



QEWC-1.1.1.1.12

Charter of Code of Ethics Committee	Rev: 01	Revision date: Oct 2025	Next Revision on or before Oct 2028
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Charter of Code of Ethics Committee

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1. Introduction

The Ethics Committee (the “Committee”) is established to ensure transparency, integrity, ethical business conduct, and alignment with Environmental, Social, and Governance (ESG) reporting standards within Qatar Electricity and Water Company (“QEWC” or “the Company”). The Committee plays a crucial role in administering, overseeing, and ensuring compliance with international anti-corruption requirements, ESG reporting frameworks, and business ethics best practices.

It is responsible for preventing, detecting, and addressing unethical behavior, bribery, corruption, conflict of interests, and compliance violations. At the same time, the Committee fosters a culture of accountability, ethical leadership, and ESG responsibility, in line with QEWC’s vision to deliver reliable and sustainable energy and water services for Qatar in alignment with national priorities and international standards.

2. Purpose and Scope

The Committee’s mandate is to oversee and uphold QEWC’s ethical standards and ensure compliance with the company’s Code of Ethics, applicable laws and regulations, and recognized ESG reporting frameworks. The purpose of the Committee Charter is to provide a framework that promotes integrity, transparency, accountability, and ESG-standard compliance, while creating an environment where employees feel empowered to make integer decisions, and report any unethical behavior.

The Committee’s Scope Includes:

- Oversight of ethical practices, including anti-corruption and anti-bribery, prevention of conflicts of interest, non-discrimination, upholding human rights, fair labor, community engagement, and other ESG-related misconduct.
- Promotion of transparency, accountability and trust to shareholders, regulators, employees, communities, and other stakeholders.
- Integration of ethics into QEWC’s corporate governance, aligned with Qatar National Vision 2030, the UN Sustainable Development Goals (SDGs), and international reporting standards (GRI, IFRS S1/S2).

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3. Authority

The Committee shall have the authority to:

- 3.1** Request and review any information, reports, or documentation related to ethics and compliance.
- 3.2** Conduct or commission investigations into breaches of ethics or related ESG standards.
- 3.3** Recommend corrective actions, disciplinary measures, sanctions, or process improvements.
- 3.4** Engage independent professional advice if necessary.

4. Committee Formation, Composition, and Membership

- 4.1** Members shall be appointed by the Managing Director and shall consist of a minimum of three (3) members, including a Chairperson and one independent non-executive member.
- 4.2** Members are selected based on expertise in corporate governance, legal, compliance, ESG, or human resources.
- 4.3** The term of membership shall be three (3) years, renewable at the Board's discretion.
- 4.4** Committee members are required to maintain confidentiality and handle sensitive information appropriately.
- 4.5** The Committee operates independently of day-to-day management to ensure objectivity and impartiality.

5. Ethics Committee Meetings

- 5.1** The Committee shall meet at least quarterly, and additionally as required.
- 5.2** The quorum of members to hold a valid meeting will be at least two (2), including the Chairperson.
- 5.3** Each member has one vote, and decisions are made by simple majority. In the event of a tie, the Chairperson has a casting vote.
- 5.4** All actions and decisions shall be properly recorded in the form of official minutes of meeting and signed by the Chairperson and the other members.

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6. Committee Roles and Responsibilities

The Committee is responsible of helping establish a culture of integrity, trust, and accountability within the company, ensuring that standards under Code of Ethics and Related Policies are upheld at all levels.

Without limitation of aforementioned, the Ethics Committee shall be responsible to carry out the duties and responsibilities of each committee as described in such related policy, In addition, the committee's key responsibilities shall include:

6.1 Code of Ethics and Related Policies Oversight

- Review, update, and recommend amendments to the Code of Ethics and related policies.
- Develop and approve policies related to anti-corruption, anti-bribery, conflict of interests, business integrity, and other relevant ESG-related conducts.
- Ensure alignment with the Company's values, objectives, national regulations, international standards, and stakeholder expectations.

6.2 Guidance and Interpretation

- Provide guidance and interpretation of the Code of Ethics and related policies to employees, suppliers, contractors and stakeholders.

6.3 Ensure consistent application and understanding of anti-corruption, anti-bribery, conflict of interests, business integrity, and other relevant ESG-related conducts, Monitoring, Audits, and Enforcement

- Supervise regular audits and internal monitoring systems to detect bribery, corruption, unethical behavior, and other ESG-related misconduct.
- Monitor ethical risks across all business units, and report on findings, progress and coverage (e.g. percentage of units analyzed).
- Investigate reported ethical concerns and violations under Code of Ethics and related policies, including corruption, bribery, supplier non-compliance, and other relevant ESG-related issues.
- Recommend corrective actions, sanctions, or process improvements as needed.
- Assess the adequacy and effectiveness of existing controls and follow up on implementation of corrective measures.

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6.4 Training and Awareness

- Oversee regular training programs on integrity, bribery, corruption, conflict of interests, ethics, and other relevant ESG-related practices for management, employees, contractors and relevant suppliers.
- Ensure continuous awareness, education and reinforcement of ethical standards and compliance obligations.

6.5 Supplier and Third-Party Compliance

- Oversee third party due diligence and ensure all suppliers, contractors, and partners adhere to QEWC's ethical, anti-corruption, and ESG-related policies.
- Verify compliance through audits, self-assessments, or other monitoring mechanisms.

6.6 Whistleblowing, Confidentiality and Reporting Mechanisms

- The Committee will also oversee the establishment of secure, confidential, and accessible channels for employees and stakeholders to report ethical or ESG-related concerns, as well as ensuring protection for whistleblowers against retaliations. Periodic reports summarizing complaints, investigations, and resolutions will be reviewed to uphold best practices.

6.7 Reporting and Record-keeping

- Report regularly to the Managing Director on incidents, measures, progress, risk assessment results, audits, supplier compliance, training activities, corrective actions, and other performance metrics.
- Escalate serious breaches or systemic issues to the Board and Audit Committee.
- Maintain records of all investigations, audits, risk assessments, supplier compliance and training, and corrective actions and provide annual reports for ethical reporting and ESG disclosure purposes.

6.8 annual reports

Provide annual reports on ethics oversight, investigations, and corrective actions for inclusion in governance and sustainability disclosures.

7. Related Policies:

Related Policies include all or any policy work in conjunction with the Code of Ethics to ensure that the Company operates ethically, responsibly, and in compliance with all applicable laws, regulations, and international standards.

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Related Policies include, but is not limited to, any current or future policies, procedures, or programs that support ethical conduct, anti-corruption, anti-bribery, prevention of conflict of interest, business integrity, non-discrimination, human rights, fair labor practices, community engagement, transparent grievance mechanisms / whistleblowing practices, and other initiatives that prevent relevant ESG-related misconduct across the Company.

8. Review and Amendment

This Charter shall be reviewed periodically to ensure its continued relevance and effectiveness, with a formal review conducted at least every three years and updates made as necessary. Amendments may be proposed by this Ethics Committee, the Board Audit Committee, or the Company's Managing Director. Any approved changes will be communicated to all relevant parties and made available on the company website.

The Ethics Committee is authorized to follow and implement such updates or best practices in its oversight, monitoring, and compliance activities even while the formal policy is being updated.

Periodic independent external reviews may be commissioned to verify alignment with national regulations, international standards, and recognized best practices. The Committee shall also conduct an annual self-assessment to evaluate its performance and ensure continuous improvement.

9. Commitment Statement

QEWC is committed to the highest ethical standards, transparency, and accountability. The Ethics Committee will safeguard the company's reputation, strengthen stakeholder trust, and ensure alignment with both national priorities and international best practices, including anti-corruption, human rights, and other relevant ESG reporting standards.

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APPENDIX 1
Glossary of Terms Definitions

Term	Description
Company	Shall refer to Qatar Electricity and Water Company “QEWC” .
Board of Director	Shall refer to Board of Director of Qatar Electricity and Water Company “QEWC”
MD and GM	Shall refer to QEWC Managing Director and General Manager
Board Audit Committee	Shall refer to Audit Committee elected by the board of directors in accordance to Audit Policy
Ethics Committee (The “Committee”)	Shall refer to the Committee formed in accordance with this charter
Employee(s)	Shall refers to all persons employed and sponsored by the Company, the secondee and Contract Staff.
ESG (Environmental, Social, Governance)	Factors used to measure the Company's performance and responsibility beyond financial metrics, including environmental sustainability, social impact, and governance practices.
Supplier Compliance	Processes and policies to ensure that suppliers adhere to the Company's ethical, anti-corruption, and ESG standards.
Related Policies	As described in Article 7 of this procedure
Risk Assessment	Regular evaluations conducted to identify, measure, and mitigate ESG, bribery, corruption, and business ethics risks across all business units and operations.