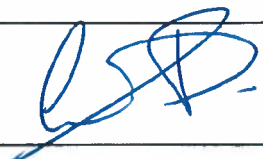
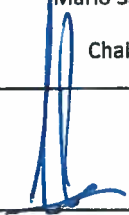






AL SUWADI POWER COMPANY

ETHICS CHARTER

Approved by the Board of Directors on 11 December 2013

Revision No	001	Date of issue	11 December 2013
Issued by	Przemek Lupa Chief Executive Officer	Approved by	Mario Savastano Chairman
Signature		Signature	

Issued by	Cliff Dickinson Chief Financial Officer	Approved by	Rahul Kar Vice Chairman
Signature		Signature	



Al Suwadi Power Company SAOC (“ASPC”) values are expressed in the way we work. ASPC’s ethical standards are reflected in the fundamental principles that guide our practices: compliance with laws and regulations, integrity, fairness, honesty, and respect for others.

The following rules and principles apply to all employees of ASPC. The Management of ASPC will communicate this charter to the Operating & Maintenance Company (“STOMO”) and ask that the same principles are applied in its operations.

OUR CORE VALUES

Acting in Accordance with Laws and Regulations

An overarching principle is that in all circumstances, ASPC employees must observe the international, national, local laws and regulations, and ethical and professional codes of practice applicable to their activities. They will equally adhere to internal decisions and other regulations issued by ASPC.

Establishing a Culture of Integrity

ASPC accepts no compromise in the matter of integrity, which must govern all its day-to-day business relations and professional practices. This being the case, ASPC attaches the greatest importance to the ethical and professional behaviour of their employees, both towards colleagues and third parties.

ASPC employees must all be aware of the fact that the reputation of ASPC depends on their actions. It is therefore imperative that each ASPC employee should act in a manner that in all circumstances fosters a culture of integrity.

In practice, integrity demands that ASPC employees should avoid any situation likely to create a conflict between personal interests and those of ASPC. Acting with integrity also means always maintaining ASPC’s fundamental values, which help to establish a climate of trust and act as a shield against corrupt practices, which are a serious risk to the commercial survival and reputation of any business.

Behaving Fairly and Honestly

For ASPC the quality of a relationship depends primarily on the fairness and honesty of the parties, especially in the performance of contracts. These qualities mean that we honour the commitments we make and know the limits of our capacities, so that we do not make promises that we cannot keep.

This means that each time we communicate with other parties, we do so in good faith, in a constructive spirit, with awareness of the other's needs and with the intention of providing genuine, accurate and comprehensive information.

This principle applies not only to ASPC's relations with customers, shareholders, investors, suppliers, non-governmental organizations (NGOs) and the public, but also to ASPC's internal communication among employees or between departments.

The aim of ASPC is to establish long-term relations with its partners. This ambition cannot be realised without fair and honest behaviour, which constitutes the bedrock of mutual trust. However, beyond this and in all circumstances, ASPC's success depends above all on its reputation.

From this point of view, a failure to act fairly and honestly represents a threat to the future of ASPC, to its image, its shareholders and its employees.

Respecting Others

The principle of mutual respect is about reciprocity, each of us having rights to claim and duties to fulfil. That is why ASPC attributes equal value to both, whether in dealings with people or with corporate entities.

This principle applies particularly to respect for the rights of individuals, for their dignity in all circumstances and for their differences, as well as the respect for cultures. It also applies to tangible and intangible goods belonging to others.

An imperative for employees in the performance of their functions is a respect for others.

This principle governs ASPC's policy on the respect for private life and diversity, the fight against discrimination and the prevention & punishment of bullying or harassment. From a wider perspective, it guides ASPC's policies on relations with all parties and on conflict resolution.

ASPC expects its employees to act in keeping with these ethical principles in all their dealings, in all circumstances and whatever their role and level of responsibility.

At every level of ASPC, from Board of Directors to employee, all have an absolute duty never to act in a way that could cast the slightest doubt on the ethical integrity of ASPC.

GUIDELINES FOR IMPLEMENTATION

Understanding the rules

ASPC's values and its respect for the Ethics Charter are reflected first and foremost in the conduct of its personnel in all situations. All employees and persons acting on behalf of ASPC must be familiar with and understand this obligation.

Managers must inform each employee of his or her duties in simple, practical, and concrete terms, by clarifying the measures and procedures to apply in areas such as confidentiality of information, commercial practices, internal company relations, and conflicts of interest.

Training or awareness programs are to be organized as needed to ensure that these rules are well understood in ASPC. In particular, no appointments may be made to a position of responsibility without prior verification of the candidate's ability to implement and respect the rules applicable to the position, and the capacity to ensure their respect by others.

The management of ASPC is accountable for the implementation of the Ethics Charter within ASPC and the proper understanding by all employees of the objectives and terms of the Ethics Charter. The Ethics Officer shall inform employees and provide necessary training, in respect of any change or updates to the Ethics Charter.

Documentation on ASPC Ethics

In order to inform staff with a position of responsibility about the Company's ethics, the Ethics Officer will distribute the Ethic Charter to each staff with a position of responsibility. He will collect employees' acknowledgement of receipt of the Ethics Charter, mentioning the date and version of the Ethics Charter, and this acknowledgment shall include a written statement regarding acceptance of the content of the Ethics Charter.

The Ethics Officer will ensure that all new employees receive the Ethics Charter upon joining the Company and sign a similar acknowledgement.

The Ethics Officer will place the latest version of the Ethics Charter in a shared folder in the Company's network, accessible by all employees.

Appointment of an Ethics Officer

The Board of Directors of ASPC shall appoint an Ethics Officer for a term of one year, which term may be renewed at the discretion of the Board of Directors. The Ethics Officer will be responsible for monitoring the implementation of this Charter.

All employees are invited to freely contact the Ethics Officer in order to seek guidance and advice, or even to draw attention to difficulties with, or violations of, the Charter's principles.

In all circumstances, the Ethics Officer is obliged to strictly maintain the confidentiality of information communicated to him, and of the identity of the person communicating it, if so requested. Anyone who in good faith expresses concerns relating to ethical matters or compliance will not be exposed to any sanction as a consequence of their initiative.

Whistleblowing, monitoring and reporting the implementation of the Charter

The Ethics Officer shall record any report of violation of this Charter communicated to him. The Ethics Officer shall enquire and if the breach is or appears confirmed, he shall report the same to the CEO of the Company. In case of conflict of interest of the CEO, he shall report to the Chairman of the Audit Committee.

The Ethics Officer and the CEO jointly decide on corrective measure to be taken and/or on reporting to the Audit Committee. Decision on corrective measure and reporting shall be duly recorded by the Ethics Officer.

Each year, the Ethics Officer will send report to the CEO on the status of compliance and on corrective measure taken, if any. The CEO will send a "Compliance Letter" to the Chairman of the Board of Directors annually, and on request.

The Audit Committee remains alert to information indicating violations of the Charter. They report such cases to the CEO and keep the Ethics Officer informed.

Responsibility for Charter Compliance

All persons, acting on behalf of ASPC regardless of their responsibilities and position, must be aware that any violation of the Ethics Charter on their part is their personal responsibility and will result in appropriate disciplinary action.