

1. Introduction

The purpose of this policy is to help and encourage all employees to achieve and maintain standards of ethics and conduct at work, it also provides the framework that governs the company actions. This policy is a set of rules and guidelines that outline acceptable behaviors and expectations for individuals within the company. It is designed to promote a positive and respectful environment, ensure compliance with legal and ethical standards, and maintain the company's reputation.

2. General Guidelines

- 2.1. The Code of Ethics & Conduct Policy apply to all company employees.
- 2.2. The Code of Ethics & Conduct Policy is aligned with the employment contract, and the regulations in the Kingdom of Saudi Arabia.
- 2.3. Amendments will be subject to the approved parties according to the internal DOA except those necessitated by a change in the law.
- 2.4. Issues relating to health, hygiene, employee performance or attendance will be dealt with under the other related Policies and Procedures.
- 2.5. All employees must comply with the determined working hours, carry out his assigned duties accurately and honestly.
- 2.6. Abide by the instructions and decisions issued by the upper and line management and their full implementation.
- 2.7. Respect the rules and laws of the Kingdom and comply with due regards to the traditions, costume, and the general accepted practice in the Kingdom.
- 2.8. Protect the company's reputation, and comply with the good conduct and manners.
- 2.9. Maintain strict confidentiality concerning his work and not to disclose it to the others.
- 2.10. Cooperate with the others and offer all the assistance to achieve the public welfare.
- 2.11. Protect the company's funds, properties and vehicles under his disposal and not to use them for personal purpose and should report any violation in that regard.
- 2.12. Notify the concerned parties in the company of any violation or accusation and other legal and judicial suits except for those relating to minor traffic accidents that do not require corporate intervention or sponsorship.
- 2.13. The company emphasizes the importance of a shared understanding of expected conduct and behavior based on mutual respect and professionalism to create a positive working environment.
- 2.14. All employees must take the time to read and understand the company's policies and

procedures manual and amendments. In particular, the employees must comply with all the internal policies and procedures.

3. Living Our Beliefs

Jeddah Cables Company is committed to conducting its business with integrity underlying all relationships, including those with customers, suppliers, communities, and among employees. The highest standards of ethical business conduct are required of employees in performance of their responsibilities. Employees will not engage in conduct or activity that may raise questions as to the company's honesty, impartiality or reputation or otherwise cause embarrassment to the company.

4. Build Trust & Credibility

- 4.1. The success of our business is dependent on the trust and confidence we earn from our employees, customers and shareholders. We gain credibility by adhering to our commitments, displaying honesty and integrity and reaching company goals solely through honorable conduct. It is easy to say what we must do, but the proof is in our actions. Ultimately, we will be judged on what we do.
- 4.2. When considering any action, it is wise to ask: will this build trust and credibility for Jeddah Cables Company? Will it help create a working environment in which the company can succeed over the long term? Is the commitment I am making one I can follow through with? The only way we will maximize trust and credibility is by answering "yes" to those questions and by working every day to build our trust and credibility.

5. Respect for The Individual

- 5.1. We all deserve to work in an environment where we are treated with dignity and respect.
- 5.2. Jeddah Cables Company is committed to creating such an environment because it brings out the full potential in each of us, which, in turn, contributes directly to our business success. We cannot afford to let anyone's talents go to waste.
- 5.3. Jeddah Cables Company is committed to providing a workplace that is free of discrimination of all types from abusive, offensive or harassing behavior. Any employee who feels harassed or discriminated against should report the incident to his/her direct supervisor or to the od department.

6. Create A Culture of Open and Honest Communication

- 6.1. At Jeddah Cables Company everyone should feel comfortable to speak his/her mind, particularly with respect to ethics concerns.
- 6.2. Department heads have a responsibility to create an open and supportive environment where employees feel comfortable raising such questions.

- 6.3. We all Benefit tremendously when employees exercise their power to prevent mistakes or wrongdoing by asking the right questions at the right times.
- 6.4. The company will investigate all reported instances of questionable or unethical behavior.
- 6.5. In every instance where improper behavior is found to have occurred, the company will take appropriate action.
- 6.6. We will not tolerate retaliation against employees who raise genuine ethics concerns in good faith

7. Set Tone on The Top

- 7.1. Management has the added responsibility for demonstrating, through their actions, the importance of this code. In any business, ethical behavior does not simply happen; it is the product of clear and direct communication of behavioral expectations, modeled from the top and demonstrated by example. Again, ultimately, our actions are what matters.
- 7.2. To make our code work, department heads must be responsible for promptly addressing ethical questions or concerns raised by employees and for taking the appropriate steps to deal with such issues.
- 7.3. Department heads should not consider employees' ethics concerns as threats or challenges to their authority, but rather as another encouraged form of business Communication.
- 7.4. At Jeddah Cables Company, we want the ethics dialogue to become a natural part of Daily work.

8. Uphold The Law

- 8.1. The company's commitment to integrity begins with complying with laws, rules and regulations where we do business.
- 8.2. Further, each of us must have an understanding of the company policies, laws, rules and regulations that apply to our specific roles. If we are unsure of whether a contemplated action is permitted by law or company policy, we should seek the advice from the resource expert.
- 8.3. We are responsible for preventing violations of law and for speaking up if we see possible violations.
- 8.4. Because of the nature of our business, some legal requirements warrant specific mention here.

9. Non-Competition Provision

- 9.1. The employee specifically agrees that for a period of two years after the employee is no longer employed by the company, the employee will not engage, directly or indirectly, either as proprietor, stockholder, partner, officer, employee or otherwise, in the same or

similar activities as were performed for the company in any business within countries Jeddah Cables Company has branches, which distributes or sells products or provides services similar to those distributed, sold, or provided by the company at any time during the two years preceding the employee's termination of employment.

9.2. For a period of two years after the employee is no longer employed by the company, the employee will not, directly or indirectly, either as proprietor, stockholder, partner, officer, employee or otherwise, distribute, sell, offer to sell, or solicit any orders for the purchase or distribution of any products or services which are similar to those distributed, sold or provided by the company during the two years preceding the employee's termination of employment with the company, to or from any person, firm or entity which was a customer of the company during the two years preceding such termination of employment.

10. Non-Solicitation of Customers Provision

10.1. Employee agrees that for two years after employee is no longer employed by the company, employee will not directly or indirectly solicit, agree to perform or perform services of any type that the company can render for any person or entity who paid or engaged the company for products or services, or who received the benefit of company's products or services, or with whom employee had any substantial dealing while employed by the company. However, this restriction with respect to products/services applies only to those products/services rendered by employee or an office or unit of the company in which employee worked or over which employee had supervisory authority.

10.2. This restriction also applies to assisting any employer or other third party.

11. Non-Solicitation of Employee Provision

11.1. For a period of two years from the date that employee is no longer employed by the company, employee shall not take any actions to assist employee's successor employer or any other entity in recruiting any other employee who works for or is affiliated with the company. This includes, but is not limited to:

11.1.1. Identifying to such successor employer or its agents or such other entity the person or persons who have special knowledge concerning the company's processes, methods or confidential affairs; and

11.1.2. Commenting to the successor employer or its agents or such other entity about the quantity of work, quality of work, special knowledge, or personal characteristics of any person who is still employed at the company.

11.1.3. Employee also agrees that employee will not provide such information set forth in (9.1.1.) and (9.1.2.) above to a prospective employer during interviews preceding possible employment.

12. Conflict of Interest

12.1. No employee should abuse his position for personal advantage or gain or to promote any actions contrary to the company's ethical standards.

12.2. All employees shall attempt to always avoid conflicts of interest. In the case where an

apparent conflict of interest develops, employees shall disclose the facts promptly to their immediate superiors or who will then contact the HR Manager regarding the proper action to be taken.

- 12.3. All employees engaged in any business not related to the company shall fully disclose the relevant facts to their immediate superior and the HR Manager.
- 12.4. All employees are prohibited from having a direct or indirect personal interest in the company contracts or operations.
- 12.5. No employee shall use the company's facilities, properties or working time to promote non-company interests or those of third parties without the prior consent of their immediate superiors or concerned managers and the CEO.
- 12.6. No employee shall disclose or use any confidential information gained in the course of company employment for the personal profit or advantage of the employee or of any other person.
- 12.7. Any violation of the Policies shall be reported immediately to the concerned manager and HR Manager.

12.8. Here are some other ways in which conflicts of interest could arise:

- 12.8.1. Being employed (the employee or a close family member) by, or acting as a consultant to, a competitor or potential competitor, supplier or contractor, regardless of the nature of the employment, while he/she is employed with Jeddah Cables Company.
- 12.8.2. Hiring or supervising family members or closely related persons without declaring the nature of the relationship.
- 12.8.3. Serving as a board member for an outside commercial company or organization.
- 12.8.4. Owning or having a substantial interest in a competitor, supplier or contractor.
- 12.8.5. Having a personal interest, financial interest or potential gain in any the company transaction.
- 12.8.6. Placing company business with a firm owned or controlled by a company employee or his/her family.
- 12.8.7. Accepting gifts, discounts, favors or services from a customer/potential customer, Competitor or supplier, unless equally available to all employees.

- 12.9. Determining whether a conflict of interest exists is not always easy to do. Employees with a conflict-of-interest question should seek advice from their management. Before engaging in any activity, transaction or relationship that might give rise to a conflict of interest, employees must seek review from their managers or the od department.

13. Confidential and Intellectual Property

- 13.1. By accepting employment, an employee agrees that the company will own intellectual property which are made on company time or with company assets or relate to the company's business or are required to meet its obligations, and that the employee will assist the company in perfecting and protecting its title to these properties.

- 13.2. Employee agrees to maintain in confidence and to use only in the interest of the company any and all information acquired by the employee in the course of employment.
- 13.3. Employee also agrees that at all times during their employment and following the conclusion of employee's employment, whether voluntary or involuntary, employee will hold in strictest confidence and not disclose confidential information (as defined below) to anyone who is not also an employee of the company or to any employee of the company who does not also have access to such confidential information, without express written authorization of the Managing Director of the company.
- 13.4. "Confidential Information" shall mean any trade secrets or company proprietary information, including but not limited to manufacturing techniques, Processes, formulas, customer lists, inventions, experimental developments, research projects, operating methods, cost, pricing, financial data, business plans and proposals, data and information the company receives in confidence from any other party, or any other secret or confidential matters of the company. Additionally, employee will not use any confidential information for employee's own benefit or to the detriment of the company during employment or thereafter.
- 13.5. Employee also certifies that employment with the company does not and will not breach any agreement or duty that employee has to anyone concerning confidential information belonging to others.
- 13.6. On the other hand, our customers and other parties with whom we do business entrust Jeddah Cables Company with important information relating to their businesses. It is our policy that all information considered confidential will not be disclosed to external parties or to employees without a "need to know." If there is a question of whether certain information is considered confidential, the employee should first check with his/her immediate supervisor.
- 13.7. This policy is intended to alert employees to the need for discretion at all times and is not intended to inhibit normal business communications.
- 13.8. All inquiries from the media must be referred to the department head.

13.9. Procedures

- 13.9.1. All employees will be required to sign a confidentiality and intellectual property agreement in a form prescribed by the company in furtherance of the objectives of this policy.
- 13.9.2. Employees will as necessary often have access to confidential, secret and proprietary information and must use and/or disclose information learned or acquired through their association with the company only for the performance of their jobs. Particular care must be taken to keep confidential any information of possible value to competitors or potentially damaging to customers and their competitors, or Information received under an express or implied secrecy obligation or information received from third parties.
- 13.9.3. Information acquired in the course of employment must not be used for individual Benefit. Access to confidential information does not carry with its personal benefit or

advantage but imposes an obligation to keep such information confidential and to use it solely in the interest of the company.

- 13.9.4. Periodic audit by the company will be conducted to ensure that all employees are in Full compliance with the confidentiality and intellectual property agreement at all times. Any employee who violates this policy or abuses the agreement shall be subject to discipline, up to and including termination of his/her service.
- 13.9.5. When in doubt, the employee should treat the matter in the strictest confidence and consult his supervisor for clarification.
- 13.9.6. Employees must realize that company information is just for the company's use and not for distribution to the outside. Distribution of information requires both a need to Know and a right to know the information requested.

14. Gifts and Business Courtesies

- 14.1. Employees shall not solicit or except for personal benefit directly or indirectly any gift, loan, or any item of substantial monetary value from any person or company that is seeking to conduct or currently conducting business with the company.
- 14.2. The company is committed to competing solely on a merit of our products. Employees should avoid any actions that create a perception that favorable treatment of outside entities by Jeddah Cables Company was sought, received or given in exchange for personal business courtesies.
- 14.3. Business courtesies include gifts, gratuities, meals, refreshments, entertainment or other benefits from persons or companies with whom the company does or may do business.
- 14.4. We will neither give nor accept business courtesies that constitute, or could reasonably be perceived as constituting, unfair business inducements that would violate law, regulation or policies of the company or its customers, or would cause embarrassment or reflect negatively on the company's reputation.

14.5. Accepting Business Courtesies

- 14.5.1. Most business courtesies offered to us in the course of our employment are offered because of our positions at Jeddah Cables Company. We should not feel any entitlement to accept and keep a business courtesy.
- 14.5.2. Employees who award contracts or who can influence the allocation of business, who create specifications that result in the placement of business or who participate in negotiation of contracts must be particularly careful to avoid actions that create the appearance of favoritism or that may adversely affect the company's reputation for impartiality and fair dealing.
- 14.5.3. The cautious course is to refuse a courtesy from a supplier when the company is involved in choosing or reconfirming a supplier or under circumstances that would create an impression that offering courtesies is the way to obtain Jeddah Cables Company business.

14.6. Meals, Refreshments and Entertainment

- 14.6.1. We may accept occasional meals, refreshments, entertainment and similar business courtesies that are shared with the person who has offered to pay for the meal or entertainment, provided that:
 - 14.6.1.1. They are not inappropriately lavish or excessive.
 - 14.6.1.2. The courtesies are not frequent and do not reflect a pattern of frequent acceptance of courtesies from the same person or entity.
 - 14.6.1.3. The courtesy does not create the appearance of an attempt to influence business decisions, such as accepting courtesies or entertainment from a supplier whose contract is expiring in the near future.
 - 14.6.1.4. The employee accepting the business courtesy would not feel uncomfortable discussing the courtesy with his/her manager or co-worker or having the courtesies known by the public.

14.7. Gifts

- 14.7.1. Generally, employees may not accept compensation, honoraria or money of any amount from entities with whom the company does or may do business. Tangible gifts that have a market value greater than sr.300 may not be accepted unless approval is obtained from management.
- 14.7.2. Employees may however accept unsolicited gifts, other than money, that conform to the reasonable ethical practices of the marketplace, including:
 - 14.7.2.1. Flowers, chocolate, fruit baskets and other modest presents that commemorate a special occasion.
 - 14.7.2.2. Gifts of nominal value, such as calendars, pens, mugs, caps and t-shirts (or other novelty, advertising or promotional items).
- 14.8. Employees with questions about accepting business courtesies should talk to their managers or the od department.

14.9. Accountability

Each of us is responsible for knowing and adhering to the values and standards set forth in this code and for raising questions if we are uncertain about company policy. If we are concerned whether the standards are being met or are aware of violations of the code, we must contact the od department.

The company takes seriously the standards set forth in the code, and violations are cause for disciplinary action up to and including termination of employment.

14.10. Confidential and proprietary information

- 14.10.1. Integral to company's business success is our protection of confidential company information, as well as nonpublic information entrusted to us by employees, customers and other business partners.
- 14.10.2. Confidential and proprietary information includes such things as the revelation or use of any confidential product information, data on decisions, plans, pricing and financial data, customer names/addresses or nonpublic information about other companies, including current or potential supplier and vendors, or any other information which might be contrary to the interest of the company.
- 14.10.3. We will not disclose confidential and nonpublic information without a valid business purpose and proper authorization.

14.10.4. The misuse, unauthorized access to, or mishandling of confidential and proprietary information, is strictly prohibited and will subject an employee to disciplinary action up to and including immediate discharge.

14.11. Use of company resources

- 14.11.1. Company resources, including time, material, equipment and information, are provided for company business use. Nonetheless, occasional personal use is permissible as long as it does not affect job performance or cause a disruption to the workplace.
- 14.11.2. Employees and those who represent the company are trusted to behave responsibly and use good judgment to conserve company resources. Department heads are responsible for the resources assigned to their departments and are empowered to resolve issues concerning their proper use.
- 14.11.3. Generally, we will not use company equipment such as computers, copiers and fax machines in the conduct of an outside business or in support of any other outside daily activity. We will not solicit contributions nor distribute non- work-related materials during work hours.
- 14.11.4. In order to protect the interests of the company network and our fellow employees, Jeddah Cables Company reserves the right to monitor or review all data and information contained on an employee's company-issued computer or electronic device, the use of the internet or company's intranet. We will not tolerate the use of company resources to create, access, store, print, solicit or send any materials that are harassing, threatening, abusive, or otherwise offensive or inappropriate.
- 14.11.5. Questions about the proper use of company resources should be directed to the employee's immediate supervisor.

14.12. Media inquiries

The company is a high-profile company in our community, and from time to time, employees may be approached by reporters and other members of the media. In order to ensure that we speak with one voice and provide accurate information about the company, we should direct all media inquiries to the department head. No one may issue a press release without first consulting with his/her department head.

14.13. Borrowing And Lending Money

Managers shall not borrow money from subordinates or have a subordinate act as an endorser or co-maker of a note given as security for a personal loan. Neither shall an employee lend money to any other employee, superior official or peer, for the purpose of monetary profit or other gain.

14.14. Dress Code

In order to maintain a strong professional image, employees should maintain professional personal appearance and dress standards per the following guidelines:

- 14.14.1. Hair will be clean and groomed.
- 14.14.2. Proper personal hygiene should be observed by all employees in all work activities by daily bath or shower, clean hair, and tooth brushing is a must.
- 14.14.3. Non-operational staff must wear presentable THOUB, GUTRA and IQAL. GUTRA and IQAL are mandatory when employee is going out of Office and meeting somebody from outside in his office. Non-operational expat staff must wear well-pressed Long Sleeve Shirt tucked-in the pants.
- 14.14.4. Operational staff must wear the dress assigned by the company along with the requirements specified by the HSE department.

14.15. Anti-Harassment and Gender Interaction

- 14.15.1. The company maintains a zero-tolerance policy towards harassment of any kind. Gender-based harassment, whether verbal, physical, or visual, is strictly prohibited.
- 14.15.2. All interactions between male and female employees and toward the visitors must be professional and in accordance with the values of respect, dignity, and cultural sensitivity.
- 14.15.3. The Company strictly prohibit harassment and discrimination in any form, this includes ensuring respectful behavior, promoting a culture of equality and mutual respect, and adhering to all local customs and traditions regarding gender interactions.

14.16. Disclosure

Disclosure of information concerning present or former employees to persons presently employed by the company or to person outside, shall be handled with utmost discretion on a need-to-know basis in accordance with applicable policies.

14.17. Communications

All employees should not have any contact with any type of media or advertising agencies regarding the company's work and related issues in terms of advertisement, job posting, exhibition, gifts design, greeting cards, etc., except for those employees who are authorized, are allowed to communicate with the said parties on behalf of the company.

15. Health and Safety

- 15.1. Adherence to safety protocols and environmental regulations is mandatory to ensure the well-being of employees, visitors, and the sustainability of the company operations.
- 15.2. The company is responsible for ensuring the health and safety at work of all employees, as far as is reasonably practical. The HSE department will endeavor to ensure that these responsibilities are met.
- 15.3. All employees have a duty of care to ensure the visitors and their own health and safety and that of their fellow employees

16. Do The Right Things

Several key questions can help identify situations that may be unethical, inappropriate or illegal.

Ask yourself:

- a.** Does what I am doing comply with the company's guiding principles, code of conduct and company policies?
- b.** Have I been asked to misrepresent information or deviate from normal procedure?
- c.** Would I feel comfortable describing my decision at a staff meeting?
- d.** How would it look if it made the headlines?
- e.** Am I being loyal to my family, my company and myself?
- f.** What would I tell my child to do?
- g.** Is this the right thing to do?

17. Compliance

- 17.1. Any violation of this policy will subject the employee to administrative disciplinary action or immediate discharge.
- 17.2. Any employee having knowledge of any violation of the policy shall promptly report such violation to the appropriate level of management.
- 17.3. Each department head of the company is responsible for compliance in their area of responsibility.
- 17.4. When questions arise concerning any aspect of this policy, contact the corporate od department.

18. Prohibition of Improper Payment

- 18.1. The company expects all employees to use only legitimate practices in commercial operations and in promoting the company position on issues before governmental authorities. As stated below, "kickbacks" or "bribes" intended to induce or reward favorable buying decisions and governmental actions are unacceptable and prohibited.
- 18.2. No employee of the company or any controlled affiliate acting on the company's behalf shall, in violation of any applicable law, offer or make directly or indirectly through any other person or firm any payment of anything of value (in the form of compensation, gift, contribution or otherwise) to:
 - 18.2.1. Any person or firm employed by or acting for or on behalf of any customer, whether private or governmental, for the purpose of inducing or rewarding any favorable action by the customer in any commercial transaction; or any governmental entity, for the purpose of

inducing or rewarding action (or withholding of action) by a governmental entity in any governmental matter;

- 18.2.2. In utilizing consultants, agents, sales representatives or others, the company will employ only reputable, qualified individuals or firms under compensation arrangements, which are reasonable in relation to the services performed. The company will issue from time-to-time criteria and procedures to be utilized in international transactions with respect to the selection and compensation of sales representatives. Consultants, agents or representatives retained in relation to the provision of goods or services to the government must agree to comply with all laws, regulations and company policies governing employee conduct.
- 18.2.3. The provisions of this section are not intended to apply to ordinary and reasonable business entertainment or gifts not of substantial value (less than 375 SR), customary in local business relationships and not violative of law as applied in that environment
- 18.2.4. In some countries (but not in all countries), it may be acceptable to make such insubstantial gifts to Minor government officials where customary in order to expedite or secure routine administrative action required in the orderly conduct of operations. HR is expected to exercise sound discretion and control in authorizing such business entertainment and gifts.
- 18.2.5. When customer organizations, governmental agencies, or others have published policies intended to provide guidance with respect to acceptance of entertainment, gifts, or other business courtesies by their employees, such policies shall be respected.

19. Reports & Periodic Reviews

- 19.1. Any employee who is requested to make, authorize, or agree to any offer or payment which is, or may be, contrary to this policy will promptly report such information to his/her direct supervisor.
- 19.2. Any employee who acquires information (for example, newspaper reports, reports from customers, or statements of individuals involved) that gives the employee reason to believe that any employee is engaged in conduct forbidden by this policy, or that any sales representative, distributor, or other person representing the company in any transaction is engaged in the type of conduct (whether or not in connection with a transaction involving the company or its products) which, if engaged in by an employee of the company, would violate this policy, will promptly report such information to his/her department head.
- 19.3. Any department head receiving a report as cited above will promptly report the information to the Managing Director and the CEO, HR, who would subsequently consult with assigned company internal auditor and thereafter will, after appropriate investigation, take timely remedial or other action as warranted under the provisions of this policy.

20. Violation of The Policy

- 20.1. Violations of the policy are grounds for discharge or other disciplinary action, adapted to the circumstances of the particular violation and having as a primary objective of enforcing the company's interest in preventing violations and making clear that violations are neither tolerated nor condoned.

20.2. Disciplinary action will be taken, not only against individuals who authorize or participate directly in a violation of the policy, but also against:

- 20.2.1. Any employee who may have deliberately failed to report a violation of the policy
- 20.2.2. Any employee who may have deliberately withheld relevant and material information concerning a violation of this policy
- 20.2.3. The violator's managerial superiors, to the extent that the circumstances of the violation reflect inadequate leadership and lack of diligence.

20.3. Where an employee is accused of violating the policy, and the employee has relied in good faith on the advice of company legal counsel after full disclosure of the material facts, no disciplinary action may be taken against the employee under this policy.