

Bribery and Anti-Corruption Policy

Oct 2023

V.01

Table of Contents

#	Topic	Page #
1	Introduction	3
2	Definition of Bribery	3
3	Definition of Corruption	3
4	Examples of Bribery activities	4
5	Examples of Corruption activities	5
6	Reporting “Whistleblowing”	5
7	Followed Process & Principles and Standards in dealing with Violations	6
8	Reporting to the Authorities	6
9	Mechanism of Violation Reporting	6

1. Introduction

Bindawood Holding Company and its Subsidiaries (hereafter referred to as "the Company" or "Bindawood Holding") is committed to maintaining the highest standards of integrity, transparency, and compliance with all applicable standards in regards to Bribery and Anti-Corruption. This Policy outlines the guidelines and procedures to prevent our Company from being involved in any form of Bribery and Corruption activities. Compliance with this policy is mandatory for all employees including the affiliated companies' employees, vendors, and third parties associated with the Company.

Bindawood Holding is dedicated to preventing Bribery and Corruption activities. We strictly follow all standards and regulations related to this activities, as well as international best practices in combating Bribery and Corruption.

This policy is considered as one of the tools that will help the Company to achieve its goals and accomplish its strategies, especially in Governance and Compliance practices. All employees are responsible to comply with it and the regulations applicable to Bribery and Corruption, and refer to compliance department for further information and explanations.

Management at all levels is responsible for ensuring compliance with this policy. They are expected to foster a culture of awareness, provide necessary resources, and lead by example.

2. Definition of Bribery

Any action by the employee who solicits, accepts, or receives for himself or for others a gift or payment of any sort, or a promise thereof, as a consideration for performing or not performing or breaching any of his office duties or an alleged office duty, even if the action taken is legitimate, or without prior agreement shall be considered a bribe.

3. Definition of Corruption

The abuse of entrusted power for private gain.

4. Examples of Bribery activities (not limited) ⁽¹⁾:

- **Payments to Government Personnel:** The Company prohibits giving anything of value, directly or indirectly, to officials of governments or political candidates in order to obtain or retain business. It is strictly prohibited to make illegal payments to government officials.
- Employees should not offer, give, solicit or receive bribes or kickbacks. These are criminal actions that can lead to prosecution.
- Employees may not seek or accept any gifts, advances, payments, fees, services, privileges, vacations or pleasure trips (even with an apparent business purpose), loans (other than conventional loans on customary terms from lending institutions) or other favors from any Person or business organization that does or seeks to do business with, or is a competitor of, the Company. No one may accept anything of value in exchange for referral of third parties to any such Person or business organization. In applying this policy:
- Employees may accept common or ordinary social amenities valued less than SR. 300 associated with generally accepted business practices for themselves and members of their families. In all cases, the employee must communicate the gift acceptance to his / her immediate Line Manager.
- It is never permissible to accept cash or cash equivalents (savings bonds, stock, etc.) of any amount. In addition, entertainment beyond that described above should not be accepted under any circumstances.
- Employees should be aware that it is a violation to confer benefits on an employee of another company if it is made without such person's employer's consent or knowledge and with intent to influence such person's conduct in relation to the affairs of the employer. The making of seasonal gifts at holiday time is generally not considered to be a violation; however, at no time may cash or cash equivalents (savings bonds, stock, etc.) be issued as gifts.
- Employees may dispense common courtesies or ordinary social amenities generally associated with accepted business practices if they meet all the following criteria as follows:
 - There is a specific business purpose.
 - They are of limited value, and in a form that will not be construed as a bribe or pay-off.
 - They are not in contravention of applicable law and generally accepted ethical standards.

⁽¹⁾ As per BDH Governance Manual and Policy approved by the EGA December 2019.

- Public disclosure of the facts will not embarrass the Company or the director, officer or employee.
- Secret commissions or other secret compensation or payments are never permissible and may be a criminal offense.

5. Examples of Corruption activities (not limited)⁽²⁾:

- Conducting Business with Related Companies without proper approval: Team members shall not conduct business on behalf of the Company with a member of his or her family, or a business organization with which he or she or a family member has an interest or employment relationship that calls for disclosure under the Code standards described above or that otherwise could be considered significant in terms of potential conflict of interest, unless (a) such business dealings have been disclosed in writing to the CEO and (b) the CEO notifies the team member that it has been determined that such transaction is permissible.
- **Having Interests in Other Companies who's conducting business with the Company:** Team members, or members of their families shall not acquire, own or have any financial interest in any business organization that does or seeks to do business with the Company or is a competitor of the Company, unless (a) such interest has been fully disclosed in writing to the CEO and (b) the CEO notifies the director, officer or employee that it has been determined that the team member's duties for the Company will not require him or her to make or cause to be made decisions that could be influenced by such interest, or that the interest is otherwise permissible.
- **Soliciting donations from Suppliers and Customers:** No one should request donations from suppliers, customers or contractors to help pay for any Company events. Solicitations of cash, merchandise or services are not allowed.

6. Reporting "Whistleblowing"⁽³⁾:

Whistleblowing is a practice which enables the employees or stakeholders (any person who has an interest in the Company, including creditors, customers, suppliers and the community as per the definition by the Capital Markets Authority ("CMA") to report genuine and legitimate concerns with assurance of anonymity. Whistleblowing gives the Company and its management an opportunity to verify the accuracy of these concerns, which may not otherwise come to light, and take appropriate action to protect the interests of the Company, its employees and its stakeholders.

⁽²⁾As per BDH Governance Manual and Policy approved by the EGA December 2019.

⁽³⁾As per BDH Whistleblowing Policy approved by the Board of Directors on April 2021.

The company already have a Whistleblowing policy approved by its Board Of Directors, which specifying all the necessary information to report any violations or suspicious activities, the company also encouraging all its employees to report any suspicious activities or concerns including Bribery and Corruption activities.

7. Followed Process & Principles and Standards in dealing with Violations⁽⁴⁾:

1. Investigation: Any investigations required will be conducted without regard to the suspected wrongdoer's length of service, position or title, or relationship with the Company.

2. Protection: All employees / stakeholders who in good faith report a violation or who testify, assist, or participate in any way in an investigation or hearing shall be protected from harassment, intimidation, coercion, discrimination, retaliation or adverse employment consequences.

3. Confidentiality: The Company understands that reporting of suspicious activities may involve highly confidential and sensitive information, and that the whistleblowers may prefer to make an anonymous disclosure. Therefore, the Company will ensure that the whistleblower's identity will remain confidential as much as possible. In certain situations, the Company may be forced to reveal required information that might include the whistleblower's identity, and in such cases, the Company will make sure that this information will not be exposed to anyone other than the concerned parties.

8. Reporting to the Authorities⁽⁵⁾:

The Company if applicable will report any suspicious activities in regards to Bribery and Corruption to the relevant authorities in the Kingdom of Saudi Arabia.

9. Mechanism of Violation Reporting⁽⁶⁾:

Compliance Department, headed by the Chief Audit and GRC Officer, shall receive all complaints/matters and deal with it accordingly, via the following channels:

1. Personal presence to Compliance Department – BinDawood Holding Head office
2. Direct Email: (whistleblowing@bindawood.com)
3. Telephone Number: (+966-126053557 Ext 4444)

⁽⁴⁾ As per BDH Whistleblowing Policy approved by the Board of Directors on April 2021.

⁽⁵⁾ As per BDH Whistleblowing Policy approved by the Board of Directors on April 2021.

⁽⁶⁾ As per BDH Whistleblowing Policy approved by the Board of Directors on April 2021.