MOBILE TELECOMMUNICATIONS COMPANY (ZAIN)

WHISTLEBLOWING POLICY

Whistleblowing Policy

1. Introduction

Mobile Telecommunications Company (hereinafter referred to as “Zain” or “the Company”) is committed to the highest standards of good governance, transparency, honesty, integrity and accountability. The Company has developed its Whistleblowing policy which sets out the guiding principles and procedures for reporting any misconduct to the designated authorities within the Company so that appropriate corrective actions can be taken. This policy addresses Zain’s commitment to integrity and ethical behavior by helping to foster and maintain an environment where employees, officers and directors can act appropriately without fear of retaliation.

1.1 Purpose

A whistleblowing framework is one of several best-practice, operational expressions of an organization’s concrete efforts to build a responsible, ethical organizational culture, requiring conscious and unwavering board and management commitment.
This Policy is intended to encourage and enable stakeholders to raise serious concerns within the Company by offering a reporting and investigation mechanism that is objective, confidential and independent, prior to seeking resolution outside the Company. It is expected that an effective reporting framework will encourage employees to report suspected or known acts of fraud and improper conducts by making it easier, confidential, and less adversarial.
This Policy is a supplement to the guidelines of the Company’s Code of Conduct.

1.2 Scope

This Policy applies to all individuals working for the Company and its subsidiaries at all levels and grades, whether they are officers, directors, senior managers, employees, contractors, trainees, home workers, agency staff or volunteers. This includes the responsibility to report concerns through the reporting channels and the protection against retaliation for reports made in good faith.

This policy has been prepared as per all applicable rules and regulations.

Wherever the provisions of this Policy document differ with any of the applicable statutory or regulatory requirements, the local statutory and regulatory requirements will take precedence over the provisions of this Policy.

1.3 Responsibility for Implementing the Policy

The Board has overall responsibility for this Policy. However, the responsibility for overseeing and implementing this policy has been delegated, by the Board, to the Board Secretary. Monitoring and reviewing responsibility of operating according to this policy as well as any recommendations resulting from investigations into complaints lies with the BOD through the Board Secretary.

Executive Management must ensure that employees are able to raise concerns without fear of reprisals. In addition, the executive management will follow up on the investigations results related to allegations raised against all employees (except BOD members). All employees shall ensure that they take steps to disclose any wrongdoing or malpractice of which they become aware. For any questions about the content or application of this Policy, employees shall contact the Board Secretary or the Compliance department for guidance.

Training and education regarding this policy will be conducted on a regular basis, through coordination between corporate governance and compliance, audit, and HR departments, and will include practical advice on how to avoid corrupt practices, the importance of this policy and the company's Code of Conduct.

2. Definitions

2.1. Whistle-blower

For the purposes of this Policy, the term whistleblower refers to someone who discloses actual, suspected or anticipated reportable conduct to people or authorities that have the power or perceived willingness to take corrective actions.

2.2. Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation is acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations which prove to have been made maliciously or knowingly to be false will be viewed as a serious offense, which may result in disciplinary action, up to and including termination of employment.

2.3. Protected Disclosure

A Protected Disclosure is a qualifying disclosure relating to reportable conduct made by an employee that entitles the person who made the disclosure to support and protection from reprisals. In order for a disclosure to qualify as a Protected Disclosure it must be made in good faith and relate to a reportable conduct.

2.4. Reportable Conduct

Reportable Conduct includes any illegal, unacceptable, or undesirable conduct, or concealment of such conduct. This includes the following:

Fraudulent Behavior

Deception deliberately practiced in order to secure unfair or unlawful gain/loss to / from the Company, any person or third party. It includes theft of money, data, or any other property. Below are common examples:

- Deliberate falsification, concealment, destruction of documentations for the improper use of information or position.

- Knowingly **recording, maintaining,** providing, or publishing financial records or financial statements that are false or misleading in any material way.

Corrupt Behavior

- Dishonest behavior by those in positions of power. Corruption includes giving or accepting bribes or inappropriate gifts, double dealing, under-the-table transactions, manipulating accounts, diverting funds, laundering money, and defrauding investors.
- An employee dishonestly acting, or dishonestly failing to act, in the performance of functions of their employment, or dishonestly taking advantage of their employment to obtain benefit for himself/herself, the Company or for a third party, or to cause loss to a third party.

Adverse Behavior

- Unethical behavior or misconduct, including breaches of the laws and regulations of their respective jurisdiction in addition to the Company's Policies and Code of Conduct;
- Other serious improper conduct that may be detrimental to the interests of the Company or cause either financial or non-financial loss (including harassment, unsafe work-practices, and hostile and offensive behavior); or
- Other behavior which is contrary to the Company's values and/or compliance standards.

Legal or Regulatory Non-compliance

Legal or regulatory non-compliance is the failure or refusal to comply with applicable laws and regulations. It includes illegal behavior (i.e., theft, drug sale/use, violence or threatened violence and criminal damage against property) and breaches of all applicable legislation, regulations, and laws. This includes breaches of health and safety measures and environmental damage.

Questionable Accounting or Auditing Practices

This includes accounting or auditing practices that:

- May be technically or arguably legal, but do not comply with the intent or spirit of the law;
- Do not comply with accounting or auditing standards;
- Involve an inappropriate or questionable interpretation of accounting or auditing standards;
- Are fraudulent or deceptive in nature but are not undertaken by the employee(s) with intent to make a gain or cause loss; or
- Are undertaken in the belief that it may benefit the Company if they contravene the above provisions.

2.5. Reprisals

Reprisals are adverse actions taken by the Company against a person because of a disclosure made in accordance with this policy. Reprisals include but are not limited to:

- Dismissal or demotion;
- Any form of victimization, intimidation or harassment;
- Discrimination;
- Current or future bias;
- Action causing injury, loss or damage; or
- Threats (explicit or implicit, conditional, or unconditional) causing detriment.

3. Guidelines

A genuine concern should be reported if there are reasonable grounds for believing that:

- A criminal offence has been committed, is being committed, or is likely to be committed;
- A person has failed, is failing, or is likely to fail to comply with related legal obligations (for instance by making misleading or deceitful statements to the authorities, self-dealing, not disclosing related third-party transactions,

accepting bribes or kickbacks, aiding, or not reporting incidences of money-laundering;)

- The health and safety of any individual has been, is being, or is likely to be endangered; or
- Any of the above is being, or is likely to be, deliberately concealed.

In general, this Policy covers actions or omissions that are illegal, contrary to policy or established procedure or outside the scope or any individual's authority, actions which could damage the Company's reputation and result in conflicts of interest.

4. Protection under this Policy

The Whistleblower is protected against unfair termination and unfair prejudicial employment practices. No Adverse Personnel Action shall be taken or recommended against any Whistleblower in retaliation against his disclosure in good faith of the alleged unethical and improper practices.

Any Whistleblower who considers that Adverse Personnel Action has been taken against him/her due to his/her disclosure of information under this Policy may approach the Secretary/Compliance department (who will keep the Chairman/Vice Chairman/BAC informed of the facts as received).

However, this Policy does not protect a Whistleblower or an employee from adverse action which occurs independently of his disclosure of Unethical and Improper Practices and is related to poor job performance or any other disciplinary action unrelated to a disclosure made pursuant to this Policy.

The Company will not tolerate any harassment or victimization and will take appropriate action to protect those who raise a concern in good faith.

All whistleblowing done in good faith will be protected according to pillar 9, article (10/6) of the CMA's corporate governance related regulations.

5. False allegation and Legitimate Employment Action

Any employee who acts as a whistleblower must be acting in good faith and must have reasonable grounds for believing the information disclosed represents malpractice or reportable conduct. Unsubstantiated allegations which prove to have been made maliciously, or knowingly to be false, will be viewed seriously with disciplinary actions applied as appropriate (including termination of employment, if warranted) in accordance with the applicable Labor Law provisions and the Company's rules and policies.

6. Anonymous Allegations

This Policy encourages all concerned to put their names to their allegation whenever possible. If individuals choose to report their concerns anonymously, such anonymity will be respected. It shall be noted that concerns expressed anonymously are much less powerful and will only be considered at the discretion of the Company. In exercising this discretion, the factors that are taken into account are:

- Seriousness and credibility of the issue
- Likelihood of confirming allegation from reliable sources

It should be noted that if the report demonstrates criminal activity and the case is to be pursued by the Police, the identity of the person reporting the details may be important, especially if at a later date criminal proceedings are to be pursued effectively.

7. Reporting Channels

Concerned employees shall have a number of communication channels to be used for Whistleblowing as the employee may elect any of the methods mentioned below to report the allegation. The reporting should be done as soon as possible after noticing the matter to be reported, so as to facilitate taking prompt action and to establish that there are reasonable grounds for the allegation.

1. **<u>Option 1</u>: BAC Chairman Through Board Secretary**

   If the employee's concern should be raised at an executive level or if the matter could seriously compromise the Company's reputation, the employee can raise and report the matter confidentially to the BAC Chairman through the Board Secretary.

The board secretary will formally acknowledge the receipt of the whistleblowing case by signing it. A signed copy will be provided to the whistleblower and another copy will be kept on file.

2. **<u>Option 2</u>: Whistleblowing Online Reporting System (Zainers app and Zain's Website)**

   The Company shall establish a reporting mechanism for confidential and anonymous submission of concerns, malpractice and reportable conduct covered in this Policy through Zainer's app that is accessible to all employees and locations in which the Company operates.

   Anyone from the Company who wishes to report their concerns shall access the link in Zainer's app and fill in the form with the details of concern. Once the form has been completed, the staff reporting or the whistleblower shall submit the report by clicking the "submit" option on the screen. The employee has the option to provide their personal details under the optional fields or submit this form anonymously.

   Concerns raised through Zainer's app are submitted to the Board Secretary (who will be the primary recipient on the nature of the concern) on behalf of the BOD to ensure independent review, investigation, and disposition.

   If a report is submitted anonymously, the identity of the whistleblower raising the concern through Zainer's app is not known to the Company.

   The IT Department is responsible for ensuring the security and integrity of the system and that only authorized personnel such as the BAC Chairman and Board Secretary will be given access to such system.

3. **<u>Option 3</u>: Email**

   Among this option, the whistleblower can communicate the concern via the e-mail address "**whistleblowing@zain.com**"

   *Note: the Company shall investigate **all credible complaints, allegations and malpractice/misconduct**. However, employees should be aware that reporting anonymously can limit the ability of the Company to thoroughly investigate a report if insufficient information is provided.*

8. Handling Whistleblowing reports

1. All cases will be dealt with in a timely manner and with due regard to the rights of all individuals involved. There may be matters that cannot be dealt with internally and in respect of which external authorities will need to be notified and become involved either during or after internal investigation.

   Once the investigation process has been completed, the Board Secretary will provide an update on the status and outcome to the Whistleblower. All cases will be processed in a highly confidential manner and access to the information will be granted on need-to-know basis on the specific approval of the board audit committee