

ETHICAL REPORTING POLICY

**(FOR REPORTING IMPROPER CONDUCT, WRONGDOINGS, CORRUPTION, FRAUD, WASTE OR
ABUSE INVOLVING COMPANY'S RESOURCES)
VERSION 1.1**

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1. INTRODUCTION

In line with good corporate governance practices, the Management team of flydubai (“the Company”) encourages its employees and associates (“the reporting individual”) to report suspected and/or known misconduct, wrongdoings, corruption and instances of fraud, waste, and/or abuse involving resources of the Company.

2. OBJECTIVES

The objective of this policy and procedure is to provide and facilitate a mechanism for any reporting individual (“RI”) to report concerns about any suspected and/or known misconduct, wrongdoings, corruption, fraud, waste and/or abuse.

3. POLICY & PROTECTION

I. Anonymity

It is the policy of the Company to allow the RI to either identify themselves or if they prefer, to remain anonymous when reporting suspected and/or known instances of misconduct, wrongdoings, corruption, fraud, waste and/or abuse.

II. Assurance against reprisal and/or retaliation

Where the RI has chosen to reveal his/her identity, it is the policy of the Company to provide assurance that the RI would be protected against reprisals and/or retaliation from his/her immediate superior or head of department / division. In addition, the Company provides assurance that no disciplinary action can be taken against the RI as long as he/she does not provide false information in the report "purposely, knowingly or recklessly" i.e. the report is basically malicious in nature.

III. Confidentiality

The Company shall treat all reports or disclosures as sensitive and will only reveal information on a "need to know" basis or if required by law, court or authority.

The identity and particulars of the RI shall also be kept private and confidential unless the RI chose to reveal his/her identity.

Where the RI has chosen to reveal his/her identity when making such a report, written permission from the RI would be obtained before the information is released.

IV. Immunity

All costs in relation to any legal liabilities or proceedings (whether criminal or civil) that may be brought against the RI shall be borne by the Company and the selection of the lawyer defending the legal action shall be made by the Company.

V. Protection

The RI shall also be protected against:

1. Action causing injury, loss or damage;
2. Intimidation or harassment;
3. Interference with the lawful employment or livelihood of the RI, including discrimination, discharge, demotion, suspension, disadvantage, termination or adverse treatment in relation to the RI's employment, career, profession, trade or business or the taking of disciplinary action; and
4. A threat to take any of the actions referred to in paragraphs (i) to (iii) above.

Where necessary, any person related or associated with the RI (e.g., immediate family members) shall be accorded with similar protection mentioned in this paragraph (V).

4. REVOCATION OF POLICY & PROTECTION

The protection stated in section (3) above shall be revoked by the Company if:

- I. The RI has participated in the improper conduct, wrongdoings, corruption, fraud, waste, and/or abuse;
- II. The RI willfully or maliciously made his disclosure, knowing or believing the information is false or untrue;
- III. The disclosure is frivolous or vexatious; or
- IV. The disclosure is made with the intention or motive to avoid dismissal or other disciplinary action.

5. SCOPE & DEFINITION

I. Improper Conduct

Any conduct which if proved, constitutes a disciplinary offence or a criminal offence.

II. Fraud

Fraud is the act of making false representations of material facts whether by words or conduct, by concealing information, or by making misleading statements in order to obtain some benefit or payment that would otherwise not exist.

Fraud includes (but not limited to) any questionable accounting practices or irregularities in the Company's reported financial statements and non-compliance with the Company's internal financial controls.

These acts may be committed either for the RI's own benefit, or for the benefit of some other party. These acts must have been committed knowingly, willfully and intentionally.

III. Waste

Waste is spending money or using resources on goods or services in excess of actual need. Waste does not necessarily produce a benefit for the RI, but is an act of poor management of funds.

IV. Abuse

Abuse consists of practices that cause unnecessary costs to the Company. Abuse can be similar to fraud, except that it is not necessary to prove that abuse was performed knowingly, willfully and intentionally.

6. PROCEDURE FOR REPORTING

If a RI suspects that improper conduct, wrongdoings, corruption, fraud, waste, or abuse has occurred, the RI is encouraged to contact Internal Audit. Ethical concerns may be reported through flydubai [Ethical Reporting](#) portal located on the intranet as well as the Company website, or electronically via email to ethicalreporting@flydubai.com, alternatively, via postal or courier service marked “Strictly Confidential” on the following address:

Tom Mtine,
Vice President-Internal Audit,
Dubai International Airport, Terminal 2,
PO Box 353,
Dubai, UAE

The RI may use the [Ethical Reporting Form](#) provided. Completion and submission of this form will aid in providing adequate information to begin investigations.

7. PROCEDURE FOR HANDLING INVESTIGATIONS & REPORTS

- I. The Vice President-Internal Audit will maintain a record of the complaints and will track their receipt, investigation and resolution.
- II. The Vice President-Internal Audit will seriously consider each disclosure and pursue it to the extent that the information received allows, and based on the evidence that is available.
- III. Once your disclosure is received, the Vice President-Internal Audit will begin preliminary investigations to establish whether the disclosure has merit and can be substantiated.
- IV. Following internal auditing standards of professional practice, the Vice President-Internal Audit will review the disclosure and determine if there is enough evidence to confirm that disclosure.
- V. With this information, the Vice President-Internal Audit will do the best to draw an unbiased conclusion from facts given by the RI, or any other information gathered during the course investigation.
- VI. If the case necessitates further action on the part of any other department in the Company, a copy of a summary report will be provided.
- VII. The Vice President-Internal Audit shall prepare a summary report and present it to Senior Management including the Chief Executive Officer on a quarterly basis of all reported disclosures. The report will maintain confidentiality to protect the RI's identity.

8. DISCLOSURE

This policy should be made accessible to all the staff members and associates.