



Code of Conduct Policy

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Approval(s)

| Version | Date | Approval |
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| 2.0 | 24/1/2021 | Approved by the Board of Directors in the 1st Meeting on 24/1/2021 (11/6/1442H) |

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1. Purpose

Solutions, pursuant to its mission, believes that by providing comprehensive services and innovative solutions to win the trust of our customers and enrich our society and maintain the highest ethical standards in the implementation of its business to ensure good ethical practices and an environment of compliance with applicable laws, regulations, Company bylaws, contractual obligations, business ethics, policies, leading practices prevailing or any other compliance requirement as applicable to Solutions and its subsidiaries, is compulsory for all Solutions Stakeholders (including Solutions management, staff, subsidiaries, etc.) with the aim of flexibility, innovation and confidence-building in the work environment and to create a professional culture that fits the position of the company and the importance of its leadership role in the Saudi society and the national economy, taking into account the regulations in force in the Kingdom of Saudi Arabia.

2. Scope

This Policy applies to any all Persons Working for the Company (as defined below).

3. Policy Administrator:

The administrator of the Policy shall be Solutions' Board of Directors.

4. Responsibilities

- 4.1** Solutions Board of Directors is responsible for preparing and reviewing this Policy and ensuring that all members of the Board and its Standing Committees have reviewed this Policy.
- 4.2** The Board Secretary is responsible for publishing this Policy and notifying all members of the Board of Directors and its Standing Committees of its contents.
- 4.3** All Persons Working for the Company (as defined below) are responsible for compliance with their relevant obligations under in this Policy.
- 4.4** All persons working for the Company, including members of Board of Directors members, Company employees, contractors, suppliers, and those representing the Company before third parties, shall comply with this Policy.

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5. Definitions

The following terms and expressions shall have the meanings they bear as follows unless the context requires otherwise, provided that the Corporate Governance Regulations shall be the main reference for any terms or expressions not defined herein:

5.1 The Company or Solutions: The Arabian Internet & Communication Company (Solutions by stc) (A Saudi Listed Joint Stock Company).

5.2 Executive Management: Persons responsible for managing the daily operations of the Company, and proposing and executing strategic decisions, such as the Chief Executive Officer (CEO) and their delegates and the Chief Financial Officer (CFO).

5.3 Employee: Individuals that execute assigned tasks and responsibilities in accordance with the approved organizational structure, and complies with relevant policies and decisions in light of applicable regulations, including male and female employees.

5.4 Persons Working for the Company: Persons that work for the Company, including members of the Board of Directors and its Standing Committees, Solutions' Employees, contractors, temporary employees, suppliers, and any other stakeholders representing Solutions or acting on its behalf.

6. References

6.1 Law and regulations of the Kingdom of Saudi Arabia.

6.2 Solutions' Conflict of Interests Policy.

6.3 Solutions' Anti-fraud and Corruption Whistle Blowing Policy.

6.4 Solutions' Procurement Policy.

7. Policy Statement

7.1 Obligations

7.1.1 The Company shall:

- a. Respect the importance of each individual (employee, contractor, suppliers, service providers, others) vis a vis his value and beliefs.
- b. Provide a suitable work environment based on values and principles ensuring complete transparency and trustworthiness, while implementing all its approved policies and procedures.
- c. Ensure compliance with the standards regarding environment, health, and safety.

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- d. Evaluate the employee with regard to his career path on the basis of his capabilities, merit, and competitiveness, while providing him equal opportunities to enhance his/her performance.
- e. Provide suitable training and improvement opportunities for the employee during their career path.
- f. Provide opportunities for reasonable and decent debates and fair freedom of expression within the work environment.
- g. Encourage the spirit of creativity and innovation and provide opportunities for employees to participate in presenting creative and innovative suggestions regarding the improvement of Company's operations and services.
- h. Ensure that employees have the right to challenge or complain against any decision through well-advertised and monitored channels and processes within the Company.

7.1.2 Members of the Board of Directors shall:

- a. Commit to follow the relevant laws and regulations that govern and regulate the practices, behaviors, and the relationships and interactions between the members and the Company.
- b. Demonstrate utmost loyalty towards the Company and the Company's interests, growth, and value, as well as putting the Company's interests over their own or any other party.
- c. Ensure to safeguard the Company's interests as well as protecting the shareholders' rights and interests.
- d. Use the Company's assets and resources for achieving the Company's purposes and goals, and not using such assets and resources for achieving a personal interest.
- e. Protect the confidentiality of internal information of the Company and not disclose such information to any person except within the limits stated or allowed in the regulation.

7.1.3 Persons Working for the Company shall:

- a. Preform their duty of care and loyalty in favor of the Company and work to develop the Company and increase its value.
- b. Keep and enhance the reputation of the Company by demonstrating the proper values and ethics.
- c. Not use their positions in the Company for the purpose of achieving personal goals for self or others.
- d. Preform their tasks and duties with responsibility and efficiency in accordance to the best practices within a prescribe time limit, and through the working hours honestly, accurately and professionally, while following the related laws, regulations, charters, policies, and work procedures, with continual improvement as a key objective in mind.
- e. Devote to the official and assigned official duties, and shall not indulge in any activities not related to their roles and responsibilities, unless after obtaining a written authorization from the competent authority.

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- f. Perform tasks or duties to the best of their abilities outside the official working hours in case of extraordinary circumstances where it is deemed necessary by the employer without contravening the Labor Law and its regulations.
- g. Cooperate and help with any investigation and inspection undertaken by any competent authorities, in every possible way, including but not limited to, providing information, answering questions and cooperating with the investigators and inspectors according to the work regulations and policies.
- h. Not do disclose any technical, commercial, and industrial confidential information for the services he/she provided or helped directly or indirectly in providing it, in addition to any other confidential information related to the work or the Company.
- i. Take required care of the machines and tools and resources owned by the Company and placed under their responsibility and care and shall return to the Company the unused materials.
- j. Refrain from any activity that violates the general ethics and behaviors, or any behaviors or activities that contradicts Islamic Sharia, including offending and incitement against any of religious beliefs of others inside the workplace or outside.
- k. Have respect for one another and to consider each other work partners while collaborating to complete tasks on the basis of efficiency and expertise sharing.
- l. The basis of dealing and communicating between the employees shall be without exception or preference or shortage, judged by the Islamic teachings and respect traditions and cultures, and according to the nature of the work.
- m. Refrain from any unethical, negative and harmful activities, including but not limited to, exploitation, blackmail, physical and emotional, sexual harassment, in any way whether by act, verbal, or by indication.
- n. Refrain from the exploitation of any information of the employees' personal lives with the intent to harm them.
- o. Behave with decency and honesty and shall also refrain from harmful arguments, curses, envy, scandals, gossips and other acts of similar nature.
- p. Abstain from rumors and cursing and does not publish negative messages or any that disrupts the employee's reputation as well as the Company's.
- q. Refrain from provoking the employees or agitating them or inciting the employees or clients against the interest of the Company, and to resolve issues in a proper way by following the Company's policies.
- r. Refrain from using social media to discuss the Company's daily tasks and workflow or disrepute the Company or its employees, any relevant improvement or remedial and suggestions shall be made through the available means of communications within the Company in a professional manner.
- s. Report promptly through available channels within the Company about the cases that violates the Company's charters and policies.

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7.1.4 **Contractors and Suppliers and their representatives shall:**

- a. Safe, keep and never disclose any direct or implied Company's technical, commercial, and industrial confidential information (directly or indirectly) and all the professional confidential information related to work or the Company.
- b. Adhere to the Company's regulations, charters, policies and purchasing procedures.
- c. Commit to supplying the Company when needed while maintain the agreed levels of quality, trust, price, service, time, and any other commercial terms or specifications.
- d. Refrain from presenting gifts, tips or extending invitations to meals or entertainments events whether directly or indirectly for work provided, or the promise for a service or any promise of preferential treatment.
- e. Maintain the Company's reputation.
- f. Report through the available channels about conflict of interest cases or any other cases that needs disclosures.

7.2 Work Environment and Ethics:

The Company shall provide a safe and healthy work environment that aligns with the related laws and regulations and does not contradict with the Islamic Sharia, and safeguards the career and contractual rights of employees according to the concluded contracts. Company shall also promote and ensure professional behaviors in order to help on provide a safe, creative, healthy, and fun social work environment that will encourage on respecting and maintaining the Company's interests and reputation and in order to achieve this the employees must commit to the following:

7.2.1 **Respect:**

Each individual deserves the necessary respect and a fair treatment regardless of any considerations. The Company encourages its employees to follow the decent behaviors when dealing with one another and not underestimate, insult, or disturb each other physically or verbally.

7.2.2 **Privacy:**

The Company shall respect the privacy of its clients and every person that works for the Company and it sets rules and policies that prohibits others to look up for the personal information of any stakeholder by unauthorized individuals.

7.2.3 **Human Rights:**

The Company shall honor and respect all its employees, and let them work by their own freewill without force. The Company shall support all approved human rights policies and regulations sanctioned by the Kingdom of Saudi Arabia.

7.2.4 **General Appearance:**

The employees shall consider the following:

- a. Stay well dressed with an appropriate and professional appearance.
- b. Take care of the general cleanliness.
- c. Wear the official uniform required by the nature of work and according to the instructions issued by the Company.

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7.2.5 Women's Work Environment:

The Company shall provide a suitable work environment for women according to the related rules from the competent authorities and without prejudice to Islamic Sharia.

7.2.6 Company's Resources and Properties:

The care must be taken to protect the Company's resources and properties, including, but not limited to:

- a. Optimizing the Company's resources to achieve its goals.
- b. Abide by the Company's safety regulations and not to neglect and expose such properties to the danger of fire or damage.
- c. Ensure the protection of computers and prohibiting unauthorized uses.
- d. Shall not use the Company's name, identity, and brand for personal purposes.
- e. Shall use Company's equipment and office tools for the Company's works only.
- f. Utilization of the official worktime to achieve the Company's goals.
- g. Protect the Company's assets from theft or destruction and to report to security management in the occurrence of such cases.

7.2.7 Selling products and Providing Services:

Employees shall show its products and services and present them in a professional manner, ensuring not to mislead the client in and taking a wrong decision while fully disclosing the facts related to the services and selling terms and conditions and providing the services.

7.2.8 Selecting Suppliers:

Company employees shall abide to the applicable laws, regulations, policies and procedures that regulates such activities as mentioned in the Procurement Policy.

7.2.9 Transparency:

The Company and all its employees shall commit to the following:

- a. Follow policies and procedures for suitable disclosure that enables shareholders and stakeholder to review the Company's information.
- b. Ensures that the Company's website shall include all disclosed information, and any other statements and information published through other means of disclosing stated in the relevant laws and regulations.
- c. All disclosures shall be accurate and timely as required by the applicable rules and regulations, or whenever needed.
- d. Facilitate the employees to communicate freely, and to encourage them not to hide any information related to their work in order not to influence the Company's decisions. With the exception of information classified as confidential or anything that negatively affects the nature of work and the interest of the Company, and this shall be governed while complying with the Company's policy and charter frameworks.
- e. Setting suitable procedures that limits the effects of rumors and promoting them, as it shall prevent misunderstandings.

7.2.10 Effective Listening:

The Company and all its Employees shall:

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- a. Find effective channels for communicating mechanisms between the employees and the Executive Management in order to facilitate effective and efficient conflict and issue resolution.
- b. Provide opportunities for employees to ask questions and to express their opinions without fear, repercussions. Encourage the employees to provide operational and capital cost saving suggestions to suggest better ways of performing their jobs.

7.3 Roles and responsibilities:

- 7.3.1 The Board Secretary shall be responsible for:
Publishing this Policy to members of the Board of Directors and its Standing Committees for compliance.
- 7.3.2 The General Department for Human Resources shall be responsible for:
 - a. Publishing this Policy for the Company's employees and enables them to review it.
 - b. Ensures all Company employees sign an undertaking to review and abide by this Policy.
- 7.3.3 The procurement department shall be responsible for publishing this Policy to all Company's suppliers and contractors, for review and compliance.

8. Penalties

In the case of non-compliance with this Policy, the Company has the right to impose the approved punishments and penalties according to the Company's regulations, charters and policies, without prejudice to the Company's right to resort to the Competent Governmental Authorities if such violation is considered a criminal offense. In addition, the penalties imposed by the Company shall not prejudice the right of the injured party to resort to the Competent Governmental Authorities, nor does it prevent the imposition of an additional penalty.

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