



CONFLICT OF INTEREST POLICY

VERSION 1.0

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Definitions

ILP: all references to "ILP" include ILP Inc as well as all ILP's partners and external Groups, vendors and companies.

GOVERNMENT OFFICIAL: anyone who exercises, even if temporarily or without remuneration, by election, appointment, designation, hiring, or any form of investiture or bond, mandate, position, employment, or public office.

CODE OF ETHICS AND CONDUCT: it clarifies an organization's mission, culture, values, and principles, linking them to standards of professional conduct. The Code articulates the values that the organization wants to promote in leaders, in our people, and, by doing so, defines the desired behavior. As a result, codes of ethics and conduct become benchmarks by which individual and organizational performance can be measured.

CODE OF ETHICS FOR THIRD PARTIES: it establishes transparency and ethics in business relationships, being a relevant guide to build/foster trust for our suppliers and demonstrate our values.

CONFLICT OF INTEREST: A conflict of interest is when, due to its own interest or the interest of a third party, a related person may be influenced to act against the organization's principles, making an inappropriate decision, or failing to fulfill any of their professional responsibilities.

CORRUPTION: Corruption is the act of providing anything of value, directly or indirectly, to Government Officials to influence official action, to obtain or retain business or otherwise secure preferential treatment. Anti-corruption laws prohibit giving anything of value to a private person or entity to obtain or retain business or to secure any undue advantage, as provided for in ILP policy for anti-corruption and bribery.



THIRD PARTIES: natural or legal persons, non-ILP collaborators, who are directly or indirectly related to ILP, such as: service provider(s), supplier(s), partner(s), consultant(s).

RELATED PERSONS: senior management persons who have direct influence over the management of the organization (in other words, officers and members of the board of directors). In addition, close family members and entities controlled by these people or their family members.

I. Objective

This policy aims to establish the necessary guidelines to ensure transparency and independence in ILP's relations, as well as to effectively manage conflicts of interest that may arise.

II. To whom it applies

It applies to all ILP people, as well as to administrators and shareholders, and to all third parties who have any kind of relationship with ILP , anywhere in the world.

III. Directives

Compliance with the rules and procedures established in this Policy must be respected by all people who, directly or indirectly, have a relationship with ILP . The leadership must be aware of situations that may lead to the practice of acts contrary to the values and principles contained in the ILP's Code of Conduct.

Related persons subject to this Policy shall act responsibly, with diligence and transparency, taking decisions that do not contradict the interests of ILP , always



seeking to keep the good reputation and image of ILP , the values, and principles contained in the Code of Ethics and Conduct, the safety and integrity of its activities and relationships.

In the event of doubt or verification of any situation that does not comply with the ILP Code of Ethics and Conduct, all people have the duty to communicate to the direct leadership or through the established communication channels , as provided for in the Code of Conduct ILP , or by email (info@iraq-ilp.org).

III.I. Types of Conflict of Interest

Aiming at a better understanding of what each type of conflict would be, the respective definitions of conflict of interest scenarios are presented below:

- Real conflict: a situation in which there is, in fact, a conflict of interest;
- Potential conflict: a situation that could evolve into a conflict of interest;
- Apparent conflict: a situation in which a person could reasonably conclude that the collaborator did not act with integrity in fulfilling their obligation to act in the interest of ILP .

All people are subject to uncomfortable scenarios that can generate conflicts of interest during their work routine. These scenarios materialize when the ability to decide impartially and act responsibly is affected, with the risk of personal benefit instead of prevailing ILP 's interests.

All situations of conflict of interest mentioned above must be forwarded to the Compliance area (compliance@ciandt.com) for evaluation. The conflict exists even in situations where no harmful act has been produced, as an apparent conflict of interest may compromise the trust or credibility of ILP or the related person.



It will be up to the compliance department to assess whether: the conflicted person's participation produced harmful consequences or results for ILP ; or whether such a situation is just a potential or apparent conflict of interest.

III.II. Related Person Transactions

Transactions with related parties include any transactions, such as agreements, sales, purchases, transfers of real and personal property, payments or loans between ILP and (a) companies/organizations that are directly or indirectly controlled by, or are under common control; (b) associated companies; (c) key management personnel, that is, persons with authority and responsibility for planning, directing, and controlling the activities of the organization , including directors and senior managers, as well as close members of the families of such individuals (any immediate family member, which means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law of such person, in other words, any person – other than a tenant or an employee – sharing the household with them, in case they may be expected to influence or be influenced by these people in the dealings with ILP); and (d) companies/organization in which a substantial share (10% or more) of the voting power belongs, directly or indirectly, to any person described in item (c) or over whom that person is capable of exercising significant influence.

Transactions between ILP and its Related Parties must be monitored in accordance with the rules and regulations of the Iraqi law. Securities and Exchange Commission (SEC), including the prohibition of personal loan to directors and executive officers and subject to the types of financing expressly authorized by law and by the SEC/Iraqi Law rules,



III.III. Relationship with audits

In order to also ensure compliance with the any external audit organization may not be contracted by ILP to perform any similar audits or verifications, if the CEO, CFO, chief financial or accounting officer, or equivalent position, has worked or been part of this public audit firm or has participated in any audit position for that issuer during the period of one (1) year prior to the start date of the audit.

It is illegal for any Related Person, or any other person acting under its direction, to take any action to influence, coerce, manipulate, or mislead any independent public or certified accountant involved in the performance of an audit of that issuer's Financial Statements for the purpose of making them materially misleading.

III.IV. Conflict of interests in the work environment

III.IV.I : Selection and hiring of third parties

The hiring of service providers or other suppliers – individuals or legal entities – who, at some point, have or had a direct relationship with any person from ILP is allowed, provided that the process is conducted with transparency and in order to avoid suspicions of personal benefit.

For example, we have the following situation: a person can nominate the wife/husband's organization, to be a supplier or provide services for ILP, as long as the nominated organization participates in the quotation process together with other companies, thus demonstrating transparency and fairness of the process.



In this scenario, it is important that the person who made the appointment is not involved in the selection/approval process of suppliers/service providers and/or the values inherent in the contractual relationship.

III.IV.II : Simultaneous work in two companies

It is possible that persons subject to this document have participation or work in/for other companies, but they cannot: a) occupy a position capable of influencing the decisions of companies competing with ILP ; b) perform the same or similar function as that performed at ILP ; c) commit time that conflicts with their activities at ILP ; d) breach the employment contract with ILP ; or e) violate local law. Any situation of potential, real or apparent conflict must be immediately communicated to ILP through its leadership, Compliance team (info@iraq-ilp.org)

III.IV.III : Indication and management of close people

People are allowed to nominate people from their personal cycle, including close relatives, to be considered for service provision and selection processes at ILP . In this case, however, they must make clear the nature of their relationship with the candidate at the time of nomination and assume an impartial position, without any involvement in the hiring process. Before the actual hiring, an analysis should be conducted to check positions and work routines to avoid potential or apparent conflicts of interest.

You cannot participate alone in the management or decision-making about potential or existing ILP business relationships and about performance appraisal and recognition issues involving your relatives, spouse or wife, partner, or close friend. This includes being the only person responsible for hiring a position for which one of these people is being considered.



III.IV.IV : Gifts, travel, hospitality and entertainment

Collaborating persons are prohibited from obtaining, promising, authorizing or providing any undue advantage, payments, gifts, accommodation or the transfer of any benefit to any other person, whether a Public Agent or not.

Before providing or accepting any gift, meal, entertainment or travel, please apply our criteria to confirm that:

- it is for an appropriate purpose and is not intended to secure undue advantage or otherwise improperly influence the recipient;
- it is allowed by our policies;
- it is permitted by the recipient's policies and by any agreements between ILP and recipient's employer;
- it is reasonable in value and appropriate under the circumstances;
- the gift, meal, entertainment or travel was not requested;
- the gift does not have a significant value (it should not exceed USD 100.00 on average);
- the gift is not delivered before or after the submission of commercial proposals or response to an offer, while approvals or decisions are pending;
- giving/receiving the gift does not violate any law in the country you are in;
- if the gift is a courtesy, such as attending an event (domestic or international), it is not conditioned to favors in a bidding procedure or choice of suppliers.

IV. Responsibility and Violations

Direct leadership and the Compliance department shall be immediately informed if:

- there is a subordinate relationship between ILP people who have an emotional relationship with each other and/or are close relatives (any immediate family member, which means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law of such person, in other



words, any person – other than a tenant or an employee – sharing the household with you, in case they may be expected to influence or be influenced by you in the dealings with ILP);

- there is an affective relationship and/or they are close relatives of people who work in companies that compete with ILP ;
- it is verified that, in the contracting organization , there are people who maintain an affective relationship or have a close relationship with any person from ILP or interact with public agents or any other third parties and vice versa.

The senior management and all collaborators of the ILP teams /Groups are obliged to comply with and protect this, Policy.

Any breach of this Policy, as well as the Code of Ethics and Conduct, and any other guideline, rule or policy of the Organization must be reported via the Ethics Portal (ethics.ciandt.com).

A violation of the guidelines of this Policy may result in disciplinary action, including, but not limited to, a warning, suspension, or termination of employment. In addition to ILP teams/Groups sanctions, violations may result in referral to civil or criminal authorities where necessary or otherwise appropriate.

V. Applicable Documents

- ILP Code of Conduct.

The first of this Policy (the "Conflict of Interest Policy") has been adopted by the Board of Directors of ILP Inc (the "Holding organization") on Jun, 30th 2024 to apply in respect of the Holding Organization , such adoption being incidental to the business of the Holding Organization as a pure equity holding organization , and has been adopted by the Board of Directors of ILP. (the "Operating Organization ") on July 2024 apply in respect of the Operating Organization and each other direct and indirect



subsidiary of the Holding Organization (each, a "Subsidiary"). References in this Policy to the "organization" are to be construed as references to the Holding Organization, the Operating Organization and/or each Subsidiary as applicable.

VI. Committee Control

Position	Date	Name	Signature
CEO		Shayma Sabri	
A.manager		Hameed Al Hamad	
Log.officer		Muhammed Naser	
P.coordinator		Sura Younus	