



بسم الله الرحمن الرحيم

Conflict of Interest List and the policy of regulating the relationship with stakeholders

**AL khaleej Training and Education Company
(Saudi Joint Stock Company)**

Approved by the resolution issued by the Board of Directors on 02/12/1444 AH
corresponding to 20/06/2023 AD

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Conflict of Interest List

Introduction:

In its business, the company is committed to professional practices that require it to act in a manner characterized by honesty, integrity, credibility, and ethical values in all its business and dealings with shareholders, employees, customers and competitors, supervisory authorities, government agencies, the public, and the business community, in a manner that allows open and fair competition in accordance with equal competitive conditions.

This regulation comes to promote and protect these values, by regulating conflicts of interest with the members of the Board of Directors, executive management, employees, shareholders, and relevant authorities, in accordance with the controls and regulations in force, and the company's regulations and policies

Based on the foregoing, and after reviewing the Companies Law and its amendments, the Capital Market Law and its regulations and instructions. After reviewing the Corporate Governance Regulations issued on 25/06/1444H corresponding to 18/01/2023G and the Company's Articles of Association, the Company's Board of Directors decided to develop a written and clear policy to deal with cases of actual or potential conflicts of interest that may affect the performance of the members of the Board of Directors, the Executive Management or other employees of the Company when dealing with the Company or with other stakeholders, as follows:

Article One: Objectives of the Regulation

- This regulation aims to gain the confidence of its clients by preventing and reducing conflicts of interest or regulating them in accordance with the applicable regulations and also works to regulate the use of the company's resources and assets to achieve its mission objectives and to detect any conflict between personal interests and the interests of the company and manage them effectively.
- This regulation also aims to avoid the existence of any conflict of interest of any kind that could affect the economic foundations in the management of business or decision-making, and if there is any conflict of interest, the company works to manage it in a way that does not affect its decisions,
- It also aims to avoid the influence of the personal, family, or professional interests of any person working for the company on the performance of his duties towards the company, or to obtain through those interests gains at the expense of the company.
- This policy also aims to enhance the process of the company's internal control mechanisms prevent control, and deal with cases of conflict of interest in accordance with this policy, which enhances shareholders' rights.

For the purpose of applying the provisions of these Regulations, the following words and expressions shall have the meanings assigned to each of them, unless the context otherwise requires:

Regulation: Conflict of Interest Regulations of the Company

Company: AL Khaleej Training and Education Company (Saudi Joint Stock Company).

Board: Board of Directors of Alkhaleej Training and Education Company.

Board Report: The annual report of the Board of Directors issued by the Company is attached to the financial statements, and the report includes a presentation of the Company's operations during the last financial year.

CMA: Saudi Capital Market Authority

Tadawul: Saudi Stock Exchange Company.

Relatives or kinship:

- Fathers, mothers, grandfathers, grandmothers, even if higher.
- The children, and their children, even if they descended.
- Brothers and sisters, siblings, father, mother.
- Husbands and wives.

Related Parties:

1. Affiliate the company except for companies wholly owned by the company.
2. Large shareholders of the company.
3. Members of the Board of Directors and senior executives of the company.
4. Members of the boards of directors of the company's affiliates.
5. Members of the boards of directors and senior executives of the company's major shareholders.
6. Any relatives of the persons referred to in (1, 2, 3, or 5) above.
7. Any other company or establishment controlled by any person referred to in (1, 2, 3, 5 or 6) above.

For paragraph (6) of this definition, relatives mean father, mother, husband, wife, and children.

Stakeholders: Every person who has an interest in the company such as shareholders, employees, creditors, customers, suppliers, and the community.

Disclosure: Declaring and clarifying conflicts of interest in a clear manner that does not imply ambiguity, ambiguity, or concealment of facts.

Article Two: Definition of Conflict of Interest

"Conflict of interest" can be defined as the situation, situation or situation in which the impartiality, objectivity, and independence of the decision or performance of the official (members of the Board of Directors, members of committees, executive management, or other employees of the company) is affected by a material or moral personal interest of interest of personal interest of interest to him personally or one of his relatives or close friends or when his performance of responsibility is affected by direct or indirect personal considerations or by his knowledge of information related to the decision and this conflict of interest may be actual or potential. as follows:

Actual conflict of interest:

It is the legal or factual situation in which a person is in a position where it is confirmed that he obtains a direct or indirect interest, benefit, or private benefit for himself or others, or affects his ability to perform his functions and responsibilities objectively, impartially, and impartially.

Potential conflict of interest:

It is the legal or factual situation in which a person is in a position where there is a possibility, suspicion, or appears to have obtained a special interest, benefit, or benefit, directly or indirectly, for himself or others, or affecting his ability to perform the functions and responsibilities of his office objectively, impartially and impartially.

Article Three: Cases of Conflict of Interest

Cases of conflict of interest are many and cannot be counted, and through this regulation, we will clarify some cases that may result in a conflict of interest that may occur or likely to occur, which can affect the performance of members of the Board of Directors, members of committees, executive management, or other employees of the company when they deal with the company or with other stakeholders, as the conflict of interest occurs when an individual interest in any way interferes with the interests of the company,

Conflicts of interest include, but are not limited to:

1. To be related to any activity or has a personal, organizational, or professional interest in any work or activity that may directly or indirectly affect the objectivity of the decisions of that member or official or his ability to perform his duties and responsibilities towards the company or one of its subsidiaries.
2. Investing or owning in a commercial activity or facility that provides services or receives current services from the company or is looking to deal with the company.
3. To receive or obtain personal gains from any other party, whether directly or indirectly, benefiting from his position and participation in managing the company's affairs.
4. Obtaining loans or guarantees with obligations as a result of one's position as a board member in the company's management, or obtaining loans or advances from individuals or entities that provide services or products or compete with the company in providing services, except for banks and financial institutions from which such loans and advances can be obtained normally.
5. Using the company's various assets or resources for any personal interest or exploiting them for his own benefit or other purposes that do not fall within the scope of the company's activity and work.
6. Accept any gifts, gratuities or other things of value related to the Company's business relations, directly or indirectly, by himself or through his wife or any of his relatives, offered to him with the intention of influencing his overall performance of his duties and responsibilities.
7. Practicing a competitive activity with the company's activities without the prior approval of the company's general assembly.
8. Accepting bribes, commissions, or any other suspicious amounts for services related to the business of the Company or its subsidiaries.
9. The employee's use or abuse of his functional authority or influence in the company for his personal benefit or for the benefit of others.
10. Disclosing secrets or giving information that is considered the private property of the company, which he learns by virtue of his job, even after leaving the service or by benefiting from the confidential information provided by the job to him or to a party with which he has an interest, without obtaining the necessary approval.
11. Negotiating or concluding contracts (excluding contracts, tenders, and auctions announced in general) with a party or parties to it or they have an interest, whether for himself or for a partnership in which he has an interest to purchase any kind of goods or services.

12. Making purchases of any materials, equipment, or property based on information from within the company for the purpose of selling or renting them to the company resulting in a conflict of interest.
13. Financial or non-financial interests, direct or indirect with the subject in which a decision will be made alone or jointly with others, may affect his objectivity in the exercise of his responsibilities.
14. Conduct or activity that would inappropriately conflict with the Company's existing or anticipated future business relationships with any other party.
15. Accept any amounts from any party for providing advice or services related to the management of the Company or accept salaries or remuneration from third parties for services paid by the Company unless such relationship has been fully declared or disclosed.
16. By participating in commercial or professional business in which there is a conflict of interest between him and the company.
17. Through material benefit by entering into material transactions by selling, buying, or renting to the company.
18. Repair or establish property for the employee or one of his relatives at the expense of any party dealing with the company or seeking to deal with it.
19. Any entity dealing or seeking to deal with the company pays the value of invoices required from the employee or a member of his family.
20. A person or a member of his family acquires any ownership in any company or institution that provides services or products to the company or provides services competing with the service provided by the company unless such investments are in a public shareholding company whose shares are sold publicly to the public and his share in that company does not exceed one percent of the shares and bonds of that company or institution, except in cases where such interest is fully announced.
21. Work as an official, employee, or consultant for any institution and obtain a benefit from it or seek to obtain such benefits from it with any entity that provides services or sells products to the company or competes with the company in providing services unless such relationships have been fully announced or disclosed.
22. Carrying out or allowing others to make actual use of its employees or materials, equipment, and devices of the Company for any purposes other than those that serve the interests of the Company unless it has been fully announced or disclosed.
23. Violation of the correct accounting systems and methods that should be adhered to at all times and must reflect and clarify the records at all times as a source of assets accurately and all assets, claims, revenues, and expenses must be properly recorded in the books of accounts of the company or any of its subsidiaries.

Article Four: Conflict of Interest Provisions Relating to Board Members, Committee Members and Senior Executives

1. The members of the Board of Directors, members of its committees and senior executives shall abide by the Capital Market Authority Law, the Executive Regulations issued by the Authority, the Companies Law and other applicable regulations.
2. The members of the Board of Directors, members of its committees, senior executives and those related to the company shall abide by these Regulations and shall commit that none of them has any actual or potential conflicts of interest that have not been disclosed.
3. A member of the Board of Directors represents all shareholders and is committed to doing what is in the interest of the company in general and not what achieves the interests of the group he represents or that voted to appoint him to the Board of Directors.
4. The members of the Board of Directors, members of its committees, senior executives, and those related to the company shall disclose and report their personal interests, and the burden of disclosing the existence of an actual

- or potential conflict of interest falls on the person facing it, and the disclosure shall be in writing to the higher administrative authority.
5. The members of the Board of Directors, members of its committees, senior executives, and all employees of the company are committed not to use the company's assets or various resources for any personal interest or exploit them for private benefit or other purposes that do not fall within the scope of the company's activity and work,
 6. The members of the Board of Directors, members of its committees, senior executives, and all employees of the Company shall exercise their duties with honesty and integrity, and shall not put their personal interest before the interests of the Company and its shareholders and shall not exploit their positions to achieve private interests.
 7. The members of the Board of Directors and members of its committees shall avoid cases of conflict of interest, and inform the Board of cases of conflicts that may affect their impartiality when considering the topics before the Board, and the Board of Directors shall not involve the member who has a conflict of interest in the deliberations, and not count his vote in voting on these topics in the meetings of the Board of Directors and the shareholders' assemblies.
 8. The members of the Board of Directors, members of its committees⁰ and senior executives shall notify the Company and the Capital Market Authority in the following cases:
 - Upon his appointment in the shares rights or debt instruments owned or vested in by him in the company.
 - When he becomes the owner of or has an interest in any equity rights or convertible debt instruments of the company.
 - Upon a change in his ownership or interest by (50%) or more of the shares or convertible debt instruments he owns in the Company, or by (1%) or more of the Company's convertible shares or debt instruments.
 - When changing the previously disclosed ownership target
 9. The Nomination and Remuneration Committee shall ensure annually the independence of the independent members of the Board of Directors, and the absence of any conflict of interest of the members of the Board if the member is a member of the Board of Directors of another company.
 10. A member of the Board of Directors shall not have any direct or indirect interest in the business and contracts concluded for the Company's account except with the authorization of the Ordinary General Assembly or the Board of Directors under the authorization of the Ordinary General Assembly. A member of the Board of Directors shall inform the Board of his direct or indirect interest in the business and contracts concluded for the company's account. This notification shall be recorded in the minutes of the meeting, and this member may not participate in voting on the resolution issued in this regard in the Board of Directors and the shareholders' assemblies, and the Chairman of the Board of Directors must notify the ordinary general assembly when it is held about the business and contracts in which one of the members of the Board of Directors has a direct or indirect interest, and this notification shall be accompanied by a report from the company's external auditor.
 11. Liability for damages resulting from the works and contracts referred to in the tenth paragraph of this Article shall be on the member who has an interest in the work or contract, as well as on the members of the Board of Directors if such works or contracts are carried out in violation of the provisions of that paragraph or if it is proven that they are unfair, involve a conflict of interest and cause damage to shareholders.
 12. Members of the Board of Directors opposed to the resolution shall be exempted from liability if they expressly prove their objection in the minutes of the meeting, and absence from attending the meeting in which the resolution is issued shall not be considered a reason for exemption from liability unless it is proved that the absent member did not know about the decision or was unable to object to it after becoming aware of it.
 13. A member of the Board of Directors or a member of one of its committees may not participate in any business that would compete with the company, or be a manager or a member of the Board of Directors in a company that competes with the company or engages in the same activity as the company or competes with the company in one of the branches of the activity it carries out. Otherwise, the company may claim before the judicial authority the appropriate compensation, unless he obtains a license from the ordinary general assembly or from the board of

- directors under the authorization of the ordinary general assembly that allows him to do so, and in accordance with the controls set by the competent authority.
14. The members of the Board of Directors may not circulate any documents related to the meetings of the Board and its committees, and if circumstances require the need to inform them of any of the company's documents, they may request in writing to review them, and this shall be at the company's headquarters only.
 15. A member of the Board of Directors shall not vote on the resolution of the Board of Directors or the General Assembly in the business and contracts concluded for the account of the Company if he has a direct or indirect interest in it.
 16. The members of the Board of Directors, members of its committees, and senior executives of the company are prohibited from exploiting or benefiting directly or indirectly from any of the company's assets, information, or investment opportunities offered to them or offered to the company, including investment opportunities that fall within the company's activities, or that the company wishes to benefit from, and the prohibition applies to a member of the board who resigns in order to exploit investment opportunities (directly or indirectly) that the company wishes to benefit from and of which he is aware of During his membership in the Board of Directors.
 17. Members of the Board of Directors, members of its committees, and senior executives of the company are prohibited from trading based on inside information.
 18. Members of the Board of Directors, members of its committees, and senior executives of the company are prohibited from trading during the prohibition periods prescribed by the Capital Market Authority.
 19. The members of the Board of Directors and members of its committees are prohibited from accepting any powers of attorney for shareholders to attend the meetings of the general assemblies of shareholders.
 20. The members of the Board of Directors and members of its committees are prohibited from accepting gifts from any person who has business dealings with the Company if such gifts would lead to a conflict of interest.

Article Five: Provisions of Conflict of Interest Related to the Company

1. The Company shall disclose any transaction between it and any related party or any arrangement whereby the Company and a related party invest in or provide financing for any project or asset.
2. The Company shall include in the Board of Directors' report a description of any transaction between it and any related party.
3. The company shall include in the report of the board of directors any business or contracts to which the company is a party, or in which there is an interest for one of the company's board members, the managing director, the financial manager or any person related to any of them, and if there are no such works or contracts, the company must submit an acknowledgment to that effect.
4. The company shall include in the agenda of the General Assembly a separate item to approve the works and contracts in which the member of the Board of Directors has a direct or indirect interest, or to approve the participation of the member of the Board of Directors in an activity that would compete with the company's activity or trade in one of the branches of the company's activity, and the presentation to the Assembly includes the name of the member who owns the dealing, the nature, conditions, duration and value of the transaction (each transaction separately) with the attachment of the auditor's report on these works and contracts. According to the forms issued by the Saudi Organization for Certified Public Accountants, the settlement is done
5. The company may not provide a cash loan of any kind to the members of its board of directors or guarantee any loan concluded by one of them with the others, with the exception of housing loans and others within their limits and purposes, and under the conditions followed in its dealings with its employees if the member of the board of directors is an employee of the company.

Article Six: Provisions of Conflict of Interest Related to the Company's Employees

The company's employees are committed to the following:

1. They shall not participate in or trade in business that would compete with the company in its business and activities without the approval of the Board of Directors.
2. Not to misuse the company's assets, facilities, and property.
3. Not to enter into any dealings with the company without the approval of the Board of Directors.
4. Not to misuse the company's information under their hands and responsibilities for personal purposes, and not to disclose confidential and non-public information that they have access to according to their work to other parties, even if they leave work in the company.
5. Not to accept gifts for themselves or their relatives from parties dealing with the company that would lead to the waste or damage of the company's interests, or achieve special benefits for the donor.
6. All employees of the company shall inform their superiors in writing of any positions they occupy outside the company, or any interest that they or their family members have with companies or commercial institutions or any party that deals with the company or seeks to deal with it.
7. The company's employees and their family members must avoid any situations in which their interests conflict, about their dealings with customers, individuals, companies, institutions, or any entity that deals with or seeks to deal with the company or its competitors at work,
8. The following are some illustrative examples of some conflicts of interest for the company's employees:
 - A. The employee's use or exploitation of his functional authority or influence in the company for his personal benefit or for the benefit of others.
 - B. Disclosing secrets or giving information that it considers to be the private property of the company, which he becomes aware of by his job, even after leaving the service, whether to achieve direct or indirect material gains for him or any of his family members or without achieving material gains.
 - C. Carrying out the work of guardianship, trusteeship, or agency with or without pay when the person covered by the guardianship, guardianship, or agency has a direct or indirect interest with any party dealing or seeking to deal with the company
 - D. Purchase any materials, equipment, or property based on information from within the company for the purpose of selling or renting them to the company for profit.
 - E. Doing any word or deed that leads to an impact on the company's shares in the market.
 - F. Accepting gifts or services from any party dealing or seeking to deal with the company, and in this regard, the employee must inform his direct supervisor about all gifts that he receives personally or a member of his family with the company with a person related to that party, and examples of this are
 - Repair or establish property for the employee or a member of his family at the expense of any party dealing with the company or seeking to deal with it.
 - The employee or a member of his family received from any party amounts or things of value due to that entity's dealings with the company or its endeavor to deal with it
 - The employee or a member of his family from any party uses facilities owned by any entity that deals or seeks to deal with the company, such as cars or offices Etcetera.
 - The employee or a member of his family receives interest-free loans or at reduced interest from any party that deals with the company or seeks to deal with it.
 - Personal services provided by any entity dealing with the company to the employee or a member of his family such as the provision of servants etc.
 - Any entity dealing or seeking to deal with the company pays the value of invoices required from the employee or a member of his family.

Article Seven: Disclosure of Conflicts of Interest

All members of the Board of Directors, members of its committees, and senior executives of the Company are obliged to disclose and report the following personal interests:

1. Any interest in an investment or ownership in:
 - A business or establishment that provides any services to the Company or any of its subsidiaries, obtains any benefit from the Company, or seeks to perform a service with the Company or any of its affiliates.
 - Any interest with a customer or any other establishment that receives a service or any benefit from the company or its subsidiaries.
 - Any activity that makes him benefit from any actions carried out by the member of the Board of Directors or the official.
2. The direct and indirect interests of the member of the Board of Directors, senior executives, and any of their relatives and dependents or submitting an acknowledgment to deny this.
3. A summary of the current or proposed contracts of the members of the Board of Directors and the President of the company.
4. Full details of any contract or arrangement in which the company's president, financial manager, member of the board of directors, or any of their relatives have a substantial interest and are important to the company's business or submit a declaration to the contrary.

Article Eight: Declarations of Conflicts of Interest

The members of the Company's Board of Directors, members of its committees, and senior executives shall submit the necessary declarations to the Board of Directors whenever requested by the Board to clarify cases in which personal interests conflict with the interests of the Company and obtain the necessary guidance thereon. The member or official shall be prohibited from practicing any activity or any personal interest that may result in form or content in a kind of conflict with the interests of the company except after the approval of the company's general assembly.

Article IX: Conditions for Clearing Related Party Transactions

1. Any transactions with related parties are presented to the Review Committee, which examines, approves the transaction, and submits it to the Board or rejects it.
2. When studying the related parties' transactions, the Committee shall obtain complete information about the transaction under study, including the terms of the transaction, the purpose of completing the transaction, the benefits that the company will benefit from, and the related party concerned with the transaction.
3. When considering whether to approve or reject a relevant party's transaction, the Committee shall identify, inter alia, the following elements within the appropriate limits of the transaction:
 - Are the terms of the transaction fair to the company? Would those conditions have differed if the relevant party had not participated?
 - Are there any reasons related to the work that led the company to conclude such a transaction?
 - Does the related party treatment hinder the independence of a board member?
 - Does the related party transaction constitute a type of conflict of interest that is inappropriate for any member of the Board of Directors or any CEO of the Company?

- Is the related party's treatment material, taking into account the extent of the benefit to the related party, its relationship to the transaction, the relations of the related parties with each other, the value of the transaction amount, and the importance of the transaction for the company's investors in light of all the aforementioned circumstances.
4. In general, related party transactions should be disclosed if the applicable laws, rules, and regulations so provide, and in particular, in addition to following normal procedures, the Registration and Listing Rules set by the Capital Market Authority stipulate that if the related party transactions are concluded directly or indirectly with a member of the Board of Directors, CEO or Chief Financial Officer of the Company, such transactions must be disclosed in the Board report submitted to the shareholders.

Article X: Policy for regulating the relationship with stakeholders

The company seeks to resolve all disputes and problems that may arise with the parties dealing with them in friendly consensual ways in a manner that does not conflict with its regulations, regulations and interest as much as possible, while the stakeholders are compensated with it if these disputes lead to the judicial track (God forbid) in accordance with the decisions and rulings issued by the judicial authorities and committees, after exhausting the legal and legal procedures regarding them, as for the aspect of amicable treatment by the company, it is According to the following:

First: Violations related to employees:

- Employee complaints are received through:

The direct head of the Department of Administrative Affairs and Human Resources or the Committee of Grievances, Complaints, and Suggestions (Employee Voice Committee)

- How to handle workers' complaints:

The person responsible for receiving complaints registers the complaint and refers it to the competent department for study and opinion and then presents it to the authorized person to take a decision on it in accordance with the company's internal rules and regulations and the Saudi Labor and Labor Law.

Second: Complaints of shareholders:

- Shareholder complaints are received by:

Postal, telephone, telegram, e-mail, or through the company's complaints and suggestions box or through the Capital Market Authority's shareholder complaints website

- How to handle shareholders' complaints:

The person responsible for receiving complaints registers the complaint and presents it to the competent department to study it and express an opinion on it and then present it to the competent person to take a decision thereon in accordance with the company's and the Capital Market Authority's regulations and regulations.

Third: Customer Complaints:

- Customer complaints are received by:

Postal, telephone, telegraph or through the company's e-mail or through the customer or his representative who attends in person for the company

- Consideration of customer complaints:

The person responsible for receiving complaints registers the complaint and presents it to the competent department to study and express an opinion on it and then presents it to the competent person to take a decision on it in accordance with the laws and regulations in force in the company.

Fourth: Complaints related to suppliers:

- Supplier complaints are received by:

Postal, telephone, or telegraphic letters or through the company's e-mail or through the supplier's representative who attends in person to the company.

- Consideration of supplier complaints:

The person responsible for receiving complaints registers the complaint and presents it to the competent department to study and express an opinion on it and then presents it to the competent person to make a decision on it in accordance with the laws and regulations in force in the company.

Fifth: Complaints related to subsidiaries:

- Complaints from subsidiaries are received by:

Postal, telephone, telegraphic, or through the company's e-mail.

- Consideration of complaints of subsidiaries:

The person responsible for receiving complaints registers the complaint and presents it to the competent department to study and express an opinion on it and then presents it to the competent person to take a decision on it in accordance with the laws and regulations in force in the company.

Article Eleven: Maintaining the Company's Confidential Information

1. The members of the Board of Directors, members of its committees, senior executives of the company, its employees, and other stakeholders are prohibited from disclosing any confidential information related to the company, maintaining the confidentiality of the information received by any of them and protecting it from unauthorized use and disclosure to any party in order to ensure that all parties in the market enjoy equal opportunities to access and obtain the company's information through its disclosure through the Saudi Stock Exchange Tadawul, and none of the previous parties, whether during the period of his service in the company or after, is entitled to disclose any confidential information outside the company except with the authorization
2. The members of the Board may not exploit the opportunities that arise to them while using the Company's property, information, or position in order to achieve any personal gain for themselves or for any persons or entities outside the Company.
3. The members of the Board shall abide by the duty of honesty in maintaining the confidentiality of confidential information and private information related to the Company or the parties dealing with it. The members of the Board of Directors must safeguard all non-public information that they have access to by virtue of their positions as members of the Board and treat it as confidential information.
4. The phrase "confidential information" means all non-public information entrusted to a member of the Board, or known to him by virtue of his position as a member of the Board, including, but not limited to, non-public information that may be exploited by competitors, or that may harm the Company or its customers if disclosed, such as:
 - Confidential information about the Company's financial position, forecasts, sales or marketing plans or programs, research or development information as well as information relating to mergers, acquisitions, and stock splits.

- Confidential information about any anticipated transactions with other companies, or information about the company's customers, suppliers, or joint venture partners, which the company is committed to maintaining confidentiality.
- Confidential information about the discussions and deliberations related to the company's business, which take place between the company's employees, managers, and members of the board, and the decisions taken thereon.

Article Twelve: Commitment to the policy and non-violation of it

As this policy is an integral part of the documents that link the company with the persons working for it, all members of the Board of Directors, executive directors, and all employees of the company must review this regulation and abide by what is stated in it and any interpretations or procedures related to it, and although this policy sets behavioral standards for many situations, it does not cover all other situations that may occur, and therefore it is imperative for all members of the Board of Directors to act on their own in line with With the spirit and letter of this policy, Avoid what may seem to be inappropriate behavior. The company's board of directors has the authority to impose penalties on violators of this regulation and to file criminal and human rights cases to claim damages that may result from the non-compliance of all concerned parties, as violating the provisions of these regulations and the obligations contained therein exposes the violator to the penalties contained in the relevant regulations and documents, in the following detail:

First: For the members of the Board of Directors and members of its committees

1. In the event that a member of the Board of Directors or a member of one of its committees fails to comply with the provisions of this policy, and the Board does not feel that its interests are linked to the interests of the Company, it shall bear solely the effects of such violation, including any penalty imposed by the regulatory authorities, and compensate the Company for the damage suffered.
2. If a member of the Board or a member of one of its committees fails to disclose his interest, the company or any interested party may claim before the competent judicial authority the annulment of the contract involving the interest, or oblige the member to pay any profit or benefit achieved for him from this.
3. The competition or trading of a member of the Board for one of the company's activities gives rise to the right of the company to claim before the judicial authorities for appropriate compensation, unless he holds a previous license from the ordinary general assembly, renewed every year, allowing him to do so.
4. If the General Assembly refuses to grant the license under Articles Seventy-One and Seventy-two of the Companies Law and Article Forty-Six of the Corporate Governance Regulations, the member of the Board of Directors shall submit his resignation within a period determined by the General Assembly, otherwise his membership in the Board shall be considered expired unless he decides to withdraw from the contract, deal, compete or reconcile his situation in accordance with the Companies Law and its implementing regulations before the expiry of the period specified by the General Assembly.
5. Any loan contract concluded by the company or guaranteed in favor of a member of the Board shall be null and void, and the company has the right to claim the violating member before the competent judicial authority to compensate for the damage that may be caused to it unless the loan is one of the loans provided by the company to its employees within the employee incentive programs.

Second: For the company's employees

1. In the event that the company's employee fails to comply with the provisions of this policy, and the company does not feel that his interests are linked to the interests of the company, he shall bear the effects of such violation, including any penalty imposed by the regulatory authorities.

2. The company has the right, when it is proven that the employee has failed to disclose a conflict of actual interest, to take disciplinary measures, in accordance with the company's labor regulations, and has the right to take corrective measures for this conflict.
3. If the company's employee fails to disclose his interest, the company or any interested party may claim before the competent judicial authority to annul the contract involving the interest, or oblige the employee to pay any profit or benefit achieved for him from this, or compensate the company for the damage suffered.
4. The employee's contract shall be terminated when he insists on proceeding with the project involving an "interest" that the company decides not to approve of him in its implementation.

Third: For those dealing with the company

In the event that the customer with the company fails to comply with the provisions of this policy, he shall bear the effects of such violation alone, including any penalty imposed by the regulatory authorities, and compensate the company for the damage suffered.

Article Thirteen: Policies and Procedures Related to the Company

The company is committed to implementing the procedures, laws, and circulars issued by government agencies and agencies as follows:

1. Monitoring and following up on all circulars and regulations issued by the competent authorities related to the company and stakeholders such as the Ministry of Commerce and Industry, the Capital Market Authority, the Ministry of Finance, the Ministry of Interior, the Ministry of Foreign Affairs, the Ministry of Labor and other relevant ministries.
2. Issuing internal circulars via the company's internal e-mail with all its regulations, work procedures, work organization regulations, all circulars, and general administrative decisions, and in accordance with quality requirements, it informs employees of all important information related to work and informs new employees of all that they are interested in knowing through their e-mail.
3. Answering through the company's website all inquiries of shareholders and non-shareholders with full transparency and disclosure on all matters and topics that concern them in a way that does not expose the company's interest to damage.
4. Spreading the culture of disclosing information and achievements and answering questions posed by stakeholders.
5. In accordance with the contracts signed with the concerned creditors and debtors, the company is committed to all contractual conditions, including the timely payment of the dues of others without delay, as well as the payment of the rights of the company's employees.
6. The company claims its rights on a regular basis through the claims of the competent departments and according to a specific schedule, taking into account the credit policies granted and adhered to by all officials of the company and subsidiaries associated with contracts with the company.
7. The company is committed to preparing annual planning budgets and comparing them with the actual performance and is committed to and applying the powers of disbursement and revenue collection in accordance with the internal regulations and laws regulating this.
8. Through periodic internal meetings and periodic meetings with subsidiaries and through quarterly and annual meetings, the company confirms compliance with the procedures, regulations, laws and quality policy of the company and follows up on its implementation.

Article Fourteen: Responsibilities of the Board of Directors with regard to the regulation of conflicts of interest

1. A person shall not be in a state of conflict of interest unless the Board of Directors of the Company decides with regard to the Company's dealings with third parties or the dealings of the Board members and senior executives of the Company that the case involves a conflict of interest, and the authority to decide with the CEO or General Manager regarding the rest of the Company's employees shall be empowered.
2. The Board of Directors may, in accordance with its discretion, decide – on a case-by-case basis – to exempt from liability for conflicts of interest that may arise incidentally from time to time in the course of a person's usual activities and decisions, or that may arise in the course of his work with the Company, whether in relation to financial interests or interests that hinder him from carrying out his duty to act to the fullest extent in accordance with the interests of the Company.
3. When the Board of Directors decides that the situation is a conflict of interest, the conflicting stakeholder shall be obliged to rectify his situation and all procedures decided by the Board of Directors and to follow the procedures governing this.
4. The Board of Directors shall ensure the implementation of these Bylaws, act in accordance with them, and make the necessary amendments thereto.
5. The Board is authorized to interpret the provisions of these Bylaws, provided that this does not conflict with the applicable regulations, the Company's Articles of Association, and other regulations.

Article Fifteen: Supervising the Implementation of the Policy

The Audit Committee supervises the implementation of this policy by reviewing cases, transactions and contracts concluded with related parties or that are likely to involve a conflict of interest and submitting any recommendations it deems appropriate to the Board of Directors.

Article Sixteen: Adoption and Enforcement of the Regulations

These Regulations are approved by a resolution of the Board of Directors. It shall be communicated to all relevant parties, published on the Company's website, and shall enter into force as of the date of its approval by the Board of Directors.