suppliers must at all times act with professionalism and integrity in all their business dealings and relationships for or on behalf of Etihad Rail and its Subsidiaries.

In particular, Suppliers shall not (neither directly nor indirectly) promise, offer, give, provide or accept anything of value to improperly influence an official act or to secure an improper advantage in order to obtain or retain business. This includes so-called facilitation payments or other benefits provided to public officials for routine non-discretionary actions. Suppliers must have and shall maintain comprehensive policies to manage bribery, corruption, and fraud-related risks in their business effectively.

4.3.2 Money Laundering and Terrorism Financing

Etihad Rail has zero tolerance for any form of money laundering or terrorist financing. Suppliers shall comply with applicable laws and regulations designed to combat money laundering activities. Suppliers must not engage in and/or facilitate money laundering or terrorist financing in any way whatsoever. Etihad Rail expects all Suppliers to deal only with reputable counterparties (including sub-contractors) and to have robust processes in place to prevent and detect any illegal payments or illegitimate business activities or transactions. Suppliers shall maintain financial records and reports according to applicable laws and regulations.

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4.3.3 International Trade Laws and Regulations

When dealing with third parties, Suppliers must adhere to all applicable Sanctions and Trade Control related laws and regulations.

Suppliers must not conduct business with any Restricted Persons or any Sanctioned Country when conducting business for or with Etihad Rail. Suppliers must not act in a way that puts Etihad Rail or any of its Subsidiaries in breach of the Sanctions or Trade Control laws and regulations requirements.

Etihad Rail expects all Suppliers as well as any individuals, entities, and stakeholders working for, with, or representing Etihad Rail or any of its Subsidiaries to comply with the requirements of this section.

4.3.4 Competition Laws

Etihad Rail is committed to fair competition and has put in place policies and procedures to ensure compliance with applicable competition laws.

Etihad Rail expects all its Suppliers to conduct business activities in a manner that supports fair, honest and transparent practices and to comply with all applicable competition laws and regulations.

Suppliers shall not engage in any agreements or anti-trust activities that limit fair and transparent business transactions, including but not limited to price fixing, collusion, dumping, or other anti-competitive conduct.

4.4 Records Keeping and Information Management

4.4.1 Confidential Information and Data Privacy

Unauthorized disclosure of Etihad Rail's Confidential Information is strictly prohibited. It is essential for all Suppliers to safeguard the Confidential and proprietary Information, Intellectual Property and Personal Data received from Etihad Rail or any of its Subsidiaries. Suppliers shall comply with all applicable data protection, privacy, and security laws and regulations. Suppliers shall not share any Confidential Information without prior written approval of the appropriate authorized representative of Etihad Rail or any of its Subsidiaries, as applicable. Suppliers shall ensure that third parties adhere to the same level of confidentiality committed to Etihad Rail or any of its Subsidiaries and that there is a system in place to keep the information secure and permit access only to those that have been specifically authorized. Suppliers shall immediately notify Etihad Rail in the event of any unauthorized disclosure of Confidential Information related to Etihad Rail, its Subsidiaries, business activities or employees.

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4.4.2 Cyber and Information Security

Suppliers shall maintain appropriate cyber security and information security controls to protect Etihad Rail information, systems, and services from unauthorized access, disclosure, alteration, or disruption. Suppliers are expected to comply with applicable legal, regulatory, and contractual security requirements and effectively manage cyber risks throughout their engagement with Etihad Rail. At a minimum, Suppliers shall:

- Maintain an Information Security Management System (ISMS) aligned with recognized standards such as ISO/IEC 27001 or equivalent.
- Comply with all applicable cyber security, privacy, and data protection laws and regulations, including relevant requirements issued by the UAE Cyber Security Council.
- Ensure all Etihad Rail information is classified, handled, stored, transmitted, and disposed of in accordance with Etihad Rail's information classification and data protection requirements.
- Implement appropriate security controls, including:
 - Multi-Factor Authentication (MFA)
 - Endpoint protection and anti-malware solutions
 - Encryption of data at rest and in transit
 - Secure access management based on least-privilege principles
 - Security logging and monitoring
- Notify Etihad Rail immediately of any actual or suspected cyber security incident affecting Etihad Rail information, systems, or services.
- Maintain a vulnerability management process, including regular vulnerability assessments, timely security patching, and remediation of identified weaknesses.
- Ensure that personnel with access to Etihad Rail information are subject to confidentiality obligations, security awareness training, and appropriate background verification where permitted by law.
- Not transfer, process, host, or store Etihad Rail confidential, restricted, or sensitive information outside the UAE without prior written approval from Etihad Rail.
- Permit Etihad Rail or its authorized representatives to perform cyber security assessments, audits, or request evidence of compliance when reasonably required.
- Ensure that subcontractors and fourth parties involved in delivering services to Etihad Rail are subject to equivalent cyber and information security requirements.

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- Upon termination of services, the supplier shall securely return or destroy Etihad Rail information and provide evidence of secure disposal upon request.

4.4.3 Artificial Intelligence (AI) and Generative AI Usage

- The Supplier shall not use Etihad Rail data, information, documents, source code, or intellectual property to train, fine-tune, or improve any Artificial Intelligence (AI) or Generative AI models without prior written approval from Etihad Rail.
- The Supplier shall disclose any AI-powered solutions or AI processing used in the delivery of services to Etihad Rail.
- The Supplier shall implement appropriate safeguards to prevent unauthorized disclosure, retention, or use of Etihad Rail information within AI platforms.
- Where AI services are utilized, the Supplier shall ensure transparency, security, privacy protection, human oversight, and compliance with applicable laws and regulations.
- For suppliers hosting, processing, or managing Etihad Rail data or systems, the Supplier shall undergo a Cyber Security Risk Assessment by Etihad Rail and remediate identified findings within agreed timelines prior to service commencement.

4.4.4 Business Continuity and Operational Resilience

Suppliers shall maintain robust business continuity and operational resilience capabilities to ensure uninterrupted support to Etihad Rail's operations and projects, in line with Etihad Rail's commitment to safety, connectivity, and national economic growth. At a minimum, Suppliers are expected to:

- Maintain documented and up-to-date Business Continuity Plans (BCPs) covering critical services and foreseeable disruptions (e.g., system failures, supply chain issues, natural disasters, pandemics, cyber incidents).
- Identify key operational and supply chain risks and implement appropriate preventive and corrective controls.
- Ensure continuity of supply, including contingency arrangements and, where relevant, alternative sources.
- Test and review Business Continuity Plans at a minimum on an annual basis, or following any significant organizational change, major disruption, or activation of the BCP.
- Notify Etihad Rail as soon as practicable of any incident that may materially impact service delivery and provide timely updates until full recovery.

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4.5 Reporting, Non-Compliance and Updates

4.5.1 Reporting Irregularities and Breaches

Etihad Rail encourages anyone who has any concerns over any known or suspected violations of this Code, or the conduct of any of Suppliers' sub-contractors or employees of Etihad Rail or any of its Subsidiaries, to report these concerns as soon as possible by emailing: Speakout@etihadrail.ae. All reports may be made anonymously and will be treated as strictly confidential. Etihad Rail is committed to protecting the identity of any person who reports a concern in good faith.

4.5.2 Investigation

Etihad Rail will investigate any concerns raised. If Etihad Rail believes that a Supplier is not complying with the standards set out in this Code, Etihad Rail will seek to discuss the issue with the Supplier in the first instance. If any remedial actions are required, Etihad Rail expects its Suppliers to implement them promptly and effectively.

Suppliers must never take any retaliatory action against anyone who reports any concerns in good faith.

4.5.3 Non-Compliance

Etihad Rail takes any violations of this Code seriously and may consider any non-compliance to be a material breach of contract. Etihad Rail or any of its Subsidiaries, as appropriate, reserves the right to end its business relationship with Suppliers in circumstances where:

- such non-compliance has or may have a material adverse impact on Etihad Rail's business or reputation;
- the Supplier has repeatedly breached this Code and has failed to take appropriate steps to ensure compliance; or
- the Supplier has undertaken illegal activity or has failed to comply with applicable laws and regulations.

4.5.4 Continuous Improvement

Suppliers are encouraged to proactively approach Etihad Rail with innovative ideas that contribute to further social, economic or environmental improvement. Etihad Rail values the open exchange of new ideas and is willing to explore new opportunities jointly with Suppliers.

4.5.5 Audit and Monitoring

Etihad Rail reserves the right to audit and monitor Suppliers' compliance with this Code. Where an audit identifies areas of non-compliance, the Supplier shall fully cooperate with

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Etihad Rail and provide all relevant information, records, and evidence as requested and deemed necessary by Etihad Rail.

5 Responsibilities and Authorities

#	Role	Responsibilities and Authorities
1.	CEO	Approves the Code and its amendments
2.	Employees of Etihad Rail and its Subsidiaries	Adhere to the requirements of this Code and share it with Suppliers whenever needed.
3.	ER Legal and Compliance Sector	Custodian of the Code, ensures compliance, updates the Code as needed, and oversees Supplier risk classification and monitoring.
4.	Procurement Department	Owner of the Code and ensures distribution of this Code to all Suppliers.
5.	Suppliers	Comply with all requirements of this Code, cooperate with Etihad Rail, and ensure sub-contractors' compliance.

5.1 Acknowledgement

By conducting business with Etihad Rail holding or its subsidiaries, Suppliers acknowledge and agree to comply with this Supplier Code of Conduct