

QATAR PETROLEUM REGULATIONS RELATED TO CONFLICT OF INTEREST

GENERAL PROVISIONS

Section (1) - Purpose and Objective

The purpose of these regulations is to ensure the compliance by the Corporation and its Employees with internationally recognized and accepted business and ethical standards.

The objective of these regulations is to enhance the confidence of outside Entities in the integrity of the Corporation and its Employees by:

- establishing clear rules of conduct with respect to Conflict of Interest for, and post employment practices applicable to all Employees; and
- minimizing the possibility of Conflict of Interest arising between the private interests and official duties of Employees and providing for the objective and fair resolution of such conflicts should they arise.

Section (2) - Scope of Application

These regulations apply to all Corporation Employees. All Corporation Employees must comply with these Regulations.

Section (3) - Conflict Of Interest Committee

The Chairman of QP Board of Directors shall appoint a Conflict of Interest Committee of three or more members to administer these regulations.

DUTIES OF EMPLOYEES

Section (4) - Avoidance of Conflict of Interest

Employees shall avoid Conflicts of Interest whenever possible, and disclose them to the Corporation and the Conflict of Interest Committee when they do exist.

Section (5) - Dealing with Former Employees

Employees who have in the course of their employment official dealings with former employees of the Corporation who are governed by post-employment measures set out in the Corporation employment contract, must report this fact to his line manager.

PROHIBITED DEEDS

Section (6) - Conflict of Interest

Employees or their Families shall not have a direct or indirect Interest in any Entity having current or prospective business relations with the Corporation, irrespective of the activity of that Entity, be it a contractor, supplier, customer, landlord, sponsor, or otherwise. For purposes of these regulations, family is defined as the Employee's spouse, children, parents, brothers and sisters.

All Employees are prohibited to perform or engage in any transaction or business venture or deliberately expose themselves to any situation where Conflict of Interest exists or may exist.

Section (7) - Outside Business Activities and Private Interests

All Employees are prohibited to engage in any business activities outside the Corporation. The provisions set forth in this Section shall apply irrespective of the nature of such business activities, whether that was beyond the official working hours and with or without pay or other form of consideration. Notwithstanding the foregoing, an Employee's participation in non-profit charitable societies and agencies shall be exempted from the application of these Regulations.

Section (8) - Bribery and Prohibited Benefits

Employees shall not offer, promise, give, pay, solicit or accept any bribe in the form of either money or anything else of value for the purpose of improperly obtaining or receiving favorable treatment. This includes, but is not necessarily limited to, entertainment, meals, refreshments, gratuities or gifts.

Employees shall not accept a gift, entertainment or anything else of value from a contractor, supplier, customer, landlord, sponsor or any Entity with whom the Corporation has commercial dealings without the written consent of the Corporation, except where, in the case of a gift or entertainment, the value is within the limits prescribed by the Corporation from time to time, or is of a promotional nature and within commonly accepted industry practice and guidelines established by the Corporation.

Employees shall not accept loans from Entities doing business with the Corporation, except for normal personal loans from banks and recognized financial institutions.

EMPLOYEES DECLARATIONS

Section (9) - Record of Conflict of Interest

Employees shall keep a record of all Prohibited Benefits and Conflict of Interest situations when they occur. They will immediately notify their line managers of same in writing for such manager's written advice or approval.

Section (10) - Reporting to Line Management

If an Employee has any doubts about a Prohibited Benefit or Conflict of Interest situation he must consult his line manager. This shall protect his interest if he is later accused of acting improperly. Any Prohibited Benefits given or offered that exceed the guidelines set forth in these Regulations must be recorded in the annual Conflict of Interest Declaration form.

Section (11) - Conflict of Interest Declaration

Employees shall complete the appropriate Conflict of Interest Declaration forms and return them to the Conflict of Interest Committee by 31 January each year. Employees shall record on the form such information as may be prescribed by the Corporation from time to time, including without limitation, any Prohibited Benefits that was offered or accepted by him during the previous calendar year, and the action taken, any business activity outside the Corporation and Family members working for the Corporation. Employees shall also include a list of share holdings and interests in Affiliates, contractors, suppliers, or landlords or sponsors of the Corporation held by themselves (excluding any shareholding in a company listed on the Qatar Stock Exchange), and to the extent within their knowledge, after reasonable enquiry, their Families.

Section (12) - Prior Declaration of Conflict of Interest

Employees shall declare any Conflict of Interest regarding their and their Family's interests in Entities to their line managers, before commencing work on any business dealings, tenders or contracts for the Corporation involving such Entities. Their line managers will then relieve them of that work. Employees shall also declare and be relieved from work on business dealings, tenders and contracts for the Corporation involving business enterprises in which they have a direct or indirect interest that may cause a Conflict of Interest situation.

Section (13) - List of Exposed Employees

The Conflict of Interest Committee, appointed by the Chairman of QP Board of Directors shall prepare a list of employees involved in contracting, sales or lease, of services, materials, property of products and forward them a Conflict of Interest form by 31 December each year.

Section (14) - Confidentiality of Declarations

The information in the forms shall be treated by the committee as confidential and shall be released to employees' line-Managers only on a "need to know" basis. The committee shall prepare a summarized report to the Board of Directors 30 April each year, of recommendations and actions taken.

Section (15) - Reporting to the Chairman of the Board

The Conflict of Interest Committee shall collate the forms submitted by Employees and prepare the necessary reports to the Chairman of QP Board of Directors within the agreed timescales to exercise the authorities and procedures detailed herein.

DISCIPLINARY ACCOUNTABILITY

Section (16) - Disciplinary Accountability

Every employee who violates the provisions of these regulations shall be disciplinarily accountable.

Section (17) - Authority of Committee

The Conflict of Interest Committee shall investigate any violation case of these Regulations related to Conflict of Interest and decide on appropriate action.

Section (18) - Submissions to the Committee

All Directorates/Departments shall submit all documents and statements required by the Conflict of Interest Committee, which in the opinion of the committee, will help in the course of investigation. The Internal Audit Department shall also investigate any suspected case of violation of the Regulations referred to it by the Committee, and shall submit its report to the Committee.

Section (19) - Appearance Before the Committee

The Conflict of Interest Committee shall have the right to call any person to appear before the committee as and when the committee considers that to be useful for investigating a certain case.

Section (20) - Disciplinary Action

The Conflict of Interest Committee shall review reports on violation of these Regulations. The Committee shall decide on the appropriate disciplinary action in accordance with the Corporation's established disciplinary procedures. However, a decision of the

Committee, shall not be considered final until it is approved by the Chairman of the Qatar Petroleum Board of Directors.

Section (21) - Authorized Exceptions

The Conflict of Interest Committee (or any other representative(s) of the Corporation duly authorized for this purpose) may on a case by case basis, permit in writing, exceptions to these regulations. Any such exemption shall be at the Conflict of Interest Committee's sole discretion, on such terms as it considers appropriate (if any) and subject to the approval of the Chairman of the Qatar Petroleum Board of Directors

DEFINITIONS

In applying the provisions of these regulations, the following words and expressions shall have the meanings shown against each of them, unless the context otherwise requires:

- 1 **Affiliate:** Means an Entity, that directly or indirectly controls, or is controlled by, or is under common control with, the Corporation. For the purposes of these Regulations, "control" will mean:
 - (a) ownership or control, whether directly or otherwise, of more than 50% of the equity share capital, voting capital, or the like of the controlled Entity;
 - (b) control or the power to control the composition of, or power to appoint more than 50% of the members of the board of directors, board of management, or other equivalent or analogous body of the controlled Entity; or
 - (c) entitlement to receive more than 50% of any, but not necessarily every, income or capital distribution made by the controlled Entity (either upon declaration of dividends, liquidation, winding-up, dissolution, or otherwise);
- 2 **The Corporation:** Qatar Petroleum, and its wholly owned Affiliates.
- 3 **Employee(s)** Any employee, worker or official of the Corporation.
- 4 **Entity(ies)** Any person, organization, corporation, company, partnership, trust or estate other than the Corporation.
- 5 **Interest:** – Sole or shared ownership of an Entity; or

- Any significant involvement, directorship, advisory position, and/or financial interest in a legal Entity; or
- Acting as agent, guardian or trustee for others; or,
- Any other relationship which could result in financial gain or opportunities for personal benefit; or,
- Any other financial interests or opportunities for personal benefit.

6 Conflict of Interest:

- The existence of an Interest for an Employee in an Entity, having a business relation with the Corporation, irrespective of the department wherein the employee may be working; or
- The existence of an Interest for an Employee in any commercial activity of the Corporation; or
- Where an Employee's position or authority may be used to influence or make decisions in respect of Corporation transactions or activities that may lead to any form of financial or personal gain for that Employee or for his or her Family; or
- Situations in which financial or other personal considerations may compromise an Employee's impartiality and/or judgment in the performance of his/her duties for the Corporation.

7 Prohibited Benefit(s)

As defined in Section 8.