



DAR AL-HANDASAH CONSULTANTS SHAIR & PARTNERS HOLDINGS LIMITED

(registered in the Dubai Finance Centre under number 1159)

(the Company)

DIRECTORS' WRITTEN RESOLUTION

Passed on: August 20, 2024

We, the duly appointed board of directors of Dar Al-Handasah Consultants Shair and Partners Holdings Ltd, a company organised and existing under the laws of Dubai International Financial Center of the Emirate of Dubai, UAE, with registration number 1159 (the "Company"), certify that the resolutions set forth below were duly adopted by the board of directors of the Company on August 5, 2024 and that the said resolutions have not been modified or rescinded and are now in full force and effect and are in conformity with the provisions of the by-laws of the Company: NOW THEREFORE IT IS RESOLVED

That in accordance with Article 28 (I) of the Company's Articles of Association, the Board of Directors after due and careful consideration of the proposed form of Slavery and Human Trafficking Statement for the Company and its affiliates operating under the 'Dar' or 'Dar Al-Handasah Consultant (Shair & Partners)' names (the **Dar Operating Business**) for the financial year ended 31 December 2023 (the **Statement**) and corresponding Dar Anti-Slavery and Human Trafficking Policy (the **Policy**), each appended to this Written Resolution, HEREBY APPROVE:

1. the Statement and its signature and publication on the Dar website with effect from August 20, 2024 in order to ensure that the Dar Operating Business can evidence compliance with UK Modern Slavery Act 2015 (the **Purpose**). Amendments and updates necessary to finalise the Statement and ensure the published form achieves the Purpose, may be approved by a single Director, substantive changes must be approved by the Board; and
2. following the commitments set out in the Statement and in order to fulfil the Purpose, signature and introduction of the Policy with effect from May 1, 2023 in relation to the Dar Operating Business. Amendments and updates necessary to finalise the Policy and ensure it achieves the Purpose, may be approved by a single Director, substantive changes must be approved by the Board.

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Talal Shair

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Talal Shair

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Dany Aoun

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Neil Bruce

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Bashar Rihani

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Philip Harrison

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Modern Slavery Transparency Statement

This slavery and human trafficking statement has been published to demonstrate Dar's firm commitment to ethical business practices and pursuant to section 54(1) of the UK Modern Slavery Act 2015. It constitutes our statement for the financial year ending 31 December 2023.

Introduction from Dar's Chief Executive Officer

This statement relates to the operations of Dar Al-Handasah Consultants Shair and Partners Holdings Limited (a company incorporated in the Dubai International Financial Centre (DIFC)) in respect of its affiliates trading under the 'Dar' or 'Dar Al-Handasah Consultants (Shair and Partners)' names, including Dar al Handasah Consultants (Shair & Partners) (UK) Ltd, Dar al Handasah (UK) Ltd, Dar Consultants (UK) Ltd, Dar Plus Ltd, Dar Group (UK) Ltd, Dar 150 Holborn Development Ltd, 150 Holborn Real Estate Ltd (Reg'd in Jersey), Dar RE Finance Co Ltd, Dar RE Lease Co Ltd, 150 Holborn Operations Ltd, IPA Advisory Ltd, IPA Energy + Water Economics Ltd, Dar Group Ltd, Dar International Limited, Sidara UK Holdings Ltd, Sidara UK Corporation Ltd, SIDARA LIMITED, Para Digital Solutions, Urban Initiatives Studio Ltd. For the purposes of this statement these firms are together referred to as the "Dar", "we", "our" or "us".

We are committed to implementing robust and appropriate procedural practices to evidence the measures that we take to combat the risk of slavery and human trafficking occurring in our operations or supply chains.

We have a zero-tolerance approach to modern slavery across all areas of our organisation, as well as in our supply chains. We are committed to ensuring that we are not connected to modern slavery in any way.

Organisational structure

At Dar, we provide planning, design, management and consultancy for some of the world's most important and exciting projects. Through our team of experts, we embrace challenges to empower the communities we work with. In suburbs and city centres, deserts and metropolitan areas, war zones and sacred shrines, our approach to project work aims to ensure a positive impact on all of our stakeholders' lives.

With our team of more than 9,500 staff members, we operate in 47 offices in the Middle East, Africa, Asia, and Europe. Our five principal design centers are located in Beirut, Cairo, London, Pune, and Amman.

As a professional services business our supply chain is relatively limited, and is predominately focused on skilled professional consultant engagements in support of our client focused work.

Further information about our global services, industries and locations can be found at www.dar.com.

Our policies on slavery and human trafficking

An anti-slavery policy is rolled out to all our staff via the organisation's intranet to formalise the principle-based approach adopted by Dar to date.

All personnel will be supported in taking action to avoid any activity that might lead to, or suggest, a breach of this statement. Personnel are encouraged to raise concerns about any issue or suspicion of modern slavery in any part of our organisation or supply chains at the earliest possible stage through defined reporting lines.

As a professional services organisation we deliver our services through our high-quality staff and as such we have robust recruitment practices supported by representatives of our Human Resources team. Checks include evidence to support candidates' 'right to work'. This close involvement and oversight limits the risk of employing anyone who is forced or trafficked labour.

Suppliers & business partners

We are committed as an organisation to tackling modern slavery and human trafficking and want to work with suppliers and other business partners who share our values. During 2022 Dar has been working with the businesses within the wider Dar Group to set up and implement a risk based assessment of clients, suppliers, sub-consultants, sub-contractors and other business partners via a due diligence tool provided by Dow Jones. This will enable us to undertake detailed due diligence checks for issues such as sanctions, money laundering and modern slavery violations. The system is fully operational across the Group since early 2022.



We work in partnership with all our Group companies, contractors, suppliers and other business partners and we aim to leverage those collaborative relationships to ensure that they share and work towards an opposition to slavery and human trafficking. To manage this, as part of our contracting processes, we will work to include specific prohibitions on the use of forced, compulsory or trafficked labour, or anyone held in slavery or servitude, whether adults or children, and we expect our suppliers to hold their own suppliers to the same high standards.

Where we have sub-consultants or sub-contractors providing services on our behalf we require them to comply with terms which, going forward, will include reference to the legal obligations and principles outlined in Dar's anti-slavery and human trafficking statement.


Further Steps

This financial year, Dar has considered the effectiveness of the steps it has taken to ensure that there is no slavery or human trafficking in its supply chains, As set out in this statement, Dar has identified some areas of improvement and instigated actions to address these over the coming financial year.

Dar is committed to improving its practices to combat slavery and human trafficking. We will continue to review the steps being taken to combat modern slavery and human trafficking in Dar's business and its supply chains and to make improvements where necessary.

This statement is made pursuant to section 54(1) of the UK Modern Slavery Act 2015 and was approved by the Dar Board of directors **at its meeting held** August 20, 2024.

Signed

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Talal Shair

Chief Executive Officer



ANTI-SLAVERY AND HUMAN TRAFFICKING POLICY

<i>Version</i>	<i>Author</i>	<i>Issue Date</i>	<i>Revision Detail</i>
01	Dar Legal	1 August 2018	Policy Introduction
02	Dar Legal	10 January 2022	Policy Introduction
03	Dar Legal	1 May 2023	Policy Introduction
04	Dar Legal	20 August 2024	Policy Introduction

1. POLICY STATEMENT

- 1.1 This policy relates to the operations of Dar Al-Handasah Consultants Shair and Partners Holdings Limited (a company incorporated in the Dubai International Financial Centre (DIFC)) in respect of its affiliates trading under the 'Dar' or 'Dar Al-Handasah Consultants (Shair and Partners)' names, including Dar al Handasah Consultants (Shair & Partners) (UK) Ltd, Dar al Handasah (UK) Ltd, Dar Consultants (UK) Ltd, Dar Plus Ltd, Dar Group (UK) Ltd, Dar 150 Holborn Development Ltd, 150 Holborn Real Estate Ltd (Reg'd in Jersey), Dar RE Finance Co Ltd, Dar RE Lease Co Ltd, 150 Holborn Operations Ltd, IPA Advisory Ltd, IPA Energy + Water Economics Ltd, Dar Group Ltd, Dar International Limited, Sidara UK Holdings Ltd, Sidara UK Corporation Ltd, SIDARA LIMITED, Para Digital Solutions, Urban Initiatives Studio Ltd. For the purposes of this statement these firms are together referred to as "Dar", "we", "our" or "us".
- 1.2 Modern slavery is a crime in a number of the jurisdictions in which we operate and a violation of fundamental human rights. It takes various forms, such as slavery, servitude, forced and compulsory labour and human trafficking, all of which have in common the deprivation of a person's liberty by another in order to exploit them for personal or commercial gain. We have a zero-tolerance approach to modern slavery and we are committed to acting ethically and with integrity in all our business dealings and relationships and to implementing and enforcing effective systems and controls to ensure modern slavery is not taking place anywhere in our own business or in any of our supply chains.
- 1.3 We are committed to ensuring there is transparency in our own business and in our approach to tackling modern slavery throughout our supply chains, consistent with our disclosure obligations under the UK Modern Slavery Act 2015. We expect the same high standards from all of our contractors, suppliers and other business partners, and as part of our contracting processes, we will include specific prohibitions against the use of forced, compulsory or trafficked labour, or anyone held in slavery or servitude, whether adults or children, and we expect that our suppliers will hold their own suppliers to the same high standards.
- 1.4 This policy applies to all persons working for us or on our behalf in any capacity, including employees at all levels, directors, officers, agency workers, seconded workers, volunteers, interns, agents, contractors, external consultants, third-party representatives and business partners. This policy does not however form part of any employee's contract of employment and we may amend it at any time.

2. RESPONSIBILITY FOR THE POLICY

- 2.1 The Board of Directors of Dar Al-Handasah Consultants Shair and Partners Holdings Limited (DIFC) has overall responsibility for ensuring this policy complies with our legal and ethical obligations, and that all those under our control comply with it.
- 2.2 Where a local office Compliance Officer has been appointed he or she has primary and day-to-day responsibility for implementing this policy in relation to operations of the applicable office. Where no local Compliance Officer has been appointed the general Dar Al-Handasah Compliance Officer (as identified in paragraph 1.4 of the Dar Al-Handasah (Shair & Partners) Anti-Bribery & Corruption Policy) has primary and day-to-day responsibility. The applicable Compliance Office is responsible for monitoring the policy's use and effectiveness, dealing with any queries about it, and auditing internal control systems and procedures to ensure they are effective in countering modern slavery in relation their appointed remit of responsibility.
- 2.3 Management at all levels are responsible for ensuring those reporting to them understand and comply with this policy and are given adequate and regular training on it and the issue of modern slavery in supply chains.

3. COMPLIANCE WITH THE POLICY

- 3.1 You must ensure that you read, understand and comply with this policy.



- 3.2 The prevention, detection and reporting of modern slavery in any part of our business or supply chains is the responsibility of all those working for us or under our control. You are required to avoid any activity that might lead to, or suggest, a breach of this policy.
- 3.3 You must notify your Head of Department or the Director to whom you report as soon as possible if you believe or suspect that a breach of this policy has occurred, or may occur in the future, or you have concerns about any issue or suspicion of modern slavery in any parts of our business or supply chains of any supplier tier, and they will consult with a Compliance Officer where necessary.
- 3.5 In addition, if you are unsure about whether a particular act, the treatment of workers more generally, or their working conditions within any tier of our supply chains constitutes any of the various forms of modern slavery, raise it with your Head of Department or the Director, and they will consult with a Compliance Officer where necessary.
- 3.6 We aim to encourage openness and will support anyone who raises, following appropriate reporting lines, genuine concerns in good faith under this policy. We are committed to ensuring no one suffers any detrimental treatment as a result of reporting in good faith their suspicion that modern slavery of whatever form is or may be taking place in any part of our own business or in any of our supply chains.

4. **SUPPLIER & BUSINESS PARTNER ENGAGEMENTS**

- 4.1 Our commitment to addressing the issue of modern slavery in our business and supply chains should be communicated appropriately with all suppliers, contractors and business partners at the outset of our business relationship with them and reinforced as appropriate thereafter.
- 4.2 Before engaging any supplier or other business partner (or, in respect an existing supplier or business partner, before renewing any existing business arrangement), a risk assessment should be conducted and documented to identify if there is a modern slavery risk. Questions to answer in carrying out this assessment include:
- 4.2.1 Does the applicable supplier or business partner operate in a high risk country or sector?
- 4.2.2 Are there any redflags in the types of services that the applicable supplier or business partner provides?
- 4.2.3 Based on desktop research, is there any public record of the applicable supplier or business partner breaching applicable standards, or, alternatively, of it making any commitment to the eradication of slavery?
- 4.3 If you have any questions in carrying out a risk assessment, speak to a Compliance Officer. If you identify any concerns in carrying out a risk assessment speak to your Head of Department or the Director, and they will consult with a Compliance Officer where necessary to clarify if additional due diligence is needed.
- 4.4 All new or renewed contracts with suppliers or other business partners should include the following provisions:
- (A) *The supplier or business partner:*
- (i) *must comply with all applicable anti-slavery and human trafficking laws and not use forced, compulsory or trafficked labour, or hold anyone in slavery or servitude, whether adults or children, and include equivalent commitments in its own supplier contracts;*
- (ii) *must comply with the legal obligations and principles outlined in Dar's then published Modern Slavery Transparency Statement; and*
- (iii) *must keep proper books and records available for inspection by Dar, auditors or investigatory authorities and include equivalent commitments in its own supplier contracts.*
- (B) *Dar may immediately terminate the contract if any of the commitments in (A) are violated.*

5. **BREACHES OF THIS POLICY**

Any employee who breaches this policy will face disciplinary action and, following paragraph 5 above, we may terminate our relationship with other individuals and organisations working on our behalf if they breach this policy.



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Talal Shair

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Talal Shair

Chief Executive Officer