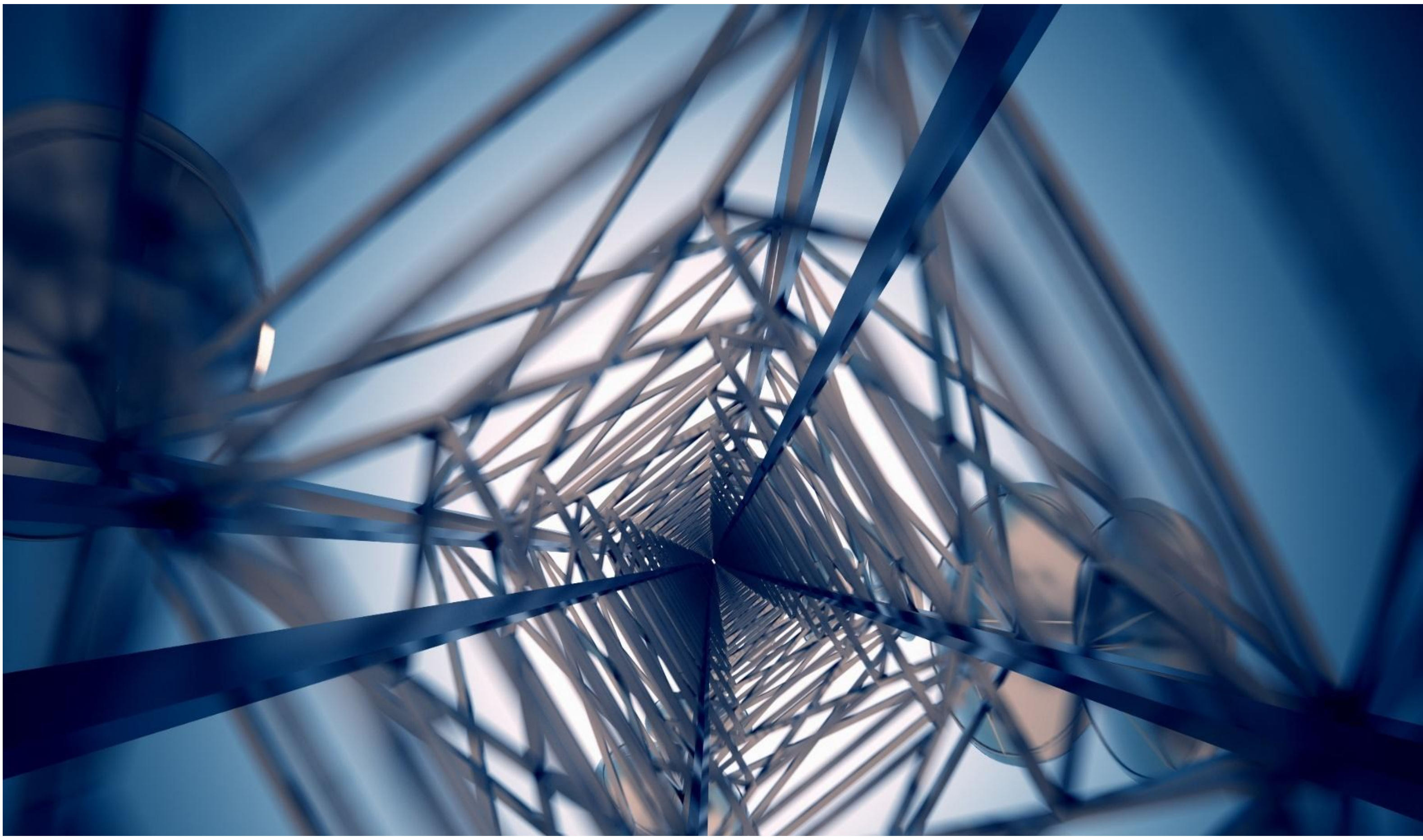

REGULATORY COMPLIANCE MANAGEMENT POLICY | ZAIN GROUP

Document Control

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1	December 2022	Regulatory Affairs	Board Approved First Version, formally establishing regulatory compliance programme
2	October 2025	Regulatory Affairs	Enhanced Regulatory Compliance Governance Structure

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1 Policy Introduction

1.1 This document outlines the Regulatory Compliance Policy for Mobile Telecommunications Company KSCP ("Zain Group") governing its Regulatory Compliance Programme ("RCP").

1.2 This document represents an update to the Regulatory Compliance Policy approved by the Board of Directors resolution in December 2022 ("First RCP Board Resolution"). It replaces the First RCP Board Resolution.

1.3 Zain Group and its operating telecommunications and ICT subsidiaries in the Middle East and Africa ("Zain Opcos") are subject to laws, regulations, determinations, decisions and license obligations enacted and promulgated by the relevant legative bodies and regulatory authorities in each respective jurisdiction (hereinafter referred to as "Applicable Legislative and Regulatory Instruments").

1.4 These Applicable Legislative and Regulatory Instruments regulate how licensees conduct business activities, compete, build infrastructure, protect consumer data, fulfil regulatory reporting obligations and more.

1.5 Regulatory Compliance refers to the process of ensuring that an organization and its employees adhere to all applicable regulatory laws, regulations, standards, and related ethical norms and practices. The dynamic changes to regulatory and legal standards and obligations underscore the importance of managing regulatory compliance obligations to minimize losses and mitigate the risk of liability and fines.

1.6 As Zain Group operates and expands its commercial offerings in telecommunications, ICT, digital infrastructure, and financial services, it is increasingly required to comply with applicable Legislations covering all aforementioned areas. These Applicable Legislations and Regulations regulate how licensees conduct business activities, compete, build infrastructure, protect consumer data, fulfil regulatory reporting obligations and more.

1.7 Regulatory Compliance to Applicable Legislative and Regulatory Instruments is essential for each entity within Zain Group to avoid financial disincentives, sanctions, and reputational damage and mitigate regulatory risk, with the ultimate goal of reducing enterprise risk and strengthen investor confidence for Zain Group.

1.8 The adoption of a robust Regulatory Compliance Policy, in line with the international standards, can provide a competitive edge by assuring customers and regulators that Zain Group and its subsidiaries adhere to applicable Legislations.

1.9 All Zain Group operational stakeholders must fulfil their duties/responsibilities with honesty, integrity, and reliability. Compliance with all applicable regulatory laws, regulations, or any other regulatory compliance requirement applicable to Zain is compulsory for all Zain operational stakeholders (including the Zain management, employees, and partners) involved.

1.10 This Regulatory Compliance Policy outlines the scope, governance and standards adopted for regulatory compliance management within Zain Group.

2 Policy Scope

2.1 The Regulatory Compliance Programme (RCP) Function within Zain Group monitors Zain Opcos' compliance with Applicable Legislative and Regulatory Instruments (including but not limited to laws, regulations, decrees, decisions, consultations, circulars and orders) governing Telecoms, ICT and Personal Data Protection domains, issued by the Telecom and ICT Regulators and Personal Data Protection Authorities of the respective markets.

2.2 This Regulatory Compliance Policy therefore applies to all Zain Opcos operations and all operational stakeholders (including Zain Group Management, employees, and partners) pertaining to all Telecom and ICT-related Applicable Legislative and Regulatory Instruments.

2.3 For the avoidance of doubt, each Zain Opco may also issue its Regulatory Compliance Policy in keeping with ISO 37301 standards.

3 Definitions

3.1 For the purposes of this Regulatory Compliance Policy, the following terms shall have the meaning set forth below:

Term	Definition
Applicable Legislative and Regulatory Instruments	Refers to all laws, regulations, determinations, and decisions which apply to Zain's telecommunications / information, communications, and technology (ICT) businesses and which are issued in the form of licenses, circulars, regulatory publications, official gazette notices.
Regulatory Compliance Programme (RCP)	A structured and systematic set of internal policies, procedures, controls, automated systems, training, and oversight mechanisms designed and implemented by a telecommunications company to ensure adherence to all relevant national and international laws, regulations, licenses, industry standards, and regulatory obligations pertinent to its operations.
Regulatory Compliance Tool	A dedicated software solution that leverages automation to centralise, manage, monitor, and report on an organisation's adherence to all applicable laws, regulations, license conditions, in a continuous, auditable, and proactive manner.
ISO 37301	ISO 37301:2021 (Compliance Management Systems—Requirements with guidance for use) is an internationally recognized, certifiable management system standard published by the International Organization for Standardization (ISO) that specifies the requirements and provides guidance for establishing, developing, implementing, evaluating, maintaining, and continually improving an effective Compliance Management System (CMS) within an organization.
ISO 31000	ISO 31000:2018 (Risk management—Guidelines) is the internationally recognized standard that provides principles and generic guidelines for designing, implementing, and maintaining a robust and effective Enterprise Risk Management (ERM) framework.
Regulatory Compliance Owner	A Regulatory Compliance Owner is an individual or specific business function (e.g., a department head, manager, or process owner) who is officially assigned the direct, day-to-day responsibility and accountability for ensuring that a particular law, regulation, or control is effectively implemented, monitored, and adhered to within their specific area of the organization.

Group Regulatory Compliance Team	The Group Regulatory Compliance Director and the Group Regulatory Compliance experts. For the avoidance of doubts the Regulatory Compliance Experts may include both in-house and outsourced personnel.
Opco RCP Operational Team	Collectively, the Group Regulatory Compliance Director, the Group RCP Team, and the Opco Regulatory Affairs team form the RCP Operational Team.

4 Policy Purpose

4.1 Zain Group is committed to regulatory compliance with applicable telecommunications regulatory requirements at Zain Opcos. The purpose of this Policy is to reaffirm that commitment and to ensure the creation and cultivation of a positive regulatory compliance culture by adopting the highest standards of integrity and accountability in all areas of operations, along with periodic monitoring and evaluation. The Policy ensures that the regulatory compliance risks and obligations are identified and adequately addressed across the Group.

4.2 The following Zain Group Regulatory Compliance Policy Statement informs Zain Group's approach:

> *CXOs, directors, managers and professionals concerned with regulatory compliance across Zain Group and its operating subsidiaries (referred to as "Regulatory personnel") shall uphold the highest standards in compliance by developing and implementing efficient controls to manage and monitor regulatory compliance risks. The goal is to promote a regulatory compliance culture across Zain, and its subsidiaries embed regulatory compliance in day-to-day activities and enable business units and stakeholders to understand regulatory compliance risks, perform business activities lawfully and responsibly, and protect Zain from potential monetary or reputational losses. To the extent possible, Regulatory personnel, working closely with Executive Management and other personnel, shall promptly identify all obligations outlined in Applicable Legislative and Regulatory Instruments that operating companies must meet, assess the risks of non-compliance, adopt a risk-based prioritization approach to compliance management and regularly report on such to the Executive Management and Board.*

4.3 The Policy requires the following actions:

4.3.1 Maintaining an effective Regulatory Compliance Programme at OpCo level, which identifies, manages, monitors, and reports on applicable regulatory compliance obligations, designating clear accountability and ownership for fulfilling these obligations in accordance with international standards (ISO 37301 and ISO 31000).

4.3.2 Taking into consideration all instances of non-compliance with regulatory obligations by OpCo.

4.3.3 Establishing a sustainable model for ongoing regulatory compliance by identifying and continuously learning from regulatory Compliance Owners and Compliance Approvers across the organization, through the implementation of practical training and awareness programs.

4.3.4 Receiving reporting from relevant stakeholders at OpCo level on mandated regulatory compliance obligations in a periodic and timely manner.

4.3.5 Regularly reviewing and implementing improvements to the Regulatory Compliance Program (RCP).

4.3.6 Identifying regulatory risks, implementing adequate internal controls for risk mitigation, and executing remediation measures wherever required, to facilitate comprehensive risk assessment for the organization as part of ERM.

4.3.7 Reporting of non-compliance by all employees and protecting them from unfair termination and prejudicial employment practices. No adverse personnel action shall be taken or recommended against any employee in retaliation for his/her disclosure in good faith of the alleged non-compliances.

5 Policy Objectives

5.1 This Policy aims to establish, maintain, manage, and sustain regulatory compliance in Zain Group through:

5.1.1 Promoting a consistent, rigorous and comprehensive approach to regulatory compliance management throughout Zain Group by establishing a set of principles/guidelines to be adopted with the current organisation structure.

5.1.2 Promoting a culture of regulatory compliance across Zain to ensure it is embedded in day-to-day activities.

5.1.3 Establishing an organization-wide regulatory compliance programme aligned to international standards (ISO 37301 and ISO 31000).

5.1.4 Enhancing the organization’s regulatory compliance programme capabilities by educating employees through training about the new amendments to policies and regulations and upcoming regulatory trends. Regulatory Compliance training equips employees to foster a productive workplace culture, where they have a clear understanding of their roles within the organization and strive to achieve compliance certifications.

5.1.5 Enhancing regulatory compliance and risk management by facilitating cross-functional collaboration with the Group and Opco Enterprise Risk Management and Internal Audit Divisions.

5.1.6 Ensuring that the adopted approach inculcates digitalisation and automation of the regulatory compliance process, centralised monitoring at the operating company level and across Zain Group.

6 Policy Governance Structure and Commitments

6.1 The Regulatory Compliance Policy has adopted the following specific roles for stakeholders within the organization for effective implementation and governance and for alignment with ISO 37301.

6.2 The stakeholders shall include the following, along with their specific roles pertaining to regulatory compliance:

6.2.1 Zain Board of Directors Commitments:

- The Board of Directors has formally reviewed and endorsed this Regulatory Compliance Policy.
- The Board of Directors commits to ensuring the establishment and sustenance of a regulatory compliance programme (RCP) system aligned with international standards and leading practices.

- The Board of Directors commits to adopting regulatory compliance as a guiding principle for strategic decision-making and asserts that regulatory compliance remains a strategic priority.
- The Board of Directors commits to ensuring that Zain Executive Management operates in accordance with the approved Regulatory Compliance Policy.
- The Board of Directors commits to reviewing with Zain Executive Management the principal regulatory compliance-related risks and issues faced by Zain Group, and the steps taken by Zain Executive Management to monitor and control such risks.

6.2.2 Zain Executive Management:

- Zain Executive Management supports establishing the RCP and monitoring the regulatory compliance activities.
- Zain Executive Management commits to ensuring the efficiency and effectiveness of the Regulatory Compliance Management Policy and guidelines.
- Zain Executive Management commits to assigning accountabilities and responsibilities at appropriate levels within Zain, with the Group CEO cascading regulatory responsibilities to Group Regulatory Affairs and OpCo management, including the Director of Regulatory Compliance and Function-specific Compliance Owners within each Department to ensure timely and accurate fulfilment of compliance obligations.
- Zain Executive Management commits to promoting the desired regulatory compliance culture across Zain Group and establishes adequate controls to manage regulatory compliance risks.
- Zain Executive Management commits to incorporating regulatory compliance management into its strategic planning and decision-making processes, and operational responsibilities, through identifying, analysing, evaluating, and treating exposures that may impact Zain's ability to achieve strategic objectives and the effectiveness of its operations.

6.2.3 Group Regulatory Affairs:

- The Group Chief Regulatory Affairs Officer is **accountable** for the Regulatory Compliance Programme.
- Group Regulatory Affairs resources (other than the Group Regulatory Compliance Director) commit to function as a strategic advisor to the Opco Regulatory Affairs Team in all matters relating to regulatory compliance.

6.2.4 Zain Regulatory Compliance Management (Group Regulatory Compliance Director)

- The Group Regulatory Compliance Director is **responsible** for establishing, implementing, and monitoring the RCP, including policy, guidelines, manuals, and training. The OpCo Regulatory Affairs team works with the Group Regulatory Compliance Director. Collectively, the Group Regulatory Compliance Director, the Group RCP Team, and the Opco Regulatory Affairs team form the RCP Operational Team.
- The Group Regulatory Compliance Director is responsible for overseeing the deployment of the Regulatory Compliance Tool for the ongoing oversight and management of the regulatory compliance activities.
- The RCP Operational Team must:

- Ensure that the Regulatory Compliance Management Policy and its consequent updates are communicated to all Zain stakeholders and made available on an ongoing basis to existing and new employees.
- Develop and maintain a regulatory compliance universe (which includes applicable regulatory laws, regulations, circulars, etc.), facilitate regulatory compliance risk assessment, and regulatory compliance risk mitigation to establish and maintain controls for management of noncompliance(s) or nonconformities.
- Ensure that the Regulatory Compliance Tool is periodically updated with latest information arising from new, amended or repealed Applicable Legislative and Regulatory Instruments.

6.2.5 Zain Group Business Units / Opco Business Units (Regulatory Compliance Owner)

- Each concerned Business Unit at Zain or Opco levels will designate a Regulatory Compliance Champion.
- Each Business Unit will be responsible for managing the regulatory compliance requirements and regulatory compliance risks for their respective units in accordance with the Regulatory Compliance Policy and guidelines.
- Each Business Unit commits to ensuring that the identified regulatory compliance owners are given reasonable time to complete their regulatory compliance management duties, including attending related training(s) and awareness session(s), as and when required.
- Each Business Unit commits to ensuring the implementation of appropriate procedures, embedding a regulatory compliance aware culture in daily activities, establishing, and maintaining controls to manage regulatory compliance requirements and report on regulatory compliance activities.
- Each Business Unit commits to engage with Group Regulatory Compliance and relevant stakeholders at OpCo level on the following:
  - Supporting the Regulatory Compliance management exercise at OpCo level
  - Developing regulatory compliance management plans with steps and timelines for the treatment of regulatory compliance risks.
  - Participating in public consultations on regulatory compliance.
  - Participating in training sessions organized to educate personnel about regulatory compliance.
  - Sharing relevant insights for regulatory compliance.

7 Regulatory Compliance Training

7.1 Zain Group's goal is to oversee the establishment of a sustainable model for ongoing regulatory compliance through continuous learning of regulatory Compliance Owners and Compliance approvers across the organization.

7.2 To uphold the highest standards of regulatory adherence, Zain Group will engage with relevant stakeholders at OpCo level to provide annual training on the ISO 37301 standard and regulatory compliance, to Regulatory Compliance team members.

7.3 The approach will be to continue enhancing the Zain's RCP capabilities by enabling processes at entity level which continually educate employees on the changes in regulatory environment. Regulatory Compliance training equips employees to foster a productive workplace culture, where they have a clear understanding of their roles within the organization and strive to achieve compliance certifications.

8 Changes to the Regulatory Compliance Policy

8.1 Zain Group reserves the right to update and change this Policy subject to the approval of the Board of Directors. The Regulatory Compliance Policy is subject to regular review and may be updated to reflect:

- Changes in Applicable Legislative or Regulatory Instruments or regulatory guidance
- Modifications to Zain services or technologies
- Evolving industry standards

All revisions to this Regulatory Compliance Policy shall be formally reviewed and endorsed by the Zain Board prior to publication. The updated Policy will then be accessible internally from the Group Regulatory Compliance Unit and clearly marked with the version number and the effective date of endorsement.

9 References

9.1 The Group Regulatory Compliance Department has employed the following reference documentation in the preparation of the Regulatory Compliance Policy.

9.1.1 ISO 37301:2021 – Compliance management systems – Requirements with guidance for use.

9.1.2 ISO 31000:2018 – Risk Management Guidelines.

9.1.3 Zain Group Regulatory Roles and Responsibilities Manual

10 Approvals

Designation	Signature/Stamp	Date
Prepared by: **Group Regulatory Affairs**		
Reviewed by: **Abdullah Al Awadi** Director – Group Regulatory Compliance		
Reviewed by: **Rasha Owaineh** Director – Corporate Governance		
Approved by: **Dr. Andrew Arowojolu** Chief Regulatory Affairs Officer		
Approved by: **Board of Directors** Board of Directors - Zain Group		

Document effective date: