



Zain Group

Code of Conduct

Version 1.5.1

February 2026

The Code of Conduct has been approved by the Zain Group Board of Directors on the 17th of February 2026.

CEO Message

As a market leader, our responsibilities extend beyond offering mobile telecommunications services. The telecom sector is one of the most dynamic in the world; as such, the need to modify and adapt is a continuous process. At Zain, we celebrate this opportunity as it brings out the best in us, making us strive to always provide all our stakeholders with our best outputs. We are motivated to remain an innovative market leader in delivering a digital lifestyle to our customers, surpassing their expectations, and inspiring the communities in which we operate.

We take pride in our foundations, our employees, and how we operate, all of which are in line with the objectives of our corporate and sustainability strategies based on our core values of Radiance, Heart and Belonging. These values remain constant irrespective of the different national cultures and identities that make up our Zain family.

Zain is a regional company actively engaging with its stakeholders by listening, implementing, and innovating to fulfill our brand promise of helping to create 'A wonderful world of opportunities'. Over the years, Zain has played a pivotal role in unlocking opportunities and creating positive change; alongside the growth in digital and mobile broadband and the impact it has on businesses and communities across our region.

In a dynamic and complex world, where at times we must face complex situations that do not always have obvious solutions. Our ethical guidelines of the Code of Conduct allow us to steer and empower us to make the right choices as individuals and as a company. Adhering to the Code of Conduct is the responsibility of each one of us at Zain Group, across Zain's operating companies and companies under management control. By doing this, we can have a positive and long-lasting impact on our industry, the communities in which we operate, and society at large — and continue to grow a company we are proud of, where corporate sustainability provides critical competitive advantages.

Thank you for your continued commitment and support.

Bader N. Al Kharafi – Zain Vice-Chairman and Group CEO

Statement of Integrity

Zain's Code of Conduct requires all its employees to work with the highest level of integrity, fairness, and honesty. If our practices are to be perceived as lacking integrity or being less than honest and fair, it could lead to serious legal and reputational risks coupled with negative consequences for the organization and in direct contradiction to our core values.

To maintain high ethical standards at Zain, we are committed to refusing all forms of dishonest work ethics, including but not limited to corruption and bribery. It is a priority for us that our suppliers, business partners, agents, intermediaries, and material stakeholders adapt and align to our code of ethics.

We adhere to a stringent supplier selection process grounded in ethical business principles that embrace fair, transparent, and competitive practices. Suppliers are selected based on stringent criteria and must adhere to the stated principles in our Supplier Code of Conduct. We recognize that as the corporate environment evolves over time, our Code of Conduct will develop to accurately reflect the corporate environment. We have a review process that allows us to make necessary revisions, ensuring that we conduct our business in accordance with internationally recognized standards and best practices.

The Purpose of Having a Code of Conduct

At Zain, we have always recognized that our own long-term interests and those of our various stakeholders depend on strict adherence to applicable regulation, the Rule of Law and on following the highest standards of ethics. Ethical business conduct does not mean merely adhering to minimum legal compliance. As an industry leader, we aspire to be amongst the best-in-class in our business and corporate sustainability practices. To achieve our objectives, we must actively promote the highest standards in human rights and labor standards and the establishment of sound environmental and protection practices throughout our core business activities. We firmly believe that upholding ethical business principles is everyone's responsibility and an integral part of managing Zain's business and brand.

Our Management has approved and issued this Code of Conduct that is shared and reinforced throughout the Group operating companies, subsidiaries, companies under our management control, and other stakeholders. Respective business functions at Zain are responsible for reviewing the Code of Conduct on an annual basis and ensuring that it is implemented throughout the organization.

Zain values are an intrinsic part of the business and are embedded in the Code of Conduct. All Zain employees are expected to behave and conduct their business in accordance with the Code of Conduct. Different guidelines or more detailed instructions may be appropriate for certain countries as per the local rules and regulations; however, they must not contradict the principles of the Code of Conduct.

Getting everyone committed

- Through the involvement of every relevant stakeholder, the Code of Conduct has been approved – published, communicated, and implemented

Objectives

Zain employees must strive to live up to the highest ethical standards:

- A commitment to take a principled approach to business. Zain Group, our operating companies, subsidiaries, and companies under management control are deeply committed to ethical practices
- The management and workforce are expected to embrace and uphold the highest standards of conduct
- This entails integrity at every level from personal to corporate, and in every endeavor from human rights, labor standards, and environmental protection, supplier contracts and customers rights.
- Our Code of Conduct sets out the rules and guiding principles for all of us to follow.
- We are committed to protecting the rights of our shareholders and all our stakeholders.

Respect for the Individual

We all have the absolute right to work in an environment where we are treated with dignity and respect. Zain is committed to creating such an environment because it brings out the full potential in each of us, thereby contributing directly to our business success. We strive for everyone to realize their full potential.

Zain is an equal opportunity employer and is committed to providing a workplace that is free from discrimination of any type, such as gender, race, ethnicity, religion, nationality, disability, and age (according to the applicable national labor law), including abusive, offensive, or harassing/bullying behavior and gender-based violence. Violations of this policy will not be tolerated, and the company will take immediate remedial action. Any employee who feels harassed, bullied, discriminated against or feels any infringement upon his/her personal rights should immediately report the incident to his/her Line Manager and to the Human Resources Division (HRD).

Zain complies with applicable labor law on working hours and strives for all its employees to achieve work life balance.

Create a Culture of Open and Honest Communication

At Zain, everyone should feel comfortable speaking his or her mind, particularly with respect to ethics. Zain adheres to the principles of the Universal Declaration of Human Rights and places importance on freedom from discrimination on any grounds; freedom from arbitrary detention, execution, or torture; freedom of peaceful assembly and association; freedom of thought, conscience, and religion; and freedom of opinion and expression.

Zain will also take positive steps in ensuring that it is not at any point in time, through any of its business relations and activities; directly or indirectly complicit to human and labor rights violations, including the rights of children.

Managers have a responsibility to create an open and supportive environment where employees feel comfortable raising such questions. We all benefit tremendously when employees exercise their power to prevent mistakes or wrongdoing by exercising their right to voice their concerns.

Zain will investigate all reported instances of questionable or unethical behavior. In every instance where improper behavior is found to have occurred, the company will take appropriate action in accordance to Code of Conduct and applicable national labor law. We will not tolerate retaliation against employees who raise genuine ethical concerns in good faith.

Employees are encouraged, in the first instance, to address such issues with their managers or the HRD, as most problems can be resolved swiftly. If, for any reason, this is not possible or if an employee is uncomfortable raising the issue with his or her manager or the HRD, Zain's Board of Directors has an open-door policy through the Whistle Blowing Policy. We have a whistleblowing framework as an essential best-practice, allowing operational procedures to build a responsible, ethical organizational culture, requiring solid Board and management commitment. It is intended to encourage and enable stakeholders to raise serious concerns within the Company by offering a reporting and investigation mechanism. Zain's Whistleblowing policy 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, managers and directors can act appropriately without fear of retaliation.

Uphold the Law

Zain's commitment to integrity begins with upholding the law and complying with set rules and regulations wherever we conduct business. In cases where there is a lack of clarity or where doubt may arise with regards to whether a possible action is permitted as per the local laws and/or Zain's policy, advice should be sought from the HRD or Zain Group Legal Department. Zain is responsible for preventing law violations and speaking up on possible violations.

Zain places the safety of its products and services and its customers' rights at the forefront of its operations and conducts its commercial activities responsibly. We actively encourage the responsible use of mobile phones and related voice and digital services. Zain continuously takes strides in addressing the negative impacts that might emanate from access to connectivity.

Zain is dedicated to ethical, fair, and vigorous competition. We respect our customers' and other stakeholders' right to privacy and integrity. We will make independent pricing and marketing decisions and will not improperly cooperate or coordinate our activities with our competitors. We will not offer or solicit improper payments or gratuities in connection to the purchase of goods or services for Zain, or the sale of its products or services, nor will we engage or assist in unlawful boycotts of customers. Zain will not engage nor be part of anti-trust behavior vis-a-vis competitors. Employees are forbidden to engage in such unlawful boycotts.

Privacy and Personal Data Protection

We adopt core data protection principles when processing personal data and customers' product and service information. We collect personal data relating to our products and services in an open and lawful basis. Our personal data protection and privacy policy outlines data subject rights in line with applicable laws and regulations where we conduct business, that protects the rights of individuals and the rights' exercisability. We are committed to protecting and respecting the privacy of all data subjects who engage with the company securely and transparently to comply with applicable legislation.

Zain Group has a [Data Protection and Privacy Policy](#) publicly available on Zain's official website.

The Environment - Standards Related to Climate Change

Zain is committed to adopting relevant environmental standards as part of our commitment to sustain a healthy ecosystem.

Zains' environmental targets go beyond mere legal compliance. We achieve these targets through a climate change strategy based on international best practices such as the disclosure of our climate action through CDP, our contribution to the GSMA Climate Action Task Force, the use of the Science-Based Targets initiative (SBTi) pathway, the implementation of Zain's Environmental and Social Management Plan (ESMP) Guidelines as well as our adherence to internationally recognized processes and practices, relating to our products, services and to the design, implementation and operation of our facilities and network infrastructure.

Zains' environmental activities are based on a life cycle approach. The goal is to reduce the environmental impact of our products, services, and network infrastructure's operations throughout the whole product life cycle. Environmental impacts' considerations are incorporated into our facilities & network infrastructure's design, implementation & operations. Zain uses the best waste management practices including but not limited to eco-design principles and cradle-to-cradle approaches to engage with its suppliers & partners with the objective of minimizing its environmental impact in its entire value chain. This includes setting Scope 1 and Scope 2 target for its direct emissions, and a Scope 3 target for its indirect emissions based on the Greenhouse Gas (GHG) Protocol, the SBTi guidelines, and the ICT sector's decarbonization pathway.

Zain does not deploy its facilities & network infrastructure on the habitats of endangered species and engages with the various local environmental protection agencies to ensure that facilities & network infrastructure are not deployed in protected areas, national reserves and does not contribute to biodiversity loss. The company also engages with the various regulatory authorities to ensure that the emitted Electromagnetic Frequency (EMF) frequencies are as per local and international standards. Zain insists that its suppliers adhere to universally recognized environmental standards. Suppliers must present plans to ensure that possible negative impacts from operations have mitigation and remedial plans as per Zain's ESMP Guidelines.

Investing In People Who Are Building the Future

We strongly believe in Health, Safety and Security at the workplace and all employees are expected to abide by our guidelines that ensure employees' well-being. Zain has a non-smoking policy. Smoking is only allowed in designated areas.

Zain employees must respect and encourage Zain values at work, promoting teamwork, individual responsibility, and the strength that comes from diversity.

Zain abides by international labor charters of the International Labor Organization (ILO) and will not use nor allow the use of child, forced or compulsory labor in any of its business activities. Zain will not tolerate treatment or working conditions that conflict with international conventions and best practices.

Zain employees must ensure that they are not complicit to any human rights abuses, including slavery, the abuse, exploitation, trafficking, and all forms of violence and torture against children and any form of gender-based violence. Zain will not tolerate any of its employees engaging in criminal activities and will take strong disciplinary actions in accordance to the HR policy and the applicable laws and regulations.

Zain will continue to invest in the personal and professional learning and growth of its employees. The company will encourage employees to lead balanced personal and professional lives.

Information Security Policy

Zain is committed to maintaining and improving information security within accepted best practice and minimize its exposure to risks to protect Zain assets and stakeholders across Zain's value chain.

Zain is committed to:

- Consistently meet and exceed customers' expectations
- Empower employees through training and development
- Comply with the applicable Information Security International Standards
- Apply effective risk management controls to identify and control current and emerging risks that might impact Zain's strategic business goals
- Protect Zain stakeholders, information and assets from threats that could potentially disrupt business operations
- Ensure compliance with all applicable regulatory and other legal requirements to protect the company's financial health and to preserve Zain's brand image and reputation
- Identify the risks and opportunities related to climate change, health, and safety, and develop mitigation & adaptation plans to control those risks and explore the opportunities presented.

Zain's management and its employees are fully responsible for implementing, maintaining, and upholding this policy throughout the company.

Anti-Corruption Compliance

Zain and its subsidiaries follow to achieve zero-tolerance against bribery and corruption. Zain employees must avoid any activity that may lead to a conflict of interest, including but, not limited to the acceptance, giving, offering, authorizing or taking bribes in forms of personal gifts or hospitality to or from Zain stakeholders, other than gifts of nominal value or reasonable hospitality given in the ordinary course of business. Local and national laws take precedent if more stringent than those stated within the policy document.

Zain and its employees will not pay nor offer to pay any sort of bribes or illicit payments to government officials, suppliers, agents, civil society members, media representatives, heads of NGOs, political candidates, or other parties, to obtain or retain business. Zain does not provide financial support to political parties and affiliations.

Zain employees must not profit, nor assist others to profit, from opportunities that might arise using corporate information nor misuse their position within the organization to benefit themselves. Zain employees must not use corporate assets for any other reason than for legitimate business or other authorized purposes of the company. Zain employees shall not engage in any activity that conflicts with the business interests of the company.

Employees shall not misuse the company's resources to achieve personal gain and shall ensure that such resources are utilized in the best manner to achieve the company's objectives. Employees are obligated to disclose any potential conflicts of interest he/she may have in the company.

Zain Group Anti-Corruption Compliance Principles

1) Ethics and the Law

- Compliance with Code of Conduct
- Compliance with Human Resources Policy
- Protection of stakeholders and shareholders' rights as per internal policies and procedures

2) Conflicts of Interest

Zain Group is committed to professionally managing potential conflicts of interest that may arise and is dedicated to meeting the company's obligations to maintain and operate effective organizational and administrative arrangements. The company has the Conflict-of-Interest Policy in line with the instructions issued by the regulatory bodies in Kuwait, to ensure that appropriate procedures and measures are in place to identify and effectively manage any relevant or material conflict of interest. Each operation shall abide by rules and regulations

issued by regulatory bodies and governing authorities in the respective country when establishing their policies and procedures.

3) Bribes

- No offering, authorizing or paying bribes, or providing anything of value in order to obtain or retain business, directly or indirectly.
- Any gifts which are provided must not exceed KWD 100 or USD 330 or the equivalent in local currency in value.
- Applies to all Zain's stakeholders including but not limited to members of the Board of Directors, employees, customers, suppliers, partners, government officials, political parties and candidates, media representatives, and any third-party entity or individual that might be part of the value chain.

4) Accurate Books & Records

- Ensure that Zain upholds its financial integrity by maintaining accurate books of accounting, which are in line with internationally accepted financial standards and local/regional statutes

5) Employee Handbook

- Read and comply with Anti-Corruption Compliance section as stated in the HR Policy and Anti-Corruption policy available on the website.

6) Training

- Receive regular anti-corruption compliance training

7) Reporting Violations

- Report directly to the Line Manager or the HRD or the Group Head of Legal (General Counsel) on any suspected or actual violations of law or Zain's policy.
- Whistleblowing policy: to encourage and enable employees 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

8) Compliance Office Assistance

- Seek clarification from the HRD or the Group Head of Legal (General Counsel) regarding any questions or concerns

Zain and Its Partners

Zain requires its business partners, subcontractors, suppliers, and any entity in the value chain to comply with applicable laws and regulations. Zain encourages its partners, subcontractors, or suppliers to strive beyond legal compliance in areas such as governance, human rights, labor standards and the environment. Zain incorporates ethical, social, and environmental criteria in its procurement agreements and commits to monitoring the performance of its partners and suppliers through the supplier self-assessment and audit processes. When needed, Zain will take immediate and thorough remedial steps in cases where the ethical performance of its business partners and suppliers comes into question.

Applies to all individuals working for /with Zain:

- | | |
|------------|-------------------------------|
| -Employees | - Joint ventures |
| -Suppliers | - Contractors |
| -Vendors | - Subsidiaries and associates |
| -Agents | - Intermediaries |
| -Partners | |

Implementation

The commitment of Zain to comply with this Code extends to all matters, including decisions relating to trade, investment, subcontracting, supplying, business development, and in all other business and employment relationships. Zain's approach to implementing this Code of Conduct is active, open and ethically sound.

Zain is committed to engaging with its stakeholders to identify its salient human rights and human rights impact assessments are to be implemented prior to any significant mergers and acquisitions activities.

We recognize that certain questions of interpretation of the Code of Conduct provisions may arise, particularly with regards to the need to strike a sensible and appropriate balance between local customs and global standards. Zain will do its utmost to resolve any identified ethical, legal, environmental, employment, and human rights issues to be consistent with this Code of Conduct.

It is the responsibility of each Zain employee to respect and to promote the principles of the policy and to promptly report on potential violations of the Code of Conduct. With reference to our whistleblowing policy, Zain employees have several ways of addressing questions about the application of the Code of Conduct or of reporting potential violations:

The Whistleblowing framework is an essential best-practice, operational method to build a responsible, ethical organizational culture, requiring solid Board and management commitment. The Board of Directors is mainly responsible for implementing this policy in cooperation with the Board Secretary, Corporate Governance Department and other related parties. The Corporate Compliance Department is responsible to verify effective implementation of this policy while also ensuring adherence to compliance standards. The purpose of this policy is to provide reassurance and support to employees when raising concerns within the company. It acts as an effective and confidential investigation tool, before resolving the issues through external parties. The company has adopted this policy in line with the instructions issued by the regulatory bodies in Kuwait. All other Zain mobile operations shall abide by the rules and regulations issued by regulatory bodies and governing authorities in their respective countries of operation when establishing their policies and procedures.

The investigation procedures taken as per the guidelines of this policy are directed towards determining the accuracy of allegations and recommending appropriate corrective or disciplinary actions. Such corrective actions shall abide by laws and regulations in addition to the company's ethics and internal policies and procedures.

Executive Management must ensure that employees are able to raise concerns without fear of reprisals. All employees shall ensure that they take steps to disclose any wrongdoing or malpractice of which they may become aware.

The whistleblower is protected from unfair termination and prejudicial employment practices. No adverse personnel action shall be taken or recommended against any whistleblower in retaliation for his/her disclosure in good faith of the alleged unethical and improper practices.

Regardless of the channel of reporting, all allegations of potential violations of the Code of Conduct brought in good faith will receive a fair and comprehensive investigation conducted by the relevant internal and/or external entities. All investigations regarding potential violations of the Code of Conduct will be conducted in accordance with the principles set out in the Zain Group Human Resources Policy.

Acts inconsistent with the Code of Conduct must be promptly rectified and are subject to disciplinary action up to and including termination of employment.

Domestic and international laws and treaties

- Since Zain operates in eight (8) countries, our Code of Conduct may not fully cover all the laws and regulations in each of the countries

- The Code of Conduct's basic and intrinsic values are universal across all our operating companies, affiliates, subsidiaries, and companies under management control and complement the local rules and regulations
- Individuals shall be familiar with the relevant laws and regulations that apply where they work
- Apply the most stringent standard in case of finding any differences between a local legal requirement and our Code of Conduct and involve the line manager, Group Legal Department, HRD or your local compliance team
- Zain Group has a Sanctions Policy in line with the applicable Sanctions Laws and Regulations. It summarizes preventive actions imposed by Sanctions Authorities which control the ability of the Company to undertake any activity in certain high-risk territories or with Sanctioned Persons. It also outlines the restrictions and protective measures to be consistently followed by each Employee of the Company. The Company is committed to complying with Sanctions Laws and Regulations in all jurisdictions of its operations.

Code of Conduct – Guidance and Values

Characteristics:

- Establishes principles for our work, values, and culture
- Provides guidance and gives certainty for correct behavior
- Communicated internally and externally, explaining our approach
- Engages our personnel, partners, and stakeholders
- Zero breach tolerance
- Adequate feedback and reporting (whistleblowing) channels

Prohibition on Bribery and Corrupt Payments

- Prohibits paying or promising bribes or anything of value to any person in order to obtain or retain business or secure a business advantage
 - Note: Prohibition to receiving bribes

“Anything Of Value”

- Money
- Entertainment
- Gifts
- Travel
- Shares
- Services
- Employment
- Assumption of Debt

“Any Person”

➤ Direct:

- Employees
- Customers
- Suppliers

- Government officials
- Political candidates
- **Indirect:**
 - Subsidiaries and associates
 - Agents
 - Consultants
 - Partners
 - Family Members

Gifts and Hospitality/Entertainment:

On a case-by-case basis, Zain permits certain nominal gift or hospitality/expenses:

- **Gifts:**
 - As permitted by local laws
 - Cash gifts are not allowed
 - Not extravagant with nominal value of less than 100 KD or USD 330 or equivalent in local currency
 - No indication of improper purposes
 - Giving and receiving of gift is open
 - Recorded accurately and fairly
- **Hospitality/Entertainment:**
 - In compliance with the local laws
 - Reasonable and avoids any appearance of impropriety
 - Consistent with local custom
 - Related to business to which it is connected
 - Costs recorded accurately
 - Travel not compensated
 - Non-excessive accommodation

Suppliers, Subcontractors, Partners:

- Zain is not liable for the acts of business partners when their acts violate anti-corruption laws
 - For example, Zain may be subject to certain laws that the partner is not.
- Certain procedures need to be followed to ensure partners are formally reviewed and appropriately monitored
 - Initiation of any business relationship needs to be done according to the relevant Procurement Process and Supplier Risk Assessment Policy
 - Diligent monitoring of performance of a partner needs to be carried out
 - Inconsistencies need to be reported to the related departments
- Include standard anti-corruption language in any agreement with a partner

Recordkeeping Requirements

- Maintain comprehensive/complete and accurate books of account with internal accounting controls and systems
- Ensure that all financial statements/information of Zain is in line with the IFRS and local statutes
- Meet all statutory requirements and deadlines

Training and Certification

E-learning (Code of Conduct and Anti-Corruption Principles)

- All Employees

Customized Training – Sales & Marketing:

- Board of Directors, Executive Committee

- Customer Marketing Organization

Customized Training – Financial & Controls

- Financial & Controls

Customized Training – Legal & Compliance:

- Legal and Compliance
- Ethics Office, Internal Audit

Training Certification (re-certification every 2 years):

- All Employees

Helplines and Reporting Line:

- **Code Of Conduct Helpline**
 - Maintained jointly by Human Resources (HR) and Corporate Sustainability (CS) Divisions
 - Any concerns regarding Code of Conduct
 - askhr@zain.com
 - CS@zain.com

Whistleblowing Online Reporting System

- Maintained by Board Secretary
- Reportable Conduct includes any illegal, unacceptable, or undesirable conduct, or concealment of such conduct as per the whistleblowing policy.
[Whistleblowing@zain.com / Anonymous reporting form through the Company's intranet]

Reporting Line

- Maintained by HR
- Anonymous reporting of any violations
 - askhr@zain.com