

## Code of Conduct

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Incubation Association in Tripoli (BIAT)

**Authorized by:** Dr. Fawaz Hamidi

**Status:** Effective

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### **Our Vision Statement:**

We want to be vital, providing success and growth pathways to individuals, firms, organizations, and communities.

### **Our Mission Statement:**

We support entrepreneurship to create livelihood and business opportunities through innovative alignment of local and international resources and capabilities.

### **Increase credibility and trustworthiness.**

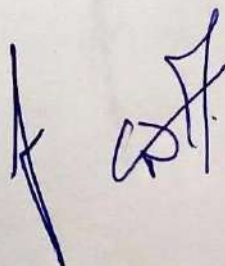
The trust and confidence we earn from our employees, customers, and shareholders are critical to our company's success. We gain credibility by keeping our promises, acting with honesty and integrity, and achieving our goals entirely via ethical behavior. It's simple to explain what we need to do, but our actions speak for themselves. At the end of the day, we will be assessed on our actions.

When evaluating any action, employees need to ask themselves whether this will help BIAT create trust and credibility, as well as assist in the creation of a long-term successful working environment for BIAT.

### **Individuality is respected.**

Everyone deserves to work in an environment where their dignity and respect are respected. BIAT is devoted to fostering such an atmosphere since it allows everyone to reach their greatest potential, which directly adds to our company success.

BIAT is an equal employment opportunity/affirmative action employer dedicated to providing a workplace free of all forms of discrimination as well as abusive, offensive, or





harassing behavior. Any employee who feels harassed or discriminated against should inform his or her boss or human resources about the occurrence.

All BIAT employees are also required to contribute to an inclusive workplace by following the company's policies.

**At all times, treat others with dignity and respect.**

- Discriminatory, harassing, abusive, rude, or unpleasant conduct and comments should be addressed and reported.
- Encourage employee engagement and teamwork, as well as the representation of various employee opinions.
- Seek advice from personnel who have a variety of experiences, viewpoints, and backgrounds.
- Avoid using slang or idioms that may not be universally understood.
- Support coworkers with varying needs, abilities, and/or obligations by allowing for flexible work arrangements.
- Confront others' judgments or behaviors that are influenced by unconscious or conscious prejudices.
- Be open-minded and attentive when offered constructive input on how others perceive your actions.
- BIAT will not accept discrimination, harassment, or any other abusive, offensive, or unwanted conduct or language.

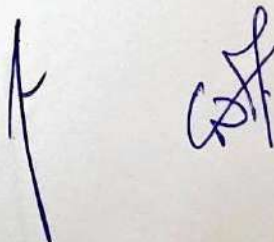
**Make an open and honest communication culture a priority.**

Everyone at BIAT should feel free to express themselves, especially when it comes to ethical concerns. Managers must foster an open and supportive workplace in which employees feel comfortable asking such inquiries. When employees use their power to prevent mistakes or misconduct by asking the appropriate questions at the right times, we all gain greatly.

All reported instances of dubious or unethical activity will be investigated by BIAT. The organization will take necessary action in every instance where improper behavior is discovered. Retaliation against employees who raise genuine ethics issues in good faith will not be tolerated.

**The following is BIAT whistleblower's policy for your information:**

Employees are urged to discuss such concerns with their managers or the HR manager first, as most issues can be resolved quickly. If this is not possible or an employee does





not feel comfortable addressing a problem with his or her manager or HR, BIAT's Executive Chairman has an open-door policy.

**To begin, set the tone at the very top.**

Management has the additional obligation of demonstrating the value of the Code via their actions. Ethical behavior does not arise by accident in any corporation; it is the result of clear and direct communication of behavioral expectations, modeled from the top and exhibited by example. In the end, it's what we do that matters.

Managers must be responsible for swiftly responding to ethical inquiries or concerns presented by employees, as well as taking proper action to address such issues, in order for our Code to work. Employee ethics issues should not be viewed as a threat or a challenge to a manager's authority, but rather as another type of business communication that should be supported. We want the ethics discussion to become a natural part of daily work at BIAT.

**Maintain the Rule of Law**

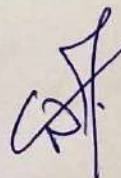
The commitment to honesty at BIAT starts with following the laws, rules, and regulations in the areas where we do business. Furthermore, each of us must be familiar with the corporate policies, laws, rules, and regulations that pertain to our individual roles. If we are unsure whether a proposed action is legal or permissible under BIAT policy, we should consult a resource expert. We have a responsibility to prevent infractions of the law and to speak up when we witness them.

**Competition**

We are committed to a competitive environment that is ethical, fair, and vigorous. We shall sell BIAT services on the basis of their merit, superior quality, functionality, and reasonable pricing. We will make our own pricing and marketing decisions, and we will not improperly cooperate or coordinate our efforts with those of our competitors. We will not engage in or help in unlawful boycotts of specific customers, nor will we provide or solicit improper payments or gratuities in connection with the acquisition of services for BIAT or the sales of its products or services.

**Information that is confidential**

It is critical that we respect others' property rights. We will not get or seek to obtain a competitor's trade secrets or other private or sensitive information by unethical means. We will not use, copy, distribute, or alter software or other intellectual property without permission.





## **Discretionary Disclosure**

We shall not selectively disclose any material nonpublic information about BIAT, its securities, business operations, plans, financial condition, results of operations, or any development strategy (whether in one-on-one or small discussions, meetings, presentations, proposals, or otherwise). When delivering presentations or offers to customers, we should be very cautious to ensure that our presentations do not contain material nonpublic information.

## **Safety and Health**

BIAT is committed to preserving the environment. A safety booklet has been created to teach you about workplace safety. Please see the HR department if you do not have a copy of this guidebook.

## **Interest Conflicts**

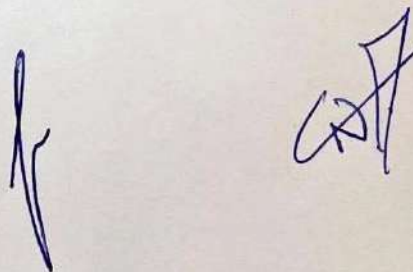
Any relationship or behavior that may impair, or even appear to impair, our capacity to make objective and fair decisions while executing our tasks must be avoided. We may occasionally find ourselves in situations where the commercial decisions we make on behalf of BIAT conflict with our own personal or familial interests. When the chance arises, we owe it to BIAT to further its legitimate interests.

We must never utilize BIAT property or information for personal advantage or use any opportunity that comes our way as a result of our position with BIAT for ourselves.

Conflicts of interest can also occur in the following ways:

1. Being hired (you or a close family member) by, or working as a consultant for, a competitor or future competitor, supplier, or contractor while engaged with BIAT, regardless of the nature of the job.
2. Owning or controlling a significant stake in a competitor, supplier, or contractor.
3. Using a corporation owned or managed by a BIAT employee or his or her family to conduct business.
4. Accepting gifts, discounts, favors, or services from a client/potential customer, competitor, or supplier unless they are offered to all BIAT employees on an equal basis.

It's not always easy to tell if someone has a conflict of interest. Employees that have a conflict-of-interest issue should seek management's help. Employees must get approval



from their superiors or the HR department before engaging in any activity, transaction, or relationship that could result in a conflict of interest.

We should avoid any relationship or transaction that BIAT employee, engaged in personal capacity, might be perceived as a conflict of interest for business activities of the company. This includes any relationship, or other information from personal sources, that could be used to influence business decisions or actions, or could reasonably be perceived as such. Employees should avoid any relationship that could be perceived as a conflict of interest, or that could be perceived as a conflict of interest, or that could be perceived as a conflict of interest.

### Accepting Professional Courtesy

The majority of business courtesy extended to us while we work is due to our position at BIAT. We should not consider ourselves entitled to receive and maintain a business courtesy. Although we may not use our position at BIAT to obtain business courtesies and need never ask for them, we may accept unsolicited business courtesies that promote successful working relationships and goodwill with the firms with which BIAT has or may establish a business relationship.

Employees who might continue to have the ability to influence business allocation, contract specifications that result in business placement, or participate in contract negotiations must be especially cautious to avoid actions that appear favoritism or harm the company's reputation for impartiality and fair dealing. When BIAT is involved in choosing or recommending a supplier or vendor, employees should avoid the appearance of offering courtesies or gifts to a supplier or vendor in order to secure a contract from a supplier.

### Food, beverages, and entertainment

We may accept occasional meals, drinks, entertainment, and other such business courtesies from our clients and vendors, but we should not accept such courtesies if they are intended to influence our business decisions.

The courtesies are infrequent and do not represent a pattern of accepting courtesies from the same person or organization on a regular basis.

The prohibition does not give the impression that it is being used to a very business decision, such as accepting courtesies or entertainment from a supplier whose contract is about to expire.



## **Business Courtesies, Gifts, and Gratuities**

BIAT is dedicated to compete only on the basis of the quality of its products and services. We should avoid any activities that convey the impression that BIAT solicited, received, or gave advantageous treatment to outside businesses in exchange for personal business courtesies. Gifts, gratuities, meals, refreshments, entertainment, or other advantages from persons or corporations with whom BIAT does or may do business are examples of business courtesies. We will not grant or accept business courtesies that are, or could reasonably be viewed as, unfair commercial inducements that would violate BIAT or customers' laws, regulations, or rules, or create embarrassment or reflect badly on BIAT's reputation.

## **Accepting Professional Courtesies**

The majority of business courtesy extended to us while our work is due to our positions at BIAT. We should not consider ourselves entitled to receive and maintain a business civility. Although we may not use our position at BIAT to obtain business courtesies and must never ask for them, we may accept unsolicited business courtesies that promote successful working relationships and goodwill with the firms with which BIAT has or may establish a business relationship.

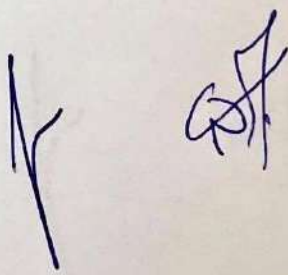
Employees who award contracts or have the ability to influence business allocation, create specifications that result in business placement, or participate in contract negotiations must be especially cautious to avoid actions that appear favoritism or harm the company's reputation for impartiality and fair dealing. When BIAT is involved in choosing or reconfirming a supplier, or under circumstances that would give the idea that offering courtesies is the means to get BIAT business, it is appropriate to decline a courtesy from a supplier.

## **Food, beverages, and entertainment**

We may accept occasional meals, drinks, entertainment, and other such business courtesies that are shared with the individual who has offered to pay for the meal or entertainment, provided that:

The courtesies are infrequent and do not represent a pattern of accepting courtesies from the same person or organization on a regular basis.

The politeness does not give the impression that it is being used to sway business decisions, such as accepting courtesies or entertainment from a supplier whose contract is about to expire.





The employee receiving the business courtesy would not be embarrassed to discuss it with his or her management or coworkers, or to have the courtesies made public.

Presents Employees may accept unsolicited gifts, other than money, that follow the marketplace's reasonable ethical principles, such as:

Flowers, fruit baskets, and other small tokens of appreciation for a special occasion.

Calendars, pens, mugs, caps, and t-shirts are examples of low-cost gifts (or other novelty, advertising or promotional items).

Employees may not receive any form of compensation, honoraria, or money from entities with whom BIAT does or may do business in general. Gifts with a market worth of more than \$100, such as tickets to a sporting or entertainment event, may not be accepted unless management has given permission.

Employees who have questions about accepting business courtesy should speak with their managers or HR.

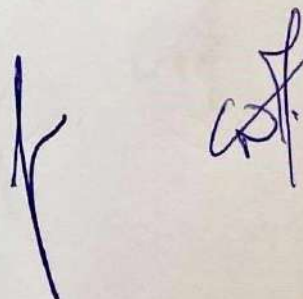
### **Providing Business Courtesy**

Any employee who extends a commercial courtesy must ensure that it cannot be construed as an attempt to acquire an unfair competitive advantage or otherwise reflect poorly on BIAT. An employee may never use personal cash or resources to complete a task that can only be completed using BIAT resources. Business courtesies must be accounted for in accordance with established company procedures.

We may provide nonmonetary presents (i.e., corporate logo gear or similar promotional goods) to our clients, with the exception of our government customers, who are subject to particular requirements. Other courtesies, such as meals, drinks, or entertainment of acceptable value, may also be approved by management, provided that:

- The practice does not violate any law or regulation, nor does it violate the recipient's organization's rules of conduct.
- The commercial civility is customary in the industry, is seldom, and is not extravagant.
- The business civility is correctly represented in BIAT's books and records.

We shall ensure that all financial reports and public publications contain full, fair, accurate, timely, and intelligible disclosures. This obligation extends to all workers with any responsibility for the creation of such reports, including authoring, reviewing, and





signing or certifying the material contained therein, including all financial executives. Any business aim is never an excuse for fabricating records or misrepresenting facts.

If employees learn that information in a file or public communication was false or misleading at the time it was made, or if new information would affect a comparable future filing or public communication, they should notify Executive Management and the HR department.

### **Keeping Corporate Records**

We generate, keep, and dispose of our company records in accordance with all BIAT policies and guidelines, as well as any regulatory and legal requirements, as part of our usual course of business.

All corporate records must be truthful, accurate, and full, and company data must be put into our books as soon as possible and accurately as possible in line with BIAT's other applicable accounting rules.

We must not unfairly influence, manipulate, or deceive any unauthorized audit, nor should we interfere with any auditor hired to conduct an internal independent audit of BIAT books, records, processes, or internal controls.

### **Encourage others to value substance above appearance.**

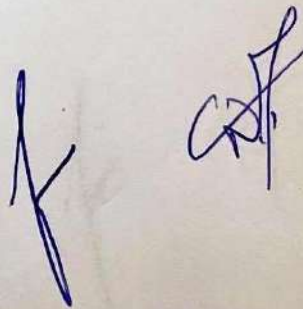
We are all presented with decisions we would not like to make and issues we'd rather ignore from time to time. We sometimes hope that if we don't tackle a problem, it will go away on its own.

We must have the guts at BIAT to face difficult decisions and make difficult choices, knowing that BIAT is committed to doing the right thing. This may force you to go above and beyond what the law requires at times. Simply because we have the ability to pursue a path of action does not mean we should.

Although the guiding principles of BIAT cannot address every issue or provide solutions to every problem, they can describe the spirit in which we plan to do business and should serve as a guide in our everyday activities.

### **Accountability**

Each of us is accountable for understanding and upholding the ideals and standards outlined in this Code, as well as for asking questions if we have any doubts about





business policy. We must contact the HR department if we have concerns about whether the requirements are being followed or if we are aware of Code violations.

BIAT takes the Code's standards seriously, and infractions can result in disciplinary action, including termination of employment.

Be dependable.

### **No-Harm Approach**

Activities implemented by BIAT do no harm for the community, rather, they contribute to the support of the community in general.

### **Information that is confidential and proprietary**

Our security of secret company information, as well as nonpublic information entrusted to us by workers, customers, and other business partners, is critical to BIAT's success. Pricing and financial data, customer names/addresses, and nonpublic information about other organizations, including existing or potential suppliers and vendors, are examples of confidential and proprietary information. Without a valid business reason and proper authorization, we shall not divulge confidential or nonpublic information.

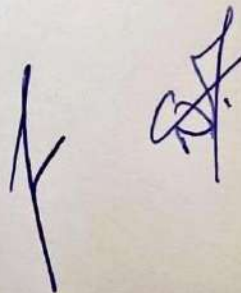
### **Utilization of Corporate Resources**

Company resources, such as time, materials, equipment, and information, are made available for business purposes. However, personal use is permitted on occasion as long as it does not interfere with job performance or cause a disruption in the workplace.

Employees and representatives of BIAT are expected to act properly and prudently in order to conserve company resources. Managers are in charge of the resources allotted to their departments and have the authority to handle any disputes that arise over their correct utilization.

Except for company-requested support to charitable organizations, we will not use company equipment such as computers, copiers, or fax machines in the performance of an outside business or in support of any religious, political, or other outside daily activity.

BIAT reserves the right to monitor or review all data and information contained on an employee's company-issued computer or electronic device, as well as the use of the Internet or BIAT's in order to protect the interests of the BIAT network and our fellow employees. We shall not permit the creation, access, storage, printing, solicitation, or





sending of items that are harassing, threatening, abusive, sexually explicit, or otherwise offensive or inappropriate using corporate resources.

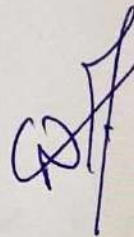
Your manager should be contacted if you have any questions regarding how to use corporate resources properly.

BIAT is a high-profile company in our neighborhood, and employees may be approached by reporters and other members of the media from time to time. All media queries should be directed to the HR so that we can speak with one voice and give factual information about the company. A news release may not be issued without first consulting the HR.

### **Make the Correct Decision**

Several crucial questions can aid in the detection of situations that are potentially unethical, inappropriate, or unlawful. Consider the following questions:

- Is what I'm doing in line with BIAT's principles, code of conduct, and policies?
- Have I been asked to falsify data or depart from standard procedure?
- Is it possible for me to explain my choice at a staff meeting?
- What would it look like if it made the news?
- Is it true that I am loyal to my family, my employer, and myself?
- What would I tell my child to do if it were up to me?
- Is this the correct course of action?





## **Information and Resources**

### **Executive Chairman**

Dr. Fawaz Hamidi

+961 3 22 88 26

Signature: \_\_\_\_\_

### **Vice Executive Chairman**

Mr. Nasri Mouawad

+961 3 88 87 68

Signature: \_\_\_\_\_  
I hereby acknowledge that I have read and understood the Code of Conduct, along with its policies and procedures and that I will be working in close terms with the codes provided by BIAT.

### **Disciplinary System- Sanctions**

Any action taken that violates these Anti-Bribery Policies may result in disciplinary sanctions and, if applicable, legal action. In addition, any action carried out in violation of the laws and regulations applicable to the business of corruption is also likely to lead to criminal penalties for the employer concerned and criminal penalties for the employee, such as financial penalties and imprisonment penalties.


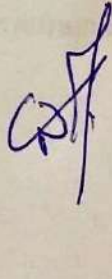
The appropriate penalties and measures will be those stipulated in the law applicable to the employee concerned and will be taken in accordance with applicable legal procedures, in particular, with regard to the rights and guarantees applicable to the employee concerned.

The penalties will include, if necessary, in accordance with applicable law, the payment of fines and a claim for compensation as well as the suspension of the employee from work. The employee will be held responsible for the conduct and subject to disciplinary measures if the employee is found to have committed a breach of the policy, as discovered by BIAT staff in the course of internal control.

The employee is considered responsible for the conduct and subject to disciplinary measures if the employee is found to have committed a breach of the policy, as discovered by BIAT staff in the course of internal control.

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## Code of Conduct Acknowledgement

Employees are required to read this Code of Conduct in conjunction with other relevant company policies, including:

- Sexual Abuse
- Anti-Fraud
- Use of Property
- Environment
- Safety and Security Manual

I \_\_\_\_\_ hereby acknowledge that I have read and received BIAT's code of conduct, along with its policies and procedures and that I will be working in close terms with the codes provided by BIAT.

## Disciplinary System- Sanctions

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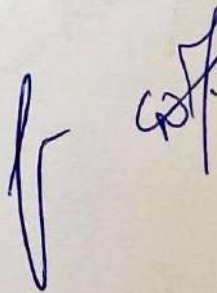
The appropriate penalties and measures will be those stipulated in the law applicable to the employee concerned and will be taken in accordance with applicable legal procedures; in particular, with regard to the rights and guarantees applicable to the employee concerned.

These penalties may include in particular, in accordance with applicable law, dismissal for fault and a claim for compensation at BIAT even if the non-compliance with the rules is discovered by BIAT itself in the course of internal control.

The employee is considered responsible for the conduct and subject to disciplinary penalties if they intentionally or neglectfully violate their duties or refrain from carrying out the orders of their superiors.

Administrative disciplinary sanctions are:

- 1- Sending out a written warning twice





## 2- Discharge from service

Penalty (1) is imposed by a decision from the Executive Chairman and Human Resources department.

Penalty (2) is imposed by a decision from the Executive Chairman, his Vice, and the Human Resources Department.

Penal penalties: In addition to administrative penalties, penal penalties are imposed if necessary, based on the general penal code applicable in Lebanon.

Executive Chairman	Vice Executive Chairman	Employee
Dr. Fawaz Hamidi	Mr. Nasri Mouawad	



Handwritten signatures and a circular stamp of the BIAT Association in Tripoli. The stamp contains the text "BIAT" and "Association in Tripoli".