

# CODE OF CONDUCT

Yusuf Bin Ahmed Kanoo Group, its Associate,  
Subsidiary and Joint Venture Companies



يوسف بن أحمد كانو  
YUSUF BIN AHMED KANOO



Be Good



Be Honest



Be Fair



Be Loyal



Be Transparent



Be Respectful



# Acting in the highest ethical manner is one of the critical steps in achieving our vision

## MESSAGE FROM THE YUSUF BIN AHMED KANOO GROUP ("YBA KANOO") CHAIRMAN

Our purpose is to be the most trusted, ethical, valued, customer-driven family business in the region and beyond. Acting in the highest ethical manner is the critical step in achieving that vision. For more than 135 years, we have demonstrated a solid commitment to performance with integrity. As we continue to grow, we will work diligently to uphold both our high expectations for ethical conduct and our excellent reputation.

The YBA Kanoo Code of Conduct (the "Code") is your guide to appropriate conduct and will help you in your daily responsibilities. The Code will help guide us and provide examples to ensure that we act with integrity and maintain the trust placed in us by our customers and communities. While the Code cannot envision every issue you might face, it does contain a summary of shared expectations and references a number of resources. It is extremely important that you read and understand the Code and keep it handy as a reference.

Our Company's leaders are expected to build a culture in which compliance with all laws, the Code and other Company policies is at the core of our business activities.

Thank you for your personal commitment to good ethical behaviour.

**Mr. Khalid Mohamed Kanoo**  
Group Chairman

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## MESSAGE FROM THE YBA KANOO GROUP CEO

For over 135 years, YBA Kanoo has built an extraordinary reputation for integrity and doing business the right way. Every day, you have the challenge, opportunity, and responsibility to maintain and enhance that reputation.

This responsibility is paramount: Nothing — not a request from a customer or a direct order from your manager, “making your operating plan” or “personal loyalty” — can or should justify compromising our collective commitment to integrity.

In addition, if you are a leader, you are expected to create a culture of compliance, for being a role model, for providing sufficient resources and training for compliance and, for ensuring there are appropriate responsive actions when such issues are raised. We all shoulder this responsibility.

This Code, will help you spot issues and guide your decision-making. Your manager, your Human Resources contacts, your assigned Legal Counsel, and our Compliance Team are among the many resources available to assist you.

Thank you in advance for your personal commitment to our Code.



**Maarten Geeraerts**  
Group CEO



BE GOOD

BE HONEST FAIR

BE LOYAL TRANSPARENT  
BE RESPECTFUL



## OUR VISION

“Our vision is to maintain our reputation as the Leading Family Business in the region and beyond.”

## OUR MISSION

“Our mission is to deliver sustainable excellence.”

## OUR VALUES

“To be good, honest, fair, loyal, transparent and respectful.”

**OUR VALUES ARE SIMPLE: BE GOOD, BE HONEST, BE FAIR, BE LOYAL, BE TRANSPARENT AND BE RESPECTFUL.**  
**Ethical, compliant behaviour should never be compromised in the pursuit of business objectives. We are expected to:**

- Conduct ourselves in an ethical manner.
- Perform our duties with honesty and integrity.
- Treat others with respect regardless of race, creed, religion, physical appearance, gender, colour, identity/expression, national origin/ancestry, age, disability, marital status or political affiliation.
- Promptly report any improper discriminatory behaviour, sexual harassment, illegal activities or other violations of the Code.
- Exercise independent judgement free from any improper outside influence.
- Maintain the confidentiality of Company and customer information.
- Comply with all applicable laws and regulations.
- Complete all mandatory training.
- Follow the Code.

## OUR FOUNDATION - INTEGRITY

“Integrity is important in every decision, every action, every day.”

Integrity is expected and required at every level of the Company - in all dealings with employees, agents, contingent workers, contractors, temporary workers, interns, suppliers, and customers

- in the accuracy of our advertising
- in the recording of our business transactions
- in the quality of our products and performance of our services.



# APPLICATION OF THE CODE



## WHO DOES THE CODE APPLY TO?

The Code applies to all our directors, officers, shareholders, employees and agents including those in our wholly-owned subsidiaries, associate and joint ventures companies where the Code has been adopted. These stakeholders are responsible for complying with all applicable laws and regulations in each country where we do business and for knowing and complying with the Code and other YBA Kanoo policies.

## WHO SHOULD BE FAMILIAR WITH THE CODE?

All stakeholders are responsible for being familiar with the Code. The latest version of the Code is available on [www.kanoo.com](http://www.kanoo.com)

## WHAT DOES THE CODE REQUIRE?

Business divisions are responsible for ensuring and regularly certifying that all policies and practices are consistent with the Code.

### WHAT DOES THE CODE REQUIRE FROM YBA KANOO LEADERS?

**“Setting the right tone at the top by creating a culture within YBA Kanoo which promotes the highest standards of ethics and compliance.”**

YBA Kanoo's business is conducted by following both the law and the highest ethical standards. Integrity starts with the example set by our directors, shareholders and senior management and the character and good judgement of every employee.

Managers and supervisors set the tone for their teams. They are often the first place employees must turn with questions.

#### Supervisors and managers are therefore required to:

- Set a strong example of ethical conduct.
- Provide training, education, and resources to support employees in complying with the Code.
- Require their employees to complete compliance and business conduct training and certify to compliance with the Code.
- Prevent and prohibit retaliation to any whistleblowing.
- Encourage employees to speak up if they have questions or concerns.
- Discipline misconduct and reward good behavior.
- Follow YBA Kanoo's escalation requirements and be aware that some issues have mandatory escalation requirements.

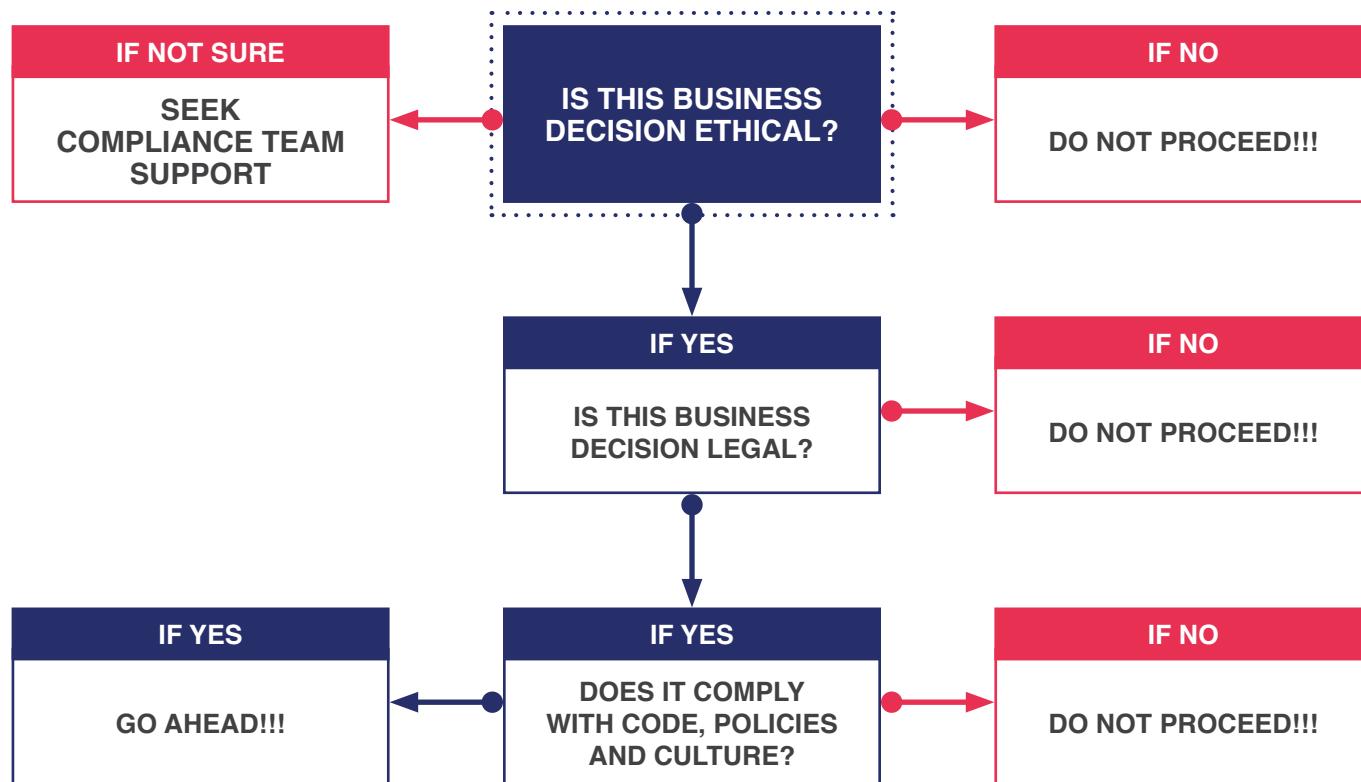
## CODE VIOLATIONS

### What happens in case of a Code violation?

Code violations are subject to disciplinary action, termination and possibly civil or criminal actions.

## HOW SHOULD WE ETHICALLY EVALUATE OUR DECISIONS?

If you face such a moment, it's important that you do the right thing. Below you will find a tool to help with your decision – the ethics test:



## ISSUES BEYOND THE CODE

“Would I feel comfortable reading about my actions or omissions in the newspaper?”

Obviously, the Code cannot possibly cover all circumstances we may encounter within YBA Kanoo. If we are faced with a situation not addressed by the Code:

### Consider the following questions and seek help from others:

- Do I have all the facts?
- Am I confident that I have reviewed all applicable policies and other available resources?
- Should I discuss the situation with my manager, Compliance, Human Resources or, Legal Team's before acting?

If you are still unsure what to do, seek guidance from your manager and the Compliance Team.

## THE COMPLIANCE TEAM

The Compliance Team reports into the Audit and Risk Management Committee and the Group General Counsel and Company Secretary.

### The Compliance Team develops an annual plan covering:

1. Risk assessment.
2. Standards, policies, procedures and systems.
3. Compliance Programme administration.
4. Communication and training.
5. Monitoring and internal reporting systems.
6. Investigation and response.

### The role of the Compliance Team is to maintain an ethical business environment. It achieves this by, among other things:

1. Enforcing the YBA Kanoo ethical standards and values.
2. Overseeing and investigating activities of anonymous reporting channel(s).
3. Reviewing and investigating all reported cases.
4. Reviewing investigations and implementing control plans.
5. Documenting, reviewing and resolving conflict of interest disclosures.

# HOW DO WE REPORT VIOLATIONS?

## GOOD FAITH

“YBA Kanoo expects any reports of violations to be made in good faith. Reports or allegations that are false or malicious, however, are not in good faith and may be grounds for discipline.”

Violations of any applicable laws and regulations, the Code and other suspected ethical misconduct should be reported to your manager the Compliance, Human Resources or the Legal Teams.

## ANONYMOUS REPORTING

“24 hours a day, seven days a week.”

Reports may also be made confidentially to the online anonymous reporting portal at: <https://ybakanoo.gan-compliance.com/report>

You may make your report anonymously or provide your name if you wish.

This resource is available 24 hours a day, seven days a week; and is managed by an independent third party to ensure anonymity.

## INVESTIGATION

“Full and Fair investigation.”

The purpose of any questions asked of you when submitting complaints online, is to gather enough information to enable a full and fair investigation.

All employees are required to fully cooperate with investigations conducted by the Compliance or Internal Audit Teams.

This cooperation extends to emails and other records pertaining to the investigation which should be retained by employees until the investigation has been concluded and should be made available upon request. Information about an investigation should not be shared with anyone, especially the subject of the investigation.

## NO RETALIATION / WHISTLEBLOWING PROTECTION

**“By raising concerns, you help to protect yourself, co-workers and the Company.”**

YBA Kanoo does not tolerate retaliation against anyone who in good faith reports a suspected or an actual violation of the Code, Company policies and/or laws.

YBA Kanoo treats claims of retaliation seriously, and will take all necessary steps to investigate and address allegations of retaliation. If you suspect that you or someone you know has been retaliated against for raising an ethics or compliance issue, you can immediately contact the Compliance Team.

**Anyone who retaliates against another employee for reporting any misconduct is subject to disciplinary action, up to, and including, termination.**

### Frequently Asked Questions

<p><b>What is the online reporting portal?</b></p>	<p>This is a simple, risk-free way to report any suspected or actual violations of the Code, Company policies and/or laws.</p>
<p><b>I'm concerned about reporting someone's misconduct. What if I am wrong and it gets me in trouble or I hurt their reputation?</b></p>	<p>Action is not taken against individuals who make reports in good faith even if the report turns out to be inaccurate. Persons handling investigations are careful when looking into alleged wrongdoing to ensure that individuals' reputations are protected. Investigations are conducted in an objective, fair and confidential way.</p>



LIVING OUT THE  
YBA KANOO VALUES

**BE**  **GOOD**

OBEY THE LAW,  
AND THE CODE

## COMPLIANCE

**“YBA Kanoo is an ethical and law-abiding Company and YBA Kanoo directors, officers, shareholders, employees and agents comply with this Code, Company policies and laws, wherever they live and work.”**

Unless prohibited by local country law, YBA Kanoo directors, officers, shareholders, employees and agents, must promptly report all suspected violations of this Code, Company policies and/or laws by bringing their concerns to the attention of the Compliance Team via the available reporting means.

YBA Kanoo can be held responsible for the wrongdoing of others acting on its behalf. Our directors, officers, shareholders, employees and agents must not knowingly allow a business partner or a third party to engage in illegal activities and should ask questions and must take steps to prevent such wrongful conduct.

### Compliance - Frequently Asked Questions

<b>What should we do when there seems to be a conflict between or confusion about, the laws or rules that apply and the Code?</b>	Check with your business unit's assigned Legal Counsel before proceeding.  When there seems to be a conflict between the Code and the law, always obey the law.  But, if the Code sets a higher standard than the law requires, the Code should be the standard for behaviour. Check with your business unit's assigned Legal Counsel before proceeding.
<b>Do third parties have to follow the Code ?</b>	When a third-party acts on behalf of YBA Kanoo, that third party should follow the relevant principles in the Code. YBA Kanoo expects third parties it works with to always follow the law. Examples of individuals who are not YBA Kanoo employees but who may act on behalf of YBA Kanoo include sales agents, customs brokers, representatives, consultants, contract laborers, joint venture partners, distributors and converters.
<b>What should I do if I suspect wrongdoing by any YBA Kanoo director, officer, shareholder, employee or agent?</b>	if you suspect wrongdoing by any YBA Kanoo directors, officers, shareholders, employees and agents, be sure to raise your concerns with your manager, your business unit's assigned Legal Counsel, your assigned Human Resources Team and/or the Compliance Team or through: <a href="https://ybakanoo.gan-compliance.com/report">https://ybakanoo.gan-compliance.com/report</a> .



## ETHICAL BUSINESS CONDUCT

**“Even when there is no specific policy to follow, YBA Kanoo directors, officers, shareholders, employees and agents are expected to use their best judgement and must do the right thing.”**

Ethical business conduct requires more than just following the law. The Code often sets a higher standard. Sometimes, however, there are no written rules.

Even when there is no specific policy to follow, our directors, officers, shareholders, employees and agents are expected to use their best judgement and must do the right thing. In other words, YBA Kanoo third party-party business partners are expected to make good, ethical decisions based on the YBA Kanoo's values of honesty, integrity, promise keeping, fairness, respect, concern for others, and personal accountability.

### Ethical Business Conduct - Frequently Asked Questions

<b>Ethical decision-making requires thinking carefully about alternative courses of conduct in light of the following guiding principles</b>	<ul style="list-style-type: none"><li>• Acting with uncompromising honesty and integrity in all YBA Kanoo activities and relationships.</li><li>• Avoiding conflicts of interest between work and personal life.</li><li>• Respecting the dignity and worth of all people.</li><li>• Encouraging individual initiative and innovation in an atmosphere of flexibility, cooperation, and trust.</li><li>• Promoting a culture where promise keeping, fairness, respect, and personal accountability are valued, encouraged, and recognised.</li><li>• Maintaining a safe workplace.</li><li>• Protecting the environment.</li></ul>
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### Employee Obligations and Reporting - Frequently Asked Questions

<b>What should I do if I learn that YBA Kanoo or a YBA Kanoo business partner is offered a bribe or was offered a bribe or may have offered a bribe?</b>	You must report this to assigned Legal Counsel and the Compliance Team immediately.
<b>Where else is the Code available?</b>	The Code is posted on YBA Kanoo's internal and external websites. For YBA Kanoo employees without internet access, the Compliance Team will provide printed copies of the Code, either directly or in convenient locations, such as in employee break areas or attached to employee bulletin boards.
<b>Managing perceptions?</b>	There may be legitimate reasons for performance management or other disciplinary actions to be taken by a manager regarding an employee whose conduct has raised a business conduct concern. To avoid creating the appearance of retaliation, managers in such situations should consult with their assigned Human Resources Team and/or the Compliance Team.

# BE HONEST

ACT WITH  
UNCOMPROMISING  
HONESTY & INTEGRITY

## ANTI-BRIBERY / ANTI-CORRUPTION

**“To promote compliance with anti-bribery and anti-corruption laws in countries we operate in, and other applicable jurisdictions, no YBA Kanoo director, officer, shareholder, employee or agent shall undertake any improper payment activity in respect of a foreign official, a domestic official, or a person doing business in the private or public sector.”**

Corruption is the misuse of public power for private profit, or the misuse of entrusted power for private gain. Bribery is the offer, promise, or payment of cash, gifts, or even excessive entertainment, or an inducement of any kind offered or given to a person in a position of trust to influence that person's views or conduct or to obtain an improper advantage.

**Bribery and Corruption are considered crimes in every jurisdiction that YBA Kanoo conducts business.**

Bribery and corruption can take many forms, including the provision or acceptance of cash payments, phony jobs or “consulting” relationships, kickbacks, political contributions, charitable contributions, social benefits, or gifts, travel, hospitality, and reimbursement of expenses.

YBA Kanoo directors, officers, shareholders, employees and agents are strictly prohibited from taking part in any improper payment activities such as offering, paying, promising, or authorizing any payment or other thing of value to any person; (directly or indirectly through or to a third party) for the purpose of (i.e. in exchange for) causing the person to act or fail to act in violation of a legal duty; causing the person to abuse or misuse their position or securing an improper advantage, contract or concession; for YBA Kanoo or any other party.

**Violating this value can get an employee fired; it can mean going to jail for the people involved and huge fines for both YBA Kanoo and the individuals involved.**

Bribery and Corruption convictions can also mean the loss of other business and lasting damage to YBA Kanoo and the individual's reputation.

Bribery of both private individuals and government officials is against the law and the Code. YBA Kanoo directors, officers, shareholders, employees and agents must comply with all anti-bribery laws, including, but not limited to, the U.S. Foreign Corrupt Practices Act, the U.K. Bribery Act, and all applicable local laws where YBA Kanoo operates.

Remember, even favours or promises, such as offers to hire a government official's relative or provide a discount not available to others may be seen to violate this principle.

## Anti-Bribery - Additional Guidance

- **Facilitation payments** are small payments made to speed up non-discretionary government actions, like getting electrical power turned on or phones installed. If you are approached for any such form of payment you must refuse and immediately notify the Compliance Team prior to taking any action or making any commitments.
- **A bribe is a direct or indirect offer** to give or receive something of value to or from an individual or entity with the intent to gain an improper advantage or influence a decision. "Gaining an improper advantage" means obtaining something of value to which YBA Kanoo is not already or otherwise clearly entitled, based on playing by the rules.
- **Special rules apply to government officials.** "Government officials" include government employees, appointed and elected officials and others, including but not limited to, political parties and high ranking party members, professors and health care professionals who work at public universities and healthcare programs, and employees of government-owned or government controlled companies, or public international organisations (hospitals). Determining whether a party is a "government official" can be difficult, so consult your manager, the Compliance Team or your assigned Legal Counsel for clarifications.
- **Bribes may be concealed** as commissions, charitable or political contributions, gifts, meals, jobs for relatives, favours and travel expenses. Be careful and follow all guidelines and procedures regarding gifts and entertainment.
- **Remember, bribes can take many forms.** A political candidate or public official may ask you to contribute to a charity. This could be considered a bribe especially if he or she facilitates YBA Kanoo's business once coming into a government role.
- **YBA Kanoo can be held responsible for the actions of anyone acting on its behalf**, regardless of whether or not that person is an employee of YBA Kanoo. Some examples of third parties that YBA could be held accountable for include, suppliers, sales agents, representatives, consultants, joint venture partners, distributors, converters and customs brokers. Never permit third parties to offer or accept a bribe; you and YBA Kanoo may be held responsible for their actions.
- **Use care in choosing YBA Kanoo's business partners.** Perform due diligence on all third parties as required by YBA Kanoo's third-party management procedures. Always be alert to any conduct that causes you concern during the course of the business relationship.
- Small courtesies, such as **a cup of coffee, a token gift of nominal value or a reasonably priced lunch or dinner for legitimate business development purposes are not bribes**. When providing such courtesies to government officials, you must comply with the gift laws and monetary limits applicable to those government officials as well as applicable YBA Kanoo principles that apply to your business unit and where possible, you must request the prior written approval of your manager.

## GIFTS, ENTERTAINMENT AND TRAVEL

**“Any business gifts or entertainment, whether given or received by a YBA Kanoo employee or someone acting on YBA Kanoo’s behalf, must be infrequent and reasonable in cost and quantity.”**

Exchanging appropriate business gifts, entertaining customers at meals and events, and providing business travel are customary ways to strengthen business relationships, to educate customers about YBA Kanoo and its products, and to support YBA Kanoo business. When managed correctly, these are lawful business practices. But it is important that all applicable rules are followed and that books and records accurately reflect these expenses.

Any business gifts or entertainment, whether given or received by a YBA Kanoo director, officer, shareholder, employee, agent or someone acting on YBA Kanoo’s behalf, must be infrequent and reasonable in cost and quantity and pre-approved by your manager.

Bribery and Corruption are always illegal, so avoid situations in which gifts, meals, entertainment and similar courtesies could affect or even appear to affect your own or someone else’s business judgement or objectivity. Comply with all applicable laws, this principle and YBA Kanoo’s procedures.

YBA Kanoo’s principle on gifts and hospitality is designed to avoid situations where a customer or supplier may seek influence over a director, officer, shareholder, employee or agent. It is also designed to stress the importance of unfairly seeking to influence a customer or a supplier or any third party.

**The giving and receiving of business hospitality and gifts should never be to gain an unfair advantage or influence with customers or suppliers as that is against the law and business conduct principles of most business partners.**

### The principle aims to:

- Avoid offending a customer and supplier who wishes to thank YBA Kanoo for work carried out professionally.
- Avoid prejudicing the YBA Kanoo’s position and/or objectivity (for example, when a contract is being negotiated).
- Maintain the reputation of YBA Kanoo as a business that conducts itself with uncompromising ethical standards and integrity in all of its dealings with customers, principals, governments, the public and competitors.

It is neither in YBA Kanoo’s interest, nor that of any YBA Kanoo director, officer, shareholder, employee or agent to be in debt to a customer or a supplier. Most YBA Kanoo employees and third-party business partners are not authorised to offer hospitality to customers and suppliers, and should not accept hospitality if it is offered. All gifts and entertainment must be recorded and approved by your manager in writing.

## Where Entertaining is an Essential Part of Your Role

Where you have an approved budget for entertaining and hospitality, you must work within that limit, and your manager is responsible for making sure that all rules regarding the same are followed. For some employees, offering hospitality is a vital part of their duties. To keep good relations, such employees are allowed to accept hospitality from a customer or supplier, so long as:

- It is appropriate to YBA Kanoo's business interests.
- It does not differ in value to the level of hospitality given by YBA Kanoo.
- The hospitality does not develop into an inappropriate personal relationship, for example where a host gives special discounts to the employee.
- You inform your manager about the social aspect of a business relationship.
- In the case of customers or suppliers, you first seek your manager's written approval before engaging in any entertaining or similar situation to prevent any suggestion that you have been unduly influenced or are seeking to unlawfully influence another party.
- You are to avoid situations where the gift or hospitality is offered solely as a gift rather than for business development purposes.

## THE CONFLICT TEST

If you are unsure of whether a gift or entertainment is excessive, use this three-part test to help you.  
If you are still unsure please seek direction from your manager or the Compliance Team:

**WILL MY ABILITY TO MAKE IMPARTIAL AND UNBIASED DECISIONS  
BE INFLUENCED IF I ACCEPT THIS GIFT OR ENTERTAINMENT?**

**WILL I FEEL A SENSE OF OBLIGATION IF I ACCEPT THIS GIFT OR ENTERTAINMENT?**

**IS SOMEONE HOPING TO RECEIVE SOMETHING FROM ME OR FROM YBA KANOO IN RETURN?**



## Gifts, Entertainment and Travel – Additional Guidance

### DO

- Make business decisions impartially on the basis of appropriate factors such as price, quality, service and financial responsibility.
- Only accept or offer meals, entertainment or other hospitality or gifts if they:
  - Are of reasonable cost under the circumstances.
  - Constitute normal industry practice.
  - Are given or received where possible, with the advance written approval of your manager.
  - Could not be viewed by others as improperly influencing the recipient to give special considerations not extended to others.
  - Do not have the effect or appearance of influencing business decisions.
- Before accepting any personal benefit (including forms of hospitality) ask yourself:
  - Would accepting this affect my ability to make an impartial decision with respect to the products or services of the company making the offer?
  - Would YBA Kanoo offer a similar personal benefit or business courtesy?
  - Is there a valid business purpose that benefits YBA Kanoo directly, could this purpose be achieved without the gift?
  - Immediately report to your manager any instance of a customer's or third party's employee requesting that you provide a gift or any gifts which you are offered by the customer or third party.
- To avoid causing offense, you should explain to the person offering an inappropriate gift that you are bound by YBA Kanoo's policy on accepting any gifts or entertainment and report the same to your manager.
- Keep accurate and detailed records of any gifts and hospitality you are offered or propose to offer whether it is accepted and/or not. Details of the parties involved, the specifics of the gift and approximate value of it should be retained in your records and be provided to your manager in writing.

### DO NOT

- Offer or accept any gratuity, entertainment, hospitality when acceptance could reasonably be viewed by others as improperly influencing the recipient.
- Accept gifts that are of an inappropriate value. If circumstances justify keeping the gift, then written management approval must be obtained.
- Accept hospitality that is excessive, unreasonably expensive or frequent.
- Accept or offer cash, cash convertible gifts, favours or inducement that might improperly influence an official transaction. Even if the cost of this is being met by another party.
- Accept any requests for inducements to be paid or offered to any employee of a customer or supplier under any circumstances.

## ANTI-TRUST AND COMPETITION LAW

**“Antitrust and competition laws vary from country to country and are complex. Seek assistance whenever you are involved in business activities that might be regulated by antitrust and competition laws.”**

All countries in which YBA Kanoo does business have anti-trust laws that prohibit agreements and activities that unfairly restrain trade or reduce competition. Prohibited activities generally include price fixing, bid rigging, collusion, boy-cotting specific suppliers or customers, allocating or dividing products, territories or markets and restricting the availability of products and services.

Anti-trust and competition laws vary from country to country and are complex. Always obtain assistance from your business unit's assigned Legal Counsel whenever business activities might be regulated by anti-trust and competition laws.

**Violating this value can get an employee fired; it can mean going to jail for the people involved and huge fines for both YBA Kanoo and the individuals involved.**

### Anti-Trust and Competition – Additional Guidance

- Do not collude or agree with competitors or potential competitors about prices, terms of sale, sales plans, bidding, costs, profits, production, volumes, or any other aspect of competition. Do not even discuss or exchange information with competitors or potential competitors about these topics.
- Do not divide customers, markets, or territories with competitors or potential competitors.
- Do not discuss or agree with others to stop doing business with certain customers or suppliers or to limit production.
- Be careful when interacting with competitors at industry events, such as trade shows, trade association meetings, benchmarking meetings, or similar events. Consult with your manager, the Compliance Team and/or your business unit's assigned Legal Counsel before participating in such organisations or events to identify risks and get any necessary approvals.
- Follow the required steps for membership and participation in a Trade Association/Standard-Setting Organisation before joining or participating in such organisations and always check with your business unit's Legal Counsel.
- Consult with your business unit's assigned Legal Counsel about arrangements for exclusive purchases or sales, distributor relations including termination of a distributor relationship, pricing, rebate, bundled rebate or discount programs, or other conduct that potentially restricts the resale of products or services, and any conduct or program designed to gain or maintain a strong market position.
- Failure to comply with anti-trust and competition laws could harm YBA Kanoo's reputation and lead to **criminal and civil penalties** and significant business disruption. Always work with your business unit's assigned Legal Counsel to address any questions.

## ADVERTISING AND PRODUCT REPRESENTATION

### **“Do not engage in unfair or deceptive acts or practices.”**

Integrity is the foundation of YBA Kanoo’s business relationships with its customers, business partners, and end users. YBA Kanoo directors, officers, shareholders, employees and agents must communicate honestly and accurately about our products and services. YBA Kanoo directors, officers, shareholders, employees and agents must comply with all advertising laws of the countries where YBA Kanoo does business and must not engage in unfair or deceptive acts or practices.

#### **Advertising and Product Representation – Additional Guidance**

- Always represent YBA Kanoo products and services truthfully, fairly, accurately, and in a professional manner, including in sales materials, advertising, packaging, promotions, contracts, emails, conversations, and any other communication.
- Only make product claims that have been appropriately substantiated through testing based on sound statistical and scientific principles.
- Do not unfairly criticise or discredit a competitor or its products or services.

## ANTI-MONEY LAUNDERING

### **“Money laundering is the act of converting money gained from an illegal source into money that appears legitimate so that its illegal source cannot be traced.”**

YBA Kanoo is committed to complying fully with all anti-money laundering and anti-terrorism laws throughout the world. YBA Kanoo conducts business only with reputable customers involved in legitimate business activities, with funds derived from legitimate sources.

## Anti-money laundering – Additional Guidance

- Compliance with anti-money laundering and anti-terrorism laws and regulations requires YBA Kanoo directors, officers, shareholders, employees and agents to be alert to possible “red flags” that may appear in the course of business and signal a problem. If “red flags” are identified, an appropriate level of additional due diligence is needed.
- Know your business partners: Conduct Integrity Assessments and be familiar with their business practices.
- Monitor financial activity: Observe and record all payments and transactions. Follow Global Financial Standards for acceptable forms of payment.
- Keep complete records: keep current, complete, and accurate records of every business transaction.
- Report any suspicious activity: Promptly alert your business unit’s assigned Legal Counsel or the Compliance Team of any suspicious activity.
- Be aware of and follow YBA Kanoo and legal requirements for the reporting of any cash transactions.
- Cooperate fully with legal and regulatory authorities charged with enforcing anti-money laundering laws; this includes cooperating with YBA Kanoo Internal Audit and Compliance Teams, and all law enforcement and regulatory agencies.
- Be sure also to comply with other relevant policies and principles, including this Code.

The Office of Foreign Assets Control (OFAC) of the U.S. Department of the Treasury and other similar government organisations in the countries in which YBA Kanoo operates, administer and enforce economic and trade sanctions based on foreign policy and national security goals against targeted foreign countries, regimes, terrorists, international drug traffickers, individuals involved in proliferation of weapons of mass destruction, and all other threats to national security, foreign policy or the economy. Financial institutions also require compliance with these regulations. YBA Kanoo conducts third party management and oversight which includes, among others AML screenings, and sanctions and reputational screenings, against government databases of “specially designated nationals” (SDN).

YBA Kanoo is not to do business with anyone whose names appears on the SDN list.

You are required to inform the Compliance Team immediately, if you suspect any money laundering related to our business practices, products and services.

## Example of money-laundering

- An individual may purchase a product with money they received illegally (eg. sale of drugs, stolen property, etc.).
- They will pay cash for the first payment.
- Then, within a few days, they decide to ask for a refund.
- The cash received from the illegal activity is now “clean”, in the form of a refund check or cash from YBA Kanoo.

## ANTI-FRAUD

### **“We do not tolerate fraud and require you to demonstrate the highest standards of honesty and propriety at all times.”**

Fraud is intentional deception or illegal, unethical, dishonest or improper conduct that could result in gain, profit or advantage to you or harm or loss to YBA Kanoo or another party. Engaging in fraud is a fundamental breach of our core values and we treat it as a most serious breach.

Suspected or actual instances of fraud must be reported to the Compliance or Internal Audit Teams.

All cases of fraud will be investigated and pursued. There is zero tolerance for fraud at YBA Kanoo and disciplinary procedures will be fully enforced against employees engaged in or complicit in fraudulent acts.

## INDICIA OF MONEY LAUNDERING

- Payments made in cash or cash equivalents, such as money orders, travellers checks, or prepaid cash cards. This is the easiest way for someone to launder money and put YBA Kanoo at risk. Know and follow legal requirements for reporting cash transactions and avoid receiving payments in cash.
- Customers named as a Designated Party, Specially Designated National (SDN), or appearing on other similar lists, or connected to countries identified as non-cooperative by the Financial Action Task Force (FATF) or other similar organisations with international efforts against money laundering.
- Customers or suppliers who are reluctant to provide complete information and/or provide insufficient, false, or suspicious information.
- Customers or suppliers who appear to be acting as an agent for an undisclosed principal, but decline or are reluctant to provide information regarding that principal or entity.
- Customers or suppliers who express concern about, or want to avoid, reporting or record-keeping requirements.
- Customers who structure payments to avoid the relevant government reporting requirements for cash and cash equivalent payments above a certain dollar amount; for example, by making multiple smaller payments or payments from multiple sources.
- The purchase of products, or a larger volume purchase, that appears to be inconsistent with a customer's normal ordering pattern, without any legitimate business reason, such as a special price promotion.
- Complex deal structures or payment patterns that reflect no real business purpose.
- Requests for payment to be made through an unrelated country to an unrelated third party.
- Multiple partial payments from various parties on behalf of a single customer and/or multiple partial payments from various locations.
- Customers making a deposit of funds followed by an immediate request that the money be wired out or transferred to a third party, or to another firm, without any apparent business purpose.
- Customers making one form of payment and then requesting a refund of the payment in another form; for example, paying by cash and then requesting a refund by wire transfer.

# BE FAIR



PLAY BY THE RULES,  
WHETHER WORKING  
WITH GOVERNMENT,  
CUSTOMERS OR SUPPLIERS



## DOING BUSINESS WITH GOVERNMENT AGENCIES AND CONTRACTORS

**“Be honest and accurate in all dealings with all customers, suppliers and third parties, especially, government officials, agencies, contractors, and subcontractors.”**

Business with government units throughout the world, including business through government contractors and subcontractors, is subject to complex requirements that are often stricter than those for commercial customers.

We must comply with all applicable laws and procurement regulations when doing business with government entities or officials.

Making inaccurate or incomplete statements to government entities may result in serious legal consequences for you and YBA Kanoo, and may affect YBA Kanoo's ability to do business with government customers in the future.

Before entering into any agreement related to a government customer, be sure to consult your business unit's assigned Legal Counsel.

**Violating this principle can mean going to jail and huge fines for both YBA Kanoo and the individual involved.**

### Doing Business with Government Agencies and Contractors - Additional Guidance

- If you work on government contracts and bids, be sure you understand the procurement and other rules that apply. Check with your business unit's assigned Legal Counsel.
- We may be required to provide detailed information about YBA Kanoo and its shareholders, including political contributions, lobbying, gifts to government officials, and communications with government officials. Even sales-related communications may fall within the scope of these disclosure requirements.
- There are specific procurement rules for government contracts. Know and comply with all of those rules. Never seek confidential information about a government purchase or contract, including information about a competitor's bid or proposal or the agency's selection process before award of the contract.
- Do not deviate from government contracting or subcontracting requirements or the terms of any government contract. For example:
  - Comply with all country of origin requirements.
  - Always perform required quality control.
- Be sure to comply also with YBA Kanoo's Anti-Bribery/Anti-Corruption, Gifts, Entertainment, and Travel principles set forth in this Code.

# BE LOYAL



PROTECT YBA KANOO  
INTERESTS, ASSETS  
AND INFORMATION



## CONFLICT OF INTEREST

### **“Even the perception that personal interests influence business judgement can hurt YBA Kanoo’s reputation and business.”**

Avoid situations where your personal interests could inappropriately influence, or appear to influence, your business judgement. This is called a “conflict of interest.” If you are unsure, please speak to your manager and the Compliance Team.

You should not receive any improper benefit from your position with YBA Kanoo, nor should your relatives. The term “relative” used in this section includes a spouse, partner, sibling, grandparent or step-grandparent, grandchild or step-grandchild, parent or step-parent, child or step child, step-uncle or aunt, cousin, nephew or niece, in-law or legal guardian.

Business opportunities discovered through your work with YBA Kanoo belong first to YBA Kanoo, except as otherwise agreed by YBA Kanoo. Relatives or friends of relatives doing business with YBA Kanoo is a conflict that must be disclosed to your manager and the Compliance Team in writing.

**All directors, officers, shareholders, employees and agents are required to complete a conflict of interest disclosure statement on an annual basis.**

Using suppliers or engaging with third party business partners that are owned by a director, shareholder, officer or employee, or a relative of the same, or in which said director, officer, shareholder, employee or agent may have an interest in, must be disclosed in writing.

Even the perception that personal interests influence business judgement can hurt YBA Kanoo’s reputation and business.

#### Example

**Question:** My father owns a real estate company and wants to provide his services to YBA Kanoo. Is he allowed to approach YBA Kanoo to pitch his company?

**Answer:** Your father may approach YBA Kanoo to pitch his company as long as you have no involvement in the selection process. His company will need to go through the normal selection process and meet YBA Kanoo’s criteria. If your father’s company is chosen to provide services to YBA Kanoo, you should not be involved with any of his work unless it is first disclosed to YBA Kanoo’s Legal and Compliance Teams. You should always disclose these types of situations to your manager and the Compliance Team in writing.

If a conflict of interest is found to exist, YBA Kanoo may ask you to end the activity causing the conflict and/or take the appropriate action regarding your employment. If the conflict of interest is a blatant disregard of the Code, or damaging to YBA Kanoo’s interest or reputation or the interests of shareholders, it will be grounds for immediate termination.

## Conflict of Interest - Additional Guidance:

- YBA Kanoo directors, officers, shareholders, employees and agents must regularly assess and disclose any outside activity, financial interest, ownership or relationship that may pose a real, potential, or perceived conflict of interest.
- directors, officers, shareholders, employees and agents who have friends, relatives, or other personal or business relationships with individuals who are government officials shall carefully consider whether those relationships create conflicts of interest with their YBA Kanoo jobs. If so, the conflict or potential conflict should be disclosed to the Compliance Team in writing.
- “Government officials” include government employees, appointed and elected officials and others, including but not limited to, political parties and high ranking party members, professors and health care professionals who work at public universities, hospitals and employees of government-owned or government-controlled companies or public international organisations like the Red Cross, the United Nations or National Airlines.
- Obtain written approval from your manager and from the Compliance Team before accepting any position as an officer or director of any business outside YBA Kanoo, including serving on the board of a charitable, educational or other non-profit organisation.
- Avoid mixing personal relationships and business - for example, hiring a family member as an employee or vendor; buying goods or services from a family member's business on YBA Kanoo's behalf; or selling YBA Kanoo goods to a family member or business on any basis for which others might compete without prior written permission from your manager and the Compliance Team.
- Do not accept gifts, meals, or entertainment that could appear to affect your objectivity and judgement. Turn down expensive dinners, gifts or trips that would be considered extravagant by others.

## INFORMATION SECURITY, TRADE SECRETS AND CONFIDENTIAL INFORMATION

**“Protect YBA Kanoo’s confidential information, including trade secrets and customer confidential information, from unauthorised disclosure.”**

Never disclose confidential information to anyone outside YBA Kanoo without explicit written approval from your manager and your business unit’s assigned Legal Counsel. Any such disclosure of confidential information must be pursuant to an appropriate confidential disclosure agreement. Even inside YBA Kanoo, do not share confidential information with people who lack a business “need to know.”

Know the classification of YBA Kanoo information you create and to which you have access, the security precautions that apply to the information, how long to retain the information, and how properly to dispose of it.

## Information Security, Trade Secrets and Confidential Information – Additional Guidelines

- When receiving confidential information from another party, be sure first to have a written and signed confidential disclosure agreement or a non-disclosure agreement.
- Never accept or use confidential information that you know or **suspect has been illegally or unethically obtained**.  
**Do not disclose** confidential information when hiring a third party consultant without a confidential disclosure agreement. Consult with your business unit's **assigned Legal Counsel if you have questions**.

### What is confidential Information?

YBA Kanoo defines confidential information as any non-public information pertaining to YBA Kanoo business. Non-public information is defined as information that is not readily accessible by those without a need to know, and if disclosed, may harm YBA Kanoo business, its directors, officers, shareholders, employees, agents, business partners, and/or customers.

Examples include but are not limited to customer, supplier, financial, pricing, personnel data, merger and acquisition plans, product or marketing plans, new product designs, proprietary processes, systems and trade secrets.

### How to deal with YBA Kanoo Confidential Company Information:

All individuals must be careful to maintain the confidentiality of information concerning YBA Kanoo businesses, directors, officers, shareholders, employees, agents, contingent workers, contractors, temporary workers, interns, suppliers, and other individuals and entities in our business dealings.

### How to deal with Confidential Customer Information:

International and local privacy laws and YBA Kanoo require all of us to protect the security and confidentiality of customers' personal information. This includes information such as names, addresses, passport or identification numbers, account and payment information.

Only authorised individuals who need to know a customer's personal information may access and use it only with the customers' consent in connection with any services provided.

Customer information may not be accessed or used for personal purposes.

Customer information may not be disclosed outside YBA Kanoo for any purpose unless the disclosure has been properly authorised by the customer or is permitted or required by law.

## How to deal with Confidential Employee Information:

### **YBA Kanoo abides by the following principles with regard to employee privacy rights:**

- YBA Kanoo requests and retains only information that is required for business or legal purposes.
- YBA Kanoo protects the confidentiality of all personal information in Human Resources records and files.
- You have the right to correct inaccuracies or disagree in writing regarding your personal information in YBA Kanoo's records.
- Access to personal information will be strictly limited to individuals with a clear business "need to know."

YBA Kanoo refuses to release employee information to outside sources without an employee's written approval unless authorised or required by law.

All requests for personal and character references must be forwarded to the Human Resources Team.

### **What is a Trade Secret and how to deal with Trade Secrets?**

Trade secrets are a form of intellectual property. They are valuable and must be protected by keeping them confidential. Trade secrets have the following characteristics:

1. They have economic value;
2. They are not known outside YBA Kanoo; and
3. YBA Kanoo is making efforts to keep that information confidential.

## **Clean Desk policy**

Our employees should follow a clean desk policy and all confidential information should be kept in a secured environment.

## **Passwords**

We must be familiar with all IT policies and keep all passwords confidential. We are responsible for reporting any suspected security violations to the Group IT Officer and to the Compliance Team.

## ELECTRONIC RESOURCES

YBA Kanoo's electronic resources are for conducting Company business. These resources include office phones, computers, tablets, software, systems, and networks provided by YBA Kanoo.

Use YBA Kanoo's electronic resources lawfully and in a manner that complies with this Code and applicable information security policies.

Comply with YBA Kanoo's social media policies as may be issued from time to time.

Protect YBA Kanoo's electronic resources from unauthorised use and security threats.

Your use of YBA Kanoo's electronic resources may be monitored. Accessing, distributing or storing inappropriate information on YBA Kanoo's electronic resources is not allowed. There is no expectation of privacy vis-a-vis your use of YBA Kanoo's electronic resources

### YOU MAY NOT:

- Use YBA Kanoo's electronic resources for personal business ventures or personal financial gain.
- Use of electronic resources must be reasonable and limited and shall not interfere with YBA Kanoo's normal business or your ability to satisfy your job expectations.

### Electronic Resources

- Protect user IDs and passwords; never post them near your computer; record them in a secure manner.
- Lock work stations when unattended.
- Be cautious when downloading or opening attachments or software from unknown sources. When in doubt, contact your local IT Helpdesk.
- Be sure that your work station and mobile devices meet YBA Kanoo security standards; never uninstall or disable anti-virus tools, firewalls, or password protected screensavers.
- When using YBA Kanoo's electronic resources in public, protect confidential information, for example, by using a privacy screen and being aware of your surroundings.
- Do not download, copy, or use software or other materials in violation of copyright laws or license restrictions.
- Report possible information security incidents or violations to the IT Team and the Compliance Team (compliance@kanoo.com).

## DATA PRIVACY

YBA Kanoo complies with all applicable privacy and data protection laws, wherever it does business.

YBA Kanoo respects the privacy of its employees, customers, business partners, and others who share their personal information with us.

Any personal information YBA Kanoo collects is treated with care, protected, and used lawfully and properly.

### Data Privacy

Data privacy laws vary by jurisdiction. Consult your business unit's assigned Legal Counsel to be sure your activities are permitted by applicable law and YBA Kanoo policies:

- Before transferring personal information from one country to another, even among YBA Kanoo affiliates.
- Before disclosing personal information about YBA Kanoo directors, officers, shareholders, employees and agents to third parties.
- Before collecting, using, or disclosing personal information without the knowledge and consent of the individual whose data you are handling.

## PUBLIC STATEMENTS

All media enquiries should be channeled through our Corporate Communications Department who will then prepare the appropriate response with the departments or individuals concerned.

Employees must not make public statements regarding issues or matters related to YBA Kanoo unless they have been authorised to do so by management.

## SOCIAL MEDIA

We encourage our employees to participate responsibly on social media without posing any risks to YBA Kanoo's business or reputation. Our employees must not disclose YBA Kanoo's information or non-public information on social media or in any other public dissemination tools.

We communicate in an accurate, honest and consistent way on our official social media networking sites. All requests from our business units to publish certain content should be channeled through the Corporate Communications Department to maintain a clear tone of communication.



LIVING OUT THE  
YBA KANOO VALUES

BE   
TRANS-  
PARENT  
KEEP COMPLETE  
AND ACCURATE  
BUSINESS RECORDS

## **INTERNAL CONTROLS, FINANCIAL REPORTING, DOCUMENT RETENTION AND AUDITING**

**“YBA Kanoo employees are responsible and accountable for maintaining the integrity of our business documents and financial reporting.”**

YBA Kanoo generates countless business and financial records every day, including but not limited to purchase orders, contracts, manufacturing records, expense reports, invoices, manufacturing and regulatory reports to government entities, emails, timesheets, telephone logs and many others.

All YBA Kanoo directors, officers, shareholders, employees and agents must ensure that the records they create and use reflect the true nature of all business. Follow all approval procedures required by internationally accepted accounting standards and the Finance Team. Comply with YBA Kanoo internal controls.

Follow document retention laws, requirements and policies.

Any failure to create and maintain correct and accurate business and financial records can pose legal and business risks for YBA Kanoo.

All employees are required to cooperate fully and provide full and complete information when requested by our internal or external auditors, the Legal, and the Compliance Teams.

## **THIRD PARTY RELATIONS**

**“We build productive relationships and deal fairly and honestly with all third parties.”**

Third party in the context of the Code means suppliers, customers and business partners that work with YBA Kanoo. This includes our affiliates, subsidiaries or joint ventures. Before we deal with any third parties, we must complete our third party management procedures.

### **Suppliers**

We shall select our suppliers based on appropriate and ethical business criteria and in accordance with our procurement policy.

We shall ensure that our suppliers are selected objectively based on appropriate criteria, such as qualification, competitive price and reputation.

## Business Partners

We ensure that we share the same commitment to safety, ethics and compliance with all our business partners and other third parties. We do not consent to unethical or illegal business practices in any circumstances and we are committed to communicating openly and honestly. Trust and integrity are the foundations we use to build relationships with our business partners.

### Internal Controls, Financial Reporting, Document Retention and Auditing - Additional Guidelines:

- Truthful and accurate records are critical for making sound business decisions and maintaining the integrity of our tax filings, VAT returns, government-required financial disclosures, and other financial statements.
- YBA Kanoo directors, officers, shareholders, employees and agents everywhere must comply with local laws and regulations governing the accuracy of our business records.
- Seek guidance from YBA Kanoo Finance, Internal Audit and the Legal Teams, if in doubt.



# BE RES- PECTFUL

RESPECT ONE ANOTHER,  
OUR SOCIAL AND  
PHYSICAL ENVIRONMENT



## RESPECTFUL WORKPLACE

**“YBA Kanoo values its workers. We strive to have a work environment that reflects and values the best in all of us, where we treat each other respectfully, professionally, and where individual differences are valued.”**

Any harassment, unprofessional or inappropriate behaviour, even if not illegal, interferes with that goal and will not be tolerated. Unlawful discrimination is also prohibited.

Employees and agents must be free to report concerns and raise questions, free from fear of retaliation. Retaliation is not tolerated at YBA Kanoo.

Directors, officers, shareholders, managers and supervisors are responsible for ensuring that YBA Kanoo provides a fair and respectful workplace and that complaints are handled promptly, fairly and effectively.

### Respectful Workplace - Additional Guidelines

Harassment is unwelcome conduct toward an individual that creates an intimidating, hostile, or offensive work environment and that:

1. is due to personal traits such as age, disability, marital status, national origin, race or color, religion, gender; and
2. causes work performance to suffer or negatively effects job opportunities.

## WORKPLACE ENVIRONMENTAL, HEALTH, AND SAFETY

**“YBA Kanoo provides safe and healthy workplaces, and strives to minimise the impact of our operations on the environment.”**

YBA Kanoo employees must know and follow all applicable environmental, health and safety (EHS) laws and YBA Kanoo's safety and health policies and standards.

YBA Kanoo management is responsible for addressing reported or known concerns and ensuring that YBA Kanoo employees are properly trained in applicable health and safety regulations, YBA Kanoo EHS policies and local standards.

YBA Kanoo employees and agents must report any health and safety concerns and respond to them in a diligent manner.

### Workplace Environmental, Health, and Safety – Additional Guidance:

- We strive to reduce the environmental impact of our operations, conserve natural resources, and conduct all business activities in a manner that protects the health and safety of our employees, visitors, and communities.
- Contact your assigned division, facility or country health and safety professionals for help in identifying and complying with applicable laws and policies.
- Choose suppliers, outsourced manufacturers and service providers who share our health and safety values.

## PRODUCT SAFETY, QUALITY, AND STEWARDSHIP

**“YBA Kanoo is committed to product safety, quality, and stewardship.”**

Product safety, quality, and stewardship must always be primary considerations during design, manufacture, marketing, and sales of YBA Kanoo products and services.

Employees and agents must know and follow all applicable laws, regulations, policies, standards, and procedures for product safety, quality, and stewardship and must report and respond to concerns in a diligent manner.

Management is responsible for addressing reported concerns and ensuring that our employees and agents are properly trained in applicable laws, regulations, policies, standards, and procedures.

### Product Safety, Quality, and Stewardship:

- We provide our customers with quality products that are safe for their intended uses and understand that providing products that consistently meet customer, community, and our own high expectations is fundamental to our success.
- We work to produce/supply products with superior environmental performance across their entire life-cycle. We also work with our suppliers and business partners so that their operations support these same objectives.
- Assess outsourced products with the same degree of review for product-related environmental, health, safety, regulatory, and potential liability attributes as those made and distributed by YBA Kanoo.
- Employees and agents should contact their assigned division, facility, or country environmental, health, and safety professionals or quality leaders for help in identifying and complying with applicable laws and policies.
- Our commitment to safety, quality and stewardship applies equally to services. Services provided by us must be conducted in a manner that is safe, complies with applicable laws and regulations, meets quality requirements and conform with all our policies, standards and procedures.

## TRADE RESTRICTIONS AND EXPORT CONTROLS

There are a variety of trade restrictions and export controls that YBA Kanoo is subject to. YBA Kanoo directors, officers, shareholders, employees or agents must be aware of these restrictions and controls, honour them, and consult with business units assigned Legal Counsel if there are any questions about the legality of any transactions.

These restrictions also provide that specific licenses must be received before the export or re-export of certain products, services or technology to specified countries or entities, as well as to certain end users or for specified end uses. It is imperative that you know whom you are dealing with the nature of the products and the ultimate destination and end use of products that we sell.

All countries in which we operate may have restrictions on trade with designated countries.

### Tips

Before engaging in any export/import transaction, be sure that:

- the transaction is not prohibited;
- you have applied for and received all regulatory approvals; and
- you have secured all needed licenses.

Remember that displaying any technical data at either foreign or domestic trade shows may require export authorisation. If you are regularly involved in export or import, be thoroughly familiar with government prohibitions and source-specific information regarding them.

You must not do anything that would facilitate business with any country subject to an embargo or sanctions in any country in which we operate without first consulting the Compliance Team or the assigned Legal Counsel.

**THE COMPLIANCE OFFICER**

Yusuf Bin Ahmed Kanoo Company W.L.L.  
Its Associate / Joint Venture Company  
Kingdom of Bahrain

**Dear Sir,**

Subject: Compliance Undertaking

I, being an employee of Yusuf Bin Ahmed Kanoo Company W.L.L., or its Associate or Joint Venture Company ("the Company") hereby acknowledge, confirm and certify that;

- i.** I have received, read and understood the Company's Code of Conduct, Employee Handbook;
- ii.** I am bound by and will comply with the said Code of Conduct to the extent applicable to my functions as an employee of the Company;
- iii.** I will report any instances of non-compliance with the Code of Conduct that come to my attention.

**Signed :** .....

**Name :** .....

**Designation :** .....

**Division :** .....

**Date :** .....

**THE COMPLIANCE OFFICER**

Yusuf Bin Ahmed Kanoo Company W.L.L.  
Its Associate / Joint Venture Company  
Kingdom of Bahrain

**Dear Sir,**

Subject: Compliance Undertaking

I, being an agent, supplier, consultant or vendor of Yusuf Bin Ahmed Kanoo Group, or its Associate or Joint Venture Company ("the Company") hereby acknowledge, confirm and certify that;

- i.** I have received, read and understood the Company's Code of Conduct;
- ii.** I am bound by and will comply with the said Code of Conduct to the extent applicable as an agent, supplier or vendor of the Company;
- iii.** I will report any instances of non-compliance with the Code of Conduct that come to my attention.

**Signed :** .....

**Name :** .....

**Designation :** .....

**Division :** .....

**Date :** .....

**THE COMPLIANCE OFFICER**

Yusuf Bin Ahmed Kanoo Company W.L.L.  
Its Associate / Joint Venture Company  
Kingdom of Bahrain

**Dear Sir,**

Subject: Compliance Undertaking

I, being a Business Partner of Yusuf Bin Ahmed Kanoo Group, or its Associate or Joint Venture Company ("the Company") hereby acknowledge, confirm and certify that;

- i.** I have received, read and understood the Company's Code of Conduct;
- ii.** I am bound by and will comply with the said Code of Conduct to the extent applicable as a Business Partner of the Company;
- iii.** I will report any instances of non-compliance with the Code of Conduct that come to my attention.

**Signed :** .....

**Name :** .....

**Designation :** .....

**Division :** .....

**Date :** .....

**THE COMPLIANCE OFFICER**

Yusuf Bin Ahmed Kanoo Company Limited  
Its Associate / Joint Venture Company  
Kingdom of Saudi Arabia

**Dear Sir,**

Subject: Compliance Undertaking

I, being an employee of Yusuf Bin Ahmed Kanoo Company Limited, or its Associate or Joint Venture Company ("the Company") hereby acknowledge, confirm and certify that;

- i.** I have received, read and understood the Company's Code of Conduct, Employee Handbook;
- ii.** I am bound by and will comply with the said Code of Conduct to the extent applicable to my functions as an employee of the Company;
- iii.** I will report any instances of non-compliance with the Code of Conduct that come to my attention.

**Signed :** .....

**Name :** .....

**Designation :** .....

**Division :** .....

**Date :** .....

**THE COMPLIANCE OFFICER**

Yusuf Bin Ahmed Kanoo Company Limited  
Its Associate / Joint Venture Company  
Kingdom of Saudi Arabia

**Dear Sir,**

Subject: Compliance Undertaking

I, being an agent, supplier, consultant or vendor of Yusuf Bin Ahmed Kanoo Company Limited, or its Associate or Joint Venture Company ("the Company") hereby acknowledge, confirm and certify that;

- i.** I have received, read and understood the Company's Code of Conduct;
- ii.** I am bound by and will comply with the said Code of Conduct to the extent applicable as an agent, supplier or vendor of the Company;
- iii.** I will report any instances of non-compliance with the Code of Conduct that come to my attention.

**Signed :** .....

**Name :** .....

**Designation :** .....

**Division :** .....

**Date :** .....

**THE COMPLIANCE OFFICER**

Yusuf Bin Ahmed Kanoo Company Limited  
Its Associate / Joint Venture Company  
Kingdom of Saudi Arabia

**Dear Sir,**

Subject: Compliance Undertaking

I, being a Business Partner of Yusuf Bin Ahmed Kanoo Company Limited, or its Associate or Joint Venture Company ("the Company") hereby acknowledge, confirm and certify that;

- i.** I have received, read and understood the Company's Code of Conduct;
- ii.** I am bound by and will comply with the said Code of Conduct to the extent applicable as a Business Partner of the Company;
- iii.** I will report any instances of non-compliance with the Code of Conduct that come to my attention.

**Signed :** .....

**Name :** .....

**Designation :** .....

**Division :** .....

**Date :** .....

**THE COMPLIANCE OFFICER**

The Kanoo Group  
Its Associate / Joint Venture Company  
United Arab Emirates

**Dear Sir,**

Subject: Compliance Undertaking

I, being an employee of The Kanoo Group, or its Associate or Joint Venture Company ("the Company") hereby acknowledge, confirm and certify that;

- i.** I have received, read and understood the Company's Code of Conduct, Employee Handbook;
- ii.** I am bound by and will comply with the said Code of Conduct to the extent applicable to my functions as an employee of the Company;
- iii.** I will report any instances of non-compliance with the Code of Conduct that come to my attention.

**Signed :** .....

**Name :** .....

**Designation :** .....

**Division :** .....

**Date :** .....

**THE COMPLIANCE OFFICER**

The Kanoo Group  
Its Associate / Joint Venture Company  
United Arab Emirates

**Dear Sir,**

Subject: Compliance Undertaking

I, being an agent, supplier, consultant or vendor of The Kanoo Group, or its Associate or Joint Venture Company ("the Company") hereby acknowledge, confirm and certify that;

- i.** I have received, read and understood the Company's Code of Conduct;
- ii.** I am bound by and will comply with the said Code of Conduct to the extent applicable as an agent, supplier or vendor of the Company;
- iii.** I will report any instances of non-compliance with the Code of Conduct that come to my attention.

**Signed :** .....

**Name :** .....

**Designation :** .....

**Division :** .....

**Date :** .....

**THE COMPLIANCE OFFICER**

The Kanoo Group  
Its Associate / Joint Venture Company  
United Arab Emirates

**Dear Sir,**

Subject: Compliance Undertaking

I, being a Business Partner of The Kanoo Group, or its Associate or Joint Venture Company ("the Company") hereby acknowledge, confirm and certify that;

- i.** I have received, read and understood the Company's Code of Conduct;
- ii.** I am bound by and will comply with the said Code of Conduct to the extent applicable as a Business Partner of the Company;
- iii.** I will report any instances of non-compliance with the Code of Conduct that come to my attention.

**Signed :** .....

**Name :** .....

**Designation :** .....

**Division :** .....

**Date :** .....

**THE COMPLIANCE OFFICER**

Kanoo Travel Ltd.

Egypt

**Dear Sir,**

Subject: Compliance Undertaking

I, being an employee of Kanoo Travel Ltd., hereby acknowledge, confirm and certify that;

- i.** I have received, read and understood the Company's Code of Conduct, Employee Handbook;
- ii.** I am bound by and will comply with the said Code of Conduct to the extent applicable to my functions as an employee of the Company;
- iii.** I will report any instances of non-compliance with the Code of Conduct that come to my attention.

**Signed :** .....

**Name :** .....

**Designation :** .....

**Division :** .....

**Date :** .....

**THE COMPLIANCE OFFICER**

Kanoo Travel Ltd.  
Egypt

**Dear Sir,**

Subject: Compliance Undertaking

I, being an agent, supplier, consultant or vendor of Kanoo Travel Ltd., hereby acknowledge, confirm and certify that;

- i.** I have received, read and understood the Company's Code of Conduct;
- ii.** I am bound by and will comply with the said Code of Conduct to the extent applicable as an agent, supplier or vendor of the Company;
- iii.** I will report any instances of non-compliance with the Code of Conduct that come to my attention.

**Signed :** .....

**Name :** .....

**Designation :** .....

**Division :** .....

**Date :** .....

**THE COMPLIANCE OFFICER**

Kanoo Travel Ltd.

Egypt

**Dear Sir,**

Subject: Compliance Undertaking

I, being a Business Partner of Kanoo Travel Ltd., hereby acknowledge, confirm and certify that;

- i.** I have received, read and understood the Company's Code of Conduct;
- ii.** I am bound by and will comply with the said Code of Conduct to the extent applicable as a Business Partner of the Company;
- iii.** I will report any instances of non-compliance with the Code of Conduct that come to my attention.

**Signed :** .....

**Name :** .....

**Designation :** .....

**Division :** .....

**Date :** .....

**www.kanoo.com**