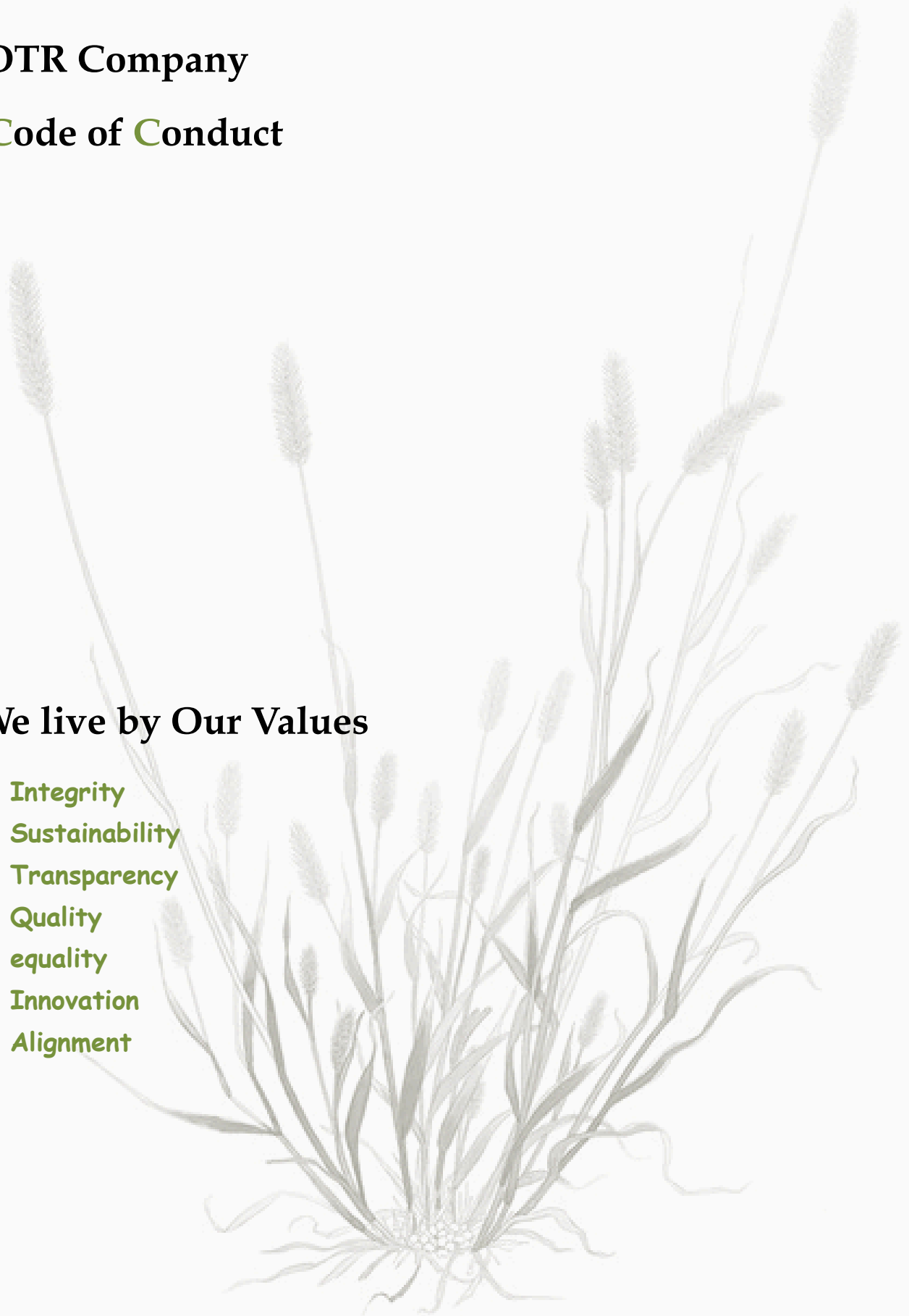


OTR Company

Code of Conduct

We live by Our Values

- Integrity
- Sustainability
- Transparency
- Quality
- equality
- Innovation
- Alignment



1. Purpose

At OTR, we are dedicated to upholding the highest standards of integrity, professionalism, and responsibility in all aspects of our work. Our Code of Conduct is rooted in our core values: innovation, quality, alignment, integrity, and sustainability. This Code serves as a guide for our interactions within the workplace, as well as with clients, stakeholders, and the communities we engage with. It ensures that we operate with ethics, respect, and accountability.

This Code of Conduct was developed in accordance with Decision No. 494 of 2022, issued by the Ministry of Economy in Libya, regarding the adoption of the Corporate Code of Conduct.

As a member of OTR, your actions and behavior not only represent the company but also contribute to the positive impact we aim to achieve in the communities we serve. The principles outlined here are designed to help you maintain conduct that aligns with the company's values, builds positive relationships, and promotes ethical and responsible operations. Every individual at OTR, from the Board of Directors onward, must adhere to these guidelines in every aspect of their work.

2. Scope

This **Code of Conduct** applies to:

- OTR employees, contractors, consultants, and volunteers.
- Stakeholders and partners, including individuals and communities involved in OTR Company's programs and projects.
- Locations where OTR Company operates, whether in offices or field sites.

1. Treat Others with Respect

- Always treat colleagues, clients, stakeholders, competitors, and community members with respect and integrity. Maintain friendly relationships with them and respect their privacy.
- Interact with respect and integrity to ensure that services are provided to Libyans, foreign residents, and visitors alike, without discrimination against any group.
- Use clear and respectful language in both verbal and written communication, and avoid offensive, discriminatory, or inappropriate remarks.
- Offer assistance and guidance to colleagues when needed, and remember to acknowledge the contributions of others.

- Address disagreements professionally and always strive for a peaceful resolution without escalating the conflict.
 - Collaborate with your colleagues to perform the necessary duties for the smooth operation of work, thereby contributing to the creation of a positive and inclusive environment that values teamwork.
 - Refrain from any unethical behavior that violates public morals, laws, and customs.
 - Try not to make promises regarding work unless you are certain about them, and work to honor your verbal and written commitments with others, as this enhances the value of integrity and credibility while maintaining the company's reputation.
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2. Integrity in All Business Practices

- Take full responsibility for your actions, including mistakes, and be open to feedback.
 - Refrain from engaging in unfair competition, including spreading false information about competitors.
 - Maintain honesty and transparency in all business dealings. Build strong, trust-based relationships with stakeholders, clients, and community partners.
 - Act with integrity in all areas, particularly in finance, procurement, recruitment, and project design and implementation. Ensure all decisions are fair, impartial, and in line with OTR's values.
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3. Maintain Accurate and Updated Records

- Adhere to established recordkeeping standards and procedures.
 - Keep all records accurate, complete, and up-to-date, particularly in areas of finance, procurement, and project documentation.
 - Ensure transparency in all financial transactions and project reports to maintain credibility and trust.
 - Never falsify or replace, or mark any document, even if the document is lost. Follow the standard procedures, even if it takes longer.
 - Ensure records are always audit-ready and comply with internal and external auditing standards.
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4. Stakeholder and Community Engagement

- Engage proactively and respectfully with stakeholders and community members, ensuring open communication and inclusivity in decision-making processes.
 - Ensure that all relevant stakeholders and community members have the opportunity to participate in discussions and decision-making processes.
 - Regularly consult with communities and stakeholders to ensure that their needs and concerns are addressed in projects.
 - Provide regular updates to stakeholders on the progress and outcomes of projects, fostering trust and collaboration.
 - Engage with the communities where we operate with sensitivity and respect to their background and culture.
 - Encourage open feedback from the community and be receptive to their concerns or suggestions.
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5. Compliance with Laws and Regulations

- Comply with company policies, and Libya laws and regulations.
 - Comply with all applicable laws, regulations, and industry standards in every aspect of your work.
 - Stay informed of changes to laws and best practices to ensure continuous adherence to regulatory requirements.
 - Seek guidance from the company Legal Advisor when unsure about the legality of certain decisions or actions.
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6. Confidentiality and Data Protection

- Protect the confidentiality of sensitive information and data related to clients, stakeholders, and the company.
- Ensure that data is handled responsibly and in accordance with relevant privacy laws and regulations. Some data may be shareable depending on the type, so always seek clarification and permission when uncertain.
- Be careful not to disclose any company-related information on social media, whether in a professional or personal capacity, unless you have been authorized to do so. This includes:
 1. All written and verbal information related to the company's projects, such as correspondence, publications, records, and methods of conducting business, whether before, during, or after the contract.

2. All financial, administrative, technical, and legal information of the company that requires protection and confidentiality.
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7. Conflict of Interest

- Avoid situations where personal or financial interests may conflict with the company's goals.
 - Do not use information related to the company's operations to achieve personal gain.
 - Do not use your position, directly or indirectly, to obtain financial or non-material benefits.
 - Disclose any potential conflicts of interest to the company management to ensure transparency and maintain trust.
 - Always consult with supervisors or the company's legal advisor if you are unsure about a potential conflict of interest.
 - Avoid situations where personal relationships with clients or stakeholders may lead to a lack of neutrality.
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8. Anti-Bribery and Corruption

- Refuse to engage in or tolerate any form of bribery, corruption, or unethical practices in business dealings.
 - Report any instances of unethical behavior and cooperate with any related investigations.
 - Refrain from soliciting, accepting, or offering gifts, promises, rewards, or services to influence the behavior of colleagues, service recipients, contractors, or potential clients.
 - Avoid accepting anything of value from anyone seeking to establish a business relationship with the company or receiving services from it.
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9. Accepting Gifts, and other Business Courtesies

The company's policy allows for the acceptance of modest gifts such as pens, stationery, and similar promotional items. It also permits lunch and dinner invitations related to business meetings, provided they are reasonable in cost and frequency. The following considerations must be taken into account:

- Disclose any gift, entertainment, or other business courtesy that exceeds a specified value to the appropriate supervisor.
- The value of gifts or entertainment that can be accepted must not exceed 100 dinars to avoid potential conflicts of interest.
- Gifts or entertainment or other business courtesies should be reasonable and proportionate to the business relationship; excessive or extravagant gifts do not align with integrity standards.
- The acceptance of gifts or entertainment must not influence decision-making processes or lead to conflicts of interest.
- Be aware of cultural standards regarding gift-giving, especially since diverse communities in Libya can be very generous and welcoming and may express this through gifts. Be sure to politely decline a gift if it exceeds the approved limit.

Employees also have the right to refuse gifts or entertainment that fall within the approved limit if they feel uncomfortable or believe that accepting them may compromise their integrity.

10. Responsible Use of Resources

- Use the company's resources (financial, physical, and human) responsibly and efficiently, keeping the company's vision, mission, and goals in mind.
 - Conserve water and electricity, and ensure company property is used responsibly.
 - Minimize waste both at the company's premises and during field operations.
 - Seek opportunities to reduce costs without compromising quality.
 - Prioritize sustainable practices in resource management.
 - Track resource usage and ensure there is a clear record of expenses and resource allocation.
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11. Safety and Security

- Commit to maintaining a safe and healthy workplace for all employees and stakeholders.
- Ensure that work environments comply with health and safety regulations and promote the well-being of all team members.

If you have any concerns or observations regarding workplace safety, please contact the Human Resources Department.

12. Environmental Responsibility

- Prioritize environmentally conscious decisions in project design, procurement, and operations management.
 - Ensure the implementation of practices that reduce the environmental footprint of OTR Company's consulting and training operations, including resource conservation, water use efficiency, waste separation, and waste reduction.
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13. Prevention of Sexual Exploitation, Abuse, and Harassment (PSEAH)

- You are required to adhere to OTR Company's zero-tolerance policy regarding sexual exploitation, abuse, and harassment, supporting an inclusive, comfortable, and abuse-free environment.
 - You must refrain from all forms of sexual exploitation and harassment, including inappropriate remarks, actions, or suggestive behavior, whether explicit or implicit.
 - Report any concerns or violations immediately by following the steps outlined in the Sexual Exploitation, Abuse, and Harassment Prevention Policy.
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14. Reporting Violations

The management of OTR Company encourages all employees, stakeholders, or anyone who witnesses or encounters unethical behavior, misconduct, or violations of the Code of Conduct to report it immediately. Reports can be made directly to Human Resources or company management, either openly or by sending an email anonymously.

OTR Company's management commits to protecting individuals who report violations in good faith from any retaliatory actions resulting from the report. All reports will be investigated promptly and fairly, and appropriate actions will be taken to address any violations.

15. Enforcement and Disciplinary Actions

Failure to comply with the Code of Conduct may result in disciplinary actions, including but not limited to:

- Verbal or written warnings
- Suspension and referral to the disciplinary committee
- Termination of employment

- Legal action when necessary

All violations will be thoroughly and transparently investigated by a committee composed of Human Resources and company management. Members of the committee will not include individuals implicated in the complaint. Disciplinary actions will be taken based on the severity of the violation.

16. Continuous Monitoring and Evaluation

The Board of Directors at OTR Company, along with the Human Resources Department, will regularly review and update the Code of Conduct. The Monitoring and Evaluation Officer will assess the effectiveness of this code and the extent of adherence to its provisions and principles, ensuring it reflects the highest ethical standards and aligns with legal and regulatory changes. Employees will be notified of any updates to this policy, and regular training will be conducted to ensure understanding and compliance.

17. Conclusion

All employees at OTR Company are required to read and sign the Code of Conduct to acknowledge their review of it.