



Esstar Group Code of Ethics

VER 1.0

May 2008

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1. PURPOSE

Essdar Capital Holdings Limited and all its affiliates and subsidiaries (collectively "Essdar Group") is committed to the highest ethical standards.

Essdar Group expects the same commitment from all Essdar Group's directors, committee members and employees. In the course of their professional duties and their relations with each other and with regulators, clients and the public in general:

Essdar Group's directors, committee members and employees are expected to adhere to the principles and rules set out in these Ethics Guidelines ("Guidelines") and to conduct their business in accordance with all applicable laws and regulations. Their conduct should reflect Essdar Group's values and should be in a manner that upholds Essdar Group's reputation for integrity, ethical conduct, trust and professionalism.

2. SCOPE

2.1 These Guidelines set out the fundamental ethical principles which all Essdar Group's directors, committee members and employees should follow when conducting business.

2.2 All Essdar Group's directors, committee members and employees are apprised of the contents of these Guidelines and changes to them and will be required to follow the standards in these Guidelines. They are also expected to contribute to their implementation by others, by complying with the procedures provided in Guideline 9.

2.3 Any failure to abide by these Guidelines may be seen as conduct detrimental to the best interests of Essdar Group and may give rise to the application of the procedures and sanctions provided in Guidelines 9 and 10.

3. ETHICAL PRINCIPLES

The principles which set the standards for the behaviour of Essdar Group's directors, committee members and employees are:

3.1 behaving with responsibility and integrity in their professional life and taking into account their wider responsibilities to society as a whole, including (but not limited to):

(a) being trustworthy and not putting their personal interests or the interests of others above the legitimate interests of Essdar Group;

(b) acting in a courteous, honest, fair and respectful manner towards anyone with whom they deal;

(c) respecting the traditions, culture and religion of individuals with whom they deal;

(d) refraining from:

(i) disrespectful language and manners;

(ii) adverse comments or complaints regarding an employee's performance of his or her duties to any other person or body other than through the proper procedures put in place by Essdar Group;

(iii) offensive or threatening remarks or personal advances to staff, and

(iv) attempting to obtain personal favour, advantage or assistance from staff.

3.2 complying with all relevant laws and regulations, including, without limitation, local laws, laws and regulations of the Dubai Financial Services Authority (DFSA) and other appropriate regulatory authorities;

3.3 demonstrating professionalism, honesty and due care, including (but not limited to):

(a) meeting the technical and professional standards relating to their level of qualification, role and position of responsibility;

(b) exercising their duties with due care and diligence;

(c) following professional standards in all business dealings and relations;

(d) refraining from using Essdar Group premises and other resources to conduct personal business, and

(e) ensuring that their conduct does not impede the ability of others to perform their duties effectively.

3.4 not disclosing or misusing confidential information learnt by virtue of their service in or access to Essdar Group. Confidential information includes information which, if disclosed, may have an impact on price or other market conditions and any other information which is conveyed on a confidential basis in the course of their dealings in or with Essdar Group;

3.5 making all business decisions in good faith by applying impartiality and objectivity when conducting business, especially in making professional judgments and in giving opinions and statements.

4. DIRECTORS

Directors have a fiduciary duty to ensure that their conduct meets the standards of ethics and professionalism that are reasonably expected of any person who accepts such a position of trust, including (but not limited to):

- (a) placing Essdar Group's interests ahead of their own;
- (b) representing only the interests of Essdar Group, when acting in their capacity as a Director, especially when discussing business matters publicly.

5. CONFLICTS OF INTEREST

5.1 No director, committee members or employee should place himself or herself in a position where his or her actions, personal interests or activities are, or are likely to be, in conflict with the interests of Essdar Group and/or with their duties to Essdar Group. In addition, directors, committee members and employees should refrain from entering into activities that create the appearance of a conflict of interest in order to avoid a negative impact on Essdar Group's reputation.

5.2 Anything that presents a conflict of interest for a director, committee member or employee will also present a conflict of interest if it relates to a close relative.

5.3 For the purpose of this Guideline 5, a conflict of interest exists when an individual's private interests conflict with business-related responsibilities. Examples of conflict of interest situations include, but are not limited to:

- a) engaging in a similar business or competing in any way with the current or prospective business of Essdar Group;
- b) acquiring an ownership or financial interest in any business which competes or demonstrates an intent to compete with Essdar Group;
- c) accepting personal, financial or business rewards (either potential or actual) other than as provided or approved by Essdar Group;
- d) accepting gifts or excessive entertainment from any person or company with which

Essdar Group has current or prospective business dealings, where such gift or entertainment is made in order to influence business actions and decisions or where such gift or entertainment is able to create the appearance of such influence;

- e) influencing Board, Committee or other decisions and actions of Essdar Group or directing the efforts of others within Essdar Group for personal gain and/or favour;
- f) conducting business in a manner to serve only personal interests and relationships, such as friendship, family relationship or a desire to return a favour.

6. DISCLOSING CONFLICTS OF INTEREST

6.1 Essdar Group directors, committee members and employees have an ethical duty to disclose any situation of potential or actual conflict of interest in which they may be involved by informing immediately the relevant Chief Compliance Officer and by excluding themselves from participating in any business matter, decision or action which may conflict with their personal interests or activities.

6.2 On assuming any appointment with Essdar Group Directors, committee members and employees should file a Disclosure Form with the relevant Chief Compliance Officer, informing about any facts, activities or positions which can present a situation of conflict of interest as described in Guideline 5. Any material change to the information contained in the Disclosure Form should be filed within 30 days of such change occurring.

7. ACCURACY OF BUSINESS REPORTS AND DOCUMENTS

Essdar Group directors, committee members and employees should take all necessary measures to ensure the delivery of communications and reports in a manner that facilitates the highest degree of clarity of content and meaning so that readers and users will be able to quickly and accurately determine their significance and consequence.

8. QUESTIONS AND ISSUES

In case of any doubts regarding the application and interpretation of these Guidelines and/or a particular practice, Essdar Group directors, committee members and employees should discuss the issue openly and in good faith with the Chief Compliance Officer.

9. REPORTING ILLEGAL OR UNETHICAL BEHAVIOUR

9.1 Essdar Group directors, committee members and employees should report to the relevant Chief Compliance Officer any conduct of which they may have knowledge or suspect, which represents a failure to comply with local laws, regulatory regulations, and/or the ethical standards set out in these Guidelines.

9.2 If Chief Compliance Officer considers it appropriate, an investigation may be conducted in order to determine whether any unethical or illegal conduct has taken place. Investigations shall be directed in an independent and impartial manner.

9.3 All information regarding the investigation is strictly confidential.

9.4 No one will be subject to any retaliation for a good faith report made pursuant to this Guideline.

10. ENFORCEMENT OF THE ETHICS GUIDELINES

All Essdar Group directors, committee members and employees are responsible for abiding by these Guidelines. The failure to comply with these guidelines may constitute grounds for appropriate action including the removal of a member from a Committee or the Board of Directors. Actions shall be determined in each particular case, taking into account all relevant information, including the nature and severity of the violation, whether the violation appears to have been intentional or inadvertent and the impact of the violation on Essdar Group's reputation.