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## CODE OF BUSINESS ETHICS AND CONDUCT POLICY

# CODE OF BUSINESS ETHICS AND CONDUCT POLICY

Procedure No.: ITIS/POP/COE/21

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Revision	Date	Description
00	19-June-2024	Code of Ethics and Business Conduct

*This Policy was approved by the decision of the Board of Directors of ITIS Co. Ltd.,*

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### Introduction:

At ITIS, we are committed to maintaining the highest standards of integrity, transparency, and ethical conduct in all our business activities. This Code of Business Ethics and Conduct Policy outlines our approach to addressing various policies and procedures to ensure that all the parties involved directly or indirectly with Business activities act in the best interest of the company and avoid situations that may demonstrate uncompromising ethical standards in all dealings with customers, suppliers, government and each other at all the times.

While we promote freedom of expression and open communication practices, all employees are still obliged to follow a code of appropriate conduct established by the Company. This is essential to avoid giving offense, participating in serious disputes, and disrupting the workplace. It is also important to project a truthful image of a well-organized, respectful, and collaborative environment.

### Scope

This policy applies to all prospective or current employees of the Company, regardless of employment agreement or rank. The Company requires all such employees to affirm annually that they are aware of the requirements of this Code and are complying with these requirements. This Code supplements all applicable laws including regulations of the Kingdom of Saudi Arabia, the Company's Articles of Association and Memorandum of Association, and the Company's other policies, procedures and directives, and does not substitute them. In the event of any conflict between the Code and applicable laws, the more stringent requirement will apply.

### Our Values:

Our philosophy and values serve as the guiding principles for our Code of Business Ethics and Conduct Policy.

#### 1. Integrity:

Integrity is the cornerstone of business ethics. We uphold honesty, sincerity and transparency in all our interactions. Our commitment to integrity extends to our relationships with customers, employees, partners, and the wider community. We never compromise on ethical conduct, ensuring that our actions align with our core values.

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## 2. **Respect:**

Respect is a fundamental aspect of our business conduct. We treat everyone with dignity, fairness and equality, irrespective of their background, beliefs or positions. We foster an inclusive and diverse work environment that encourages collaboration and mutual respect. We value different perspectives and promote a culture to open dialogue.

## 3. **Compliance:**

Our Company is fully committed to complying with all applicable laws, regulations, and industry standards. We stay updated on legal requirements and strive to meet or exceed them. We promote a culture of compliance, where employees are educated about their obligations and are encouraged to report any potential violations.

## 4. **Quality:**

We are committed to delivering quality services that exceeds customer satisfaction with consistency and professionalism that meet our customer's requirements by maintaining effective Quality Management System and bring continual improvement in the system.

## 5. **Safety & Environment:**

We are committed to providing a safe and healthy work environment for all employees and compliance with environmental protection to the highest standards. Our effective manuals guide us in maintaining the safe working practices of all our employees. A few of the key principles of our Manuals are Safe Work Environment, Incident Reporting, Compliance with Regulations and Radiation Safety, Environment Protection, Employee Responsibilities in maintaining the safe working practices etc.

## **Article (1): PURPOSE:**

This policy is called “**Code of Business Ethics and Conduct Policy**”

This Policy aims to provide clear guidelines and standards for ethical behavior and compliance within the organization. “Integrated Technologies for Industrial Services Co. Ltd” hereafter referred to as **ITIS**.

The purpose of this document is to promote a culture of integrity, transparency and accountability in all business operations and interactions.

The document serves as a reference for employees of ITIS, outlining their responsibilities and expectations in upholding ethical conduct, preventing conflicts of interest, maintaining confidentiality, and adhering to applicable laws and regulations. It emphasizes the commitment of

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ITIS to conducting business with honesty, fairness, and respect for all stakeholders, including employees, customers, partners, and other parties that are directly or indirectly involved in the execution of business.

Ultimately, the purpose of the document is to foster a strong ethical foundation and ensure compliance with legal and regulatory requirements to maintain the reputation and trust worthiness of ITIS.

#### **Article (2): Definitions:**

**Bribery:** Referred to as offering, promising, giving or accepting any financial or other advantage, to induce the recipient or any other person to act improperly in the performance of their functions, or to reward them for acting improperly, or where the recipient would act improperly by accepting the advantage.

**Corruption:** It is the abuse of entrusted power or position for private gain. Examples of corruption include bribery, the embezzlement of funds, theft and fraud, extortion, an abuse of authority, nepotism, conduct that creates a conflict of interest (where one or more parties obtain an illegal advantage) or improper political contributions.

**Company:** Wherever company is mentioned in this policy, it refers to Integrated Technologies for Industrial Services Co. Ltd. (ITIS)

**Compliance:** The act of adhering to all applicable laws, regulations, policies and procedures and standards that govern the organization's operations. This includes ethical conduct and respect for legal obligations.

**Conflict of Interest:** Arises when an employee's personal, financial or professional interest interferes, or has the potential to interfere with their ability to make impartial decisions in the best interest of ITIS. It may involve situations where there is a potential for personal gain or bias. When an employee or agent (someone who is authorized to act on behalf of a principal) has an undisclosed personal or economic interest in a matter that could influence his/her professional role.

**Confidential information:** Encompasses any sensitive or non-public information that, if disclosed, could harm the organization, its employees, clients or stakeholders. This may include business secrets, proprietary data, financial information, or personal information of employees or clients.

**Ethical behavior:** Refers to conduct that aligns with moral principles, such as honesty, integrity, fairness, and respect for others.

**Fraud:** Fraud is a practice that involves the use of deception to obtain, directly or indirectly, any form of financial benefit for the perpetrator of the fraudulent act or to facilitate that for others, leading to a form of loss for the party who has been defrauded. Fraud is an intentional or deliberate act to deprive the Company of property or money by deception or other unfair means.

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**ITIS:** Integrated Technologies for Industrial Services Co. Ltd.,

**Organization:** Wherever Organization is mentioned in this policy, it refers to ITIS

**Policy Violation:** Occurs when an employee fails to comply with the Code of Business Ethics and Conduct Policy or any other relevant policies, laws, or regulations. Violations may result in disciplinary action.

**Retaliation:** Refers to any adverse action taken against an employee who reports or participates in an investigation of misconduct or unethical behavior. Retaliation is strictly prohibited and may include actions such as termination, demotion, or harassment.

**Whistleblower:** An employee or individual who reports suspected or actual wrongdoing, misconduct, or unethical behavior within the organization. They play a crucial role in promoting transparency and accountability.

### **Article (3): Conflicts of Interests:**

This Code of Business Ethics and Conduct Policy outlines our approach to addressing conflicts of interest within this organization.

- 1.0 The purpose of this Conflicts of Interests policy is to ensure that employees act in the best interest of the company and avoid situations that may compromise their objectivity or loyalty. Such conflicts may undermine the trust, credibility, and reputation of the organization.
- 1.1 Company employees are prohibited from having a direct or indirect personal interest in the Company's contracts or projects or in the suppliers or contractors who do or seek to do business with the Company.
- 1.2 No Employee or his family members shall have a controlling "personal interest" in a company or organization that performs business or intends to do business with ITIS. Such personal interest includes but is not limited to occupying a position or having a controlling financial interest or engagement in any transactions or any form of ownership in such organizations.
- 1.3 To ensure the avoidance of conflicts of interest, employees must disclose any outside activities, including employment, ownership, or financial interests, that could potentially conflict with their duties at ITIS.
- 1.4 Outside activities refer to any work, service, or involvement in businesses, organizations, or enterprises outside our company. This includes, but is not limited to, part-time jobs, self-employment, consulting work, volunteer roles, board memberships, and speaking engagements. Employees are prohibited from engaging in any outside activity that:

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- Competes with our company's business interests or has the potential to do so.
- Interferes with the employee's ability to fulfill their job responsibilities effectively.
- Uses company resources including time on job, intellectual property, or proprietary information without proper authorization.
- Involves endorsement of products or services in a way that could be construed to represent the views or interests of our company.

### 4.5.2. Approval Requirements for outside activities

Prior to engaging in any outside activity that could be construed as a potential conflict of interest, employees are required to:

- Submit a written description of the proposed activity to their immediate supervisor (DLM) or the Ethics Officer, or the Human Resources Department.
- Obtain formal approval from the aforementioned supervisor or authority. The approving authority for all non-managerial staff is the HR Manager / Ethics Officer and CEO/CAO for all the managerial staff.
- Update any changes to the activity status or nature in a timely manner.

1.5 Employees must seek prior written approval from the HR Manager or the designated department Head for any activities that may give rise to a conflict of interest. In cases of ambiguity or uncertainty, employees are encouraged to consult with the Human Resources Department to seek guidance and clarification.

1.6 To ensure ongoing compliance and awareness, all employees are required to periodically self-certify (minimum on annual basis) their understanding and adherence to this Conflict-of-Interest Policy and the Broader Code of Business ethics and Conduct. This self-certification process serves as a reminder of the importance of maintaining ethical conduct and help to reinforce our commitment to integrity.

The employee shall adhere to the policy of combating conflicts of interest adopted by the company from time to time.

### 1.7 Examples of Conflict of Interest:

**Financial Interest:** If an employee or his family member has a financial stake, direct or indirect, in a company that competes with or has a business with ITIS, it may create a conflict of interest.

**Outside Employment:** Engaging in employment or consulting work outside of ITIS or involvement in commercial activities outside ITIS, is considered a conflict of interest



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**Family or Personal Relationships:** Situation where an employee's family member, or close personal relation has a financial or business interest that conflicts with the interests of ITIS can create a conflict of interest.

**Gifts and Benefits:** Accepting gifts, favors, or benefits from suppliers, vendors, or business partners that may influence or be perceived to influence decision making can give rise to conflicts of interest.

By adhering to this conflict-of-Interest Policy, we can maintain a culture of transparency, fairness and trust within ITIS. It is the responsibility of each employee to be vigilant, identify potential conflicts of interest and take appropriate steps to address and mitigate them.

**“Together, we can uphold the highest ethical standards and preserve the reputation and success of our organization”.**

### Article (4): Gifts, Gratuities and Hospitality:

The policy on gifts is designed to provide guidance to our employees on acceptable practices related to giving and receiving gifts. Our aim is to ensure transparency, fairness and integrity in all interactions with clients, suppliers, and business partners.

Suppliers/Clients and their personnel shall not offer or provide ITIS or its personnel with gifts, gratuities or hospitality unless it involves nominal value and is in line with customary business practices. Nominal gifts are described as gifts of a general nature having a low value, including such items as logo inscribed pens, caps, shirts, notepads, and coffee mugs. Customary business practice in terms of hospitality would include the acceptance of reasonable business entertainment and business meals. Gifts, gratuities, and hospitality offered or extended by Suppliers to ITIS personnel which exceed nominal value or reasonable hospitality are reportable under internal ITIS policies and regulations. Items which are made available to the general public do not fall under this policy.

### Examples of Unacceptable Gifts:

1. Cash, loans or financial investments
2. Expense, luxury items or extravagant vacation
3. Personal Service or Benefits
4. Gifts that violate laws, regulations or ethical standards
5. Gift that exceed monetary value of \$50.

We may not accept items donated to Company by suppliers for the purpose of raising funds for charities or non-profit organizations. Also, we should not accept or approve of them making donations on behalf of Company. When you are establishing a new business relationship, make sure all parties are aware of our policy regarding gifts and entertainment.



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When dealing with external businesses, you should ask yourself, “Would this business be offering me this gift or gratuity if I wasn’t employed by Company?” If the answer is “no” or is unclear, you should not enter into the transaction.

### Article (5): Entertainment

The Entertainment Policy within this Code of Business Ethics and Conduct Policy sets guidelines for acceptable forms of entertainment and outlines any monetary restrictions. This policy aims to ensure that all employees understand the boundaries and expectations surrounding entertainment activities in a professional setting. Accepting entertainment can cause a conflict of interest, or the appearance of a conflict between personal interests and professional responsibility. Most bribery and corruption schemes begin with such things. No employee or member of his immediate family (includes a person's spouse, children, parents, siblings or other relatives of the employee or their spouse or their extended family) shall solicit or accept from an actual or prospective customer or supplier any compensation, advance loans (except from established financial institutions on the same basis as other customers), gifts, entertainment, or other favors that are of more than token value (\$50) or of a nature not generally reimbursable under the standard process of employee expenses if incurred by the employee.

In exceptional circumstances where refusing a gift or entertainment would be impractical or cause embarrassment, such items, if of nominal value not exceeding \$50, may be accepted on behalf of the company.

Acceptable entertainment forms may include business meal, industry conferences, team-building events and client meetings. These activities should be directly related to the business purpose and conducted in a manner that upholds the organization’s reputation and values.

Pre-approval of Budget by the respective line manager or General Manager shall be obtained for the acceptable Entertainment by providing proper justification.

#### Examples of Acceptable entertainment:

- Taking a client out for a meal to discuss ongoing project or potential collaborations
- Attending a conference or seminar relevant to an employee’s role and responsibilities
- Organizing a team-building activity to promote collaboration and enhance morale.

#### Example of Unacceptable Entertainments:

- Engaging in activities that could be perceived as bribery, kickbacks or unethical practices
- Excessive spending on entertainment exceeds the established budget without proper approval.

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- c. Participating in entertainment activities may compromise the organization's reputation or conflict with legal or ethical standards.
- d. Entertainment that exceeds monetary value of \$50.

### **Approvals of Entertainment:**

Any or all events that incur substantial expense necessitate written approval from the General manager/approving authority. The approval authority shall ensure that the entertainment program that is being requested for approval is in compliance with company policies and guidelines and in line with the rules of this policy. All gifts and entertainment accepted must be reported to the HR Manager / GM for and are to be handed over to the company for appropriate handling.

### **Article (6): Payment to Suppliers and Customers**

We have established strict protocols regarding financial transactions, the extension of favors, and the employment of individuals from customer or supplier entities. This policy delineates the permissible actions and the explicit boundaries within which all company personnel must operate.

#### **1. Payments and Financial Interactions**

All financial transactions with suppliers and customers must reflect the company's commitment to fair dealing. As such, employees must not engage in the exchange of funds that could imply preferential treatment or the exertion of undue influence. This includes kickbacks, rebates, or unrecorded funds intended to sway business decisions. All payments to suppliers and from customers should reflect valid and accurate commercial transactions executed at arm's length.

#### **2. Favors and Courtesies**

The exchange of favors, including but not limited to transportation services, cleaning services, or any other non-monetary benefit, is subject to strict regulation. Such favors must not exceed the nominal value of \$50 and should not influence—or appear to influence—business decisions or actions. Employees are expected to maintain a professional distance that ensures impartiality and the absence of any conflict of interest. Refer the section related to gifts and entertainment for further guidance.

#### **3. Employment and Hiring Practices**

When considering candidates for employment, we observe a clear separation between our commercial relationships and our hiring processes. The hiring of individuals from customer or supplier networks must be justified by their qualifications and the needs of the company, without any suggestion of reciprocity or obligation and subject to contractual restriction on such hiring. Any such hiring must be pre-approved by the HR Manager / GM to ensure compliance with this policy as well

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as contractual arrangement with the relevant supplier or customer. Any hiring of a key employee of a customer or supplier within 3 months of completion of commercial dealing with them by the Company should be subject to approval of the HR Manager / GM with detailed rationale from the relevant department head.

#### 4. Prohibited Actions

To safeguard the company's reputation and ethical standing, employees are expressly prohibited from:

- Soliciting personal benefits of any kind from suppliers or customers.
- Accepting any form of compensation or favor that could compromise their decision-making or the company's interests.
- Engaging in employment negotiations with customers or suppliers that could lead to a conflict of interest.

Adherence to this section is mandatory for all employees, and any deviations will be met with appropriate disciplinary measures. Regular audits will be conducted to monitor transactions and ensure that the principles of fairness and integrity are upheld. Employees are encouraged to report any questionable activities or potential breaches of policy to the Ethics Officer.

#### **Article (7) Payments, Gifts, Entertainment to Government Officials:**

7.1. Company policy makes no distinction between bribes and so-called 'facilitation' payments, which are also prohibited. A facilitation payment is a small payment to a public official, which is not officially required, to enable or speed up a process which it is the official's job to arrange. This extends to any form of unofficial payment or token to secure or accelerate a process that a public official is otherwise obligated to perform. We also seek to ensure that our agents, contractors and suppliers do not make facilitation payments on our behalf.

7.2. The concept of bribery and facilitation payment applies to transactions with any government official or employee or with any private company or person, and whether in the conduct of domestic or international business. Also, it applies whether the payment is made or received directly or through a third party, such as an agent, representative, contractor, joint venture partner or distributor.

7.3. Employees are obliged to immediately report any requests or instances witnessed for facilitation payments or kickbacks. The company commits to ongoing training and communication to ensure understanding and enforcement of this policy. Violations will result in disciplinary action, which may include termination of employment and legal proceedings.

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7.4. The company will undertake diligent efforts to ensure that all business partners understand and comply with this policy. Contracts and agreements will reflect the company's ethical standards, and regular audits will be conducted to ensure compliance.

### Article (8): Restricted Communications:

This Policy aims to ensure that all communications within our organization, as well as with external parties, are conducted in a manner that upholds the highest ethical standard and safeguards the confidentiality of sensitive information. We define restricted communications as any communication that may compromise the confidentiality, integrity, or availability of our information systems or data.

This includes, but is not limited to:

- communications that contain sensitive or proprietary information, trade secrets, personal data, client information or confidential business information such as Bidding, Contracts, Purchase Orders, Finance data, sub-contractors' business obligations etc.,
- To ensure the security and confidentiality of our data and information systems, we have established strict guidelines regarding the use of communication channels, devices, and tools.
- Do not allow the use of unsecured communication channels or devices, such as personal email accounts or social media platforms, for official business purposes. All official communications must be conducted through approved channels, devices, and tools that are compliant with our security and data privacy policies.
- Furthermore, we ensure that all employees are aware of their responsibilities and obligations regarding restricted communications and receive regular training on how to identify, report, and prevent any potential security breaches or data leaks.
- We also maintain a strict policy on the use of company-owned devices and tools, ensuring that they are used only for official business purposes and are secured against any unauthorized access or use.

The sharing of client information, unless under an acceptable written commercial arrangement or regulatory requirement, is strictly controlled. Consent must be obtained from clients for the release of their information, following which it must be handled in line with applicable data protection laws of Saudi Arabia. Any unauthorized disclosure could harm the company's interests, reputation, or legal standing.

### Protective Measures

- Enforcement of Legal Agreements:

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The company will strictly enforce Non-Disclosure Agreements (NDAs). These legal agreements bind employees and external parties to confidentiality concerning the company's sensitive information.

- **Education and Training:**

The company will provide regular training sessions on the importance of information security and confidentiality. These sessions are designed to ensure all personnel are fully informed about the policy and understand the consequences of non-compliance.

- **Monitoring of Communications:**

The company will actively monitor communication channels for potential breaches. This includes the scrutiny of emails, social media interactions, and other communication forms to detect any inappropriate sharing of protected information.

#### **Article (9): Fraud and Other wrongdoing:**

Fraud is an intentional or deliberate act to deprive the Company of property or money by deception or other unfair means. Theft is the action or crime of stealing company assets or property. Embezzlement is theft or misappropriation of funds placed in one's trust or belonging to one's employer. Concealment of Sensitive Information (as defined above) is Intentionally hiding critical information from company officials or management which may also result in adverse consequences to the organization, its employees, and its external partners.

Wrongdoing encompasses a broader range of unethical behaviors, including but not limited to theft, embezzlement, bribery, corruption, conflicts of interest, and unethical business practices. Our policy explicitly prohibits any form of fraud or wrongdoing within the organization and emphasizes the importance of reporting any suspected or observed instances of such behavior.

We encourage all employees to promptly report any concerns or suspicions through the designated reporting channels, such as a confidential hotline or an established reporting mechanism. To ensure effective prevention, detection, and resolution of fraud and other wrongdoing, we have implemented robust internal controls, regular audits, and investigations.

In cases where fraud or other wrongdoing, we have implemented robust internal controls, regular audits, and investigations.

All instances of fraud, defalcation, misappropriation, and other fiscal irregularities are grounds for the most severe disciplinary action which may ultimately lead to dismissal and, if appropriate,

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criminal proceedings. The terms defalcation, misappropriation, and other fiscal irregularities refer to, but are not limited to, the following:

- Any dishonest or fraudulent act
- Manipulating test results to meet demands or standards by client, government or any other authority
- Overbilling clients for services not rendered or materials not used
- Using nonstandard materials
- Misappropriation of funds, securities, supplies, or other assets of the Company or any supplier or customer
- Impropriety in the handling or reporting of money or financial transactions
- Profiteering as a result of insider knowledge of company, supplier or customer activities
- Disclosing confidential and proprietary information to outside parties
- Disclosing to other persons securities activities engaged in or contemplated by the company (see section on restricted communications)
- Accepting or seeking anything of material value from contractors, vendors, or persons providing services/materials to the Company (Exception: Gifts less than \$50 in value; see section on gifts and entertainment)
- Destruction, removal, or inappropriate use of records, furniture, fixtures, and equipment
- Unauthorized use or taking of company's assets for personal use
- Withholding information about company operations, financials, or other sensitive data from management or relevant authorities
- Any similar or related irregularity.

In our unwavering commitment to uphold ethical business practices, the company enforces a zero-tolerance policy towards all forms of fraud, theft, embezzlement, and the concealment of information. To ensure adherence to this policy, we conduct regular and unannounced audits of both financial and operational processes, aiming to promptly identify and address any irregularities or fraudulent activities. Recognizing the importance of proactive measures, we also provide comprehensive training to all employees, focusing on the identification, prevention of fraud, and the critical importance of ethics and compliance in their daily operations.

Understanding the value of transparency and open communication, the company has established a secure and confidential reporting mechanism for employees i.e., HR Department / GM. This mechanism not only encourages but also protects employees who come forward to report suspected fraudulent activities, ensuring their protection from any form of retaliation. Each report of suspected wrongdoing is taken seriously and is subjected to a thorough investigation. Based on the findings of these investigations, appropriate actions, including disciplinary measures, are taken. These actions can escalate to termination of employment and, if warranted, legal proceedings against those found responsible for such misconduct.



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#### **Article (10): Whistleblowing and Protection for Whistleblowers:**

Whistleblowing refers to when an employee, often an insider, exposes information or activities within the company that are illegal, unethical, or against the company's policies. This can include a range of issues, such as financial fraud, corruption, health and safety violations, and other forms of misconduct specified herein or in other policies. The purpose of this Whistleblowing section is to encourage and enable employees to raise serious concerns within the company for investigation and appropriate action. With this policy, we aim to deter wrongdoing and promote a culture of transparency, accountability, and integrity. This policy applies to all employees, contractors, and stakeholders of the company. It covers a range of issues including, but not limited to, financial malpractice, illegal activities, unethical behavior, conflicts of interest, and breaches of company policies.

The Company provides a variety of resources you can turn to when you need to raise a question, concern or violation of any company policy (including "Talk In", "Write In" or anonymous whistleblowing in either mode). Depending on the nature of the concern, it may be easiest to talk to the person responsible directly about your concerns, providing them an opportunity to clarify their conduct. If you don't feel comfortable handling the situation yourself, or if you believe the misconduct involves an ethical or legal issue, you should consult one of the following resources:

- Use the Open-Door Communications process

The Open-Door Communications process is the most direct way to voice any concern to a manager. If you believe your immediate manager (DLM) is involved in the problem, discuss the issue with the next level of management who is not involved, or use one of the other resources described below.

- Contact by e-mail

E-mail: [integrity@itis.com.sa](mailto:integrity@itis.com.sa)

Phone Number: + 966 543790123

This mailbox is monitored by HR

You are encouraged to report a matter under the company's policy if you believe there has been a response to a previously reported issue that is unsatisfactory, or if you feel unable to discuss the matter with your manager, especially if you suspect that the manager might be involved or is unlikely to address the issue appropriately. A matter is reportable if you have reasonable grounds to suspect it involves wrongdoing or an improper situation, including any behavior that may be illegal or in violation of company policy. Reports (any of the four languages – Arabic, English, Hindi and Urdu)

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should provide as much detail as possible, including dates, locations, individuals involved, and any supporting evidence. This will facilitate a thorough investigation. If you are concerned about maintaining privacy and protection, the identity of the whistleblower may remain anonymous were permitted by law. You have our commitment that your comments will be heard, and all reports and supporting evidences submitted will be treated promptly and discreetly.

The Company will provide regular training and communication to all employees regarding this policy, including the importance of whistleblowing, how to report a concern, and the protections available to whistleblowers.

The Company has also Whistleblower Misuse Prevention Policy in place which is crafted to protect the integrity of our whistleblowing system. This policy strictly prohibits conduct such as fabricating reports, exploiting the whistleblowing process for self-interest or harm to others, unauthorized disclosure of confidential information, and violation of privacy norms. Investigations into whistleblowing reports will first have to pass the criteria for frivolous or non-frivolous complaint which will be dependent on examining whether supporting evidences are attached or at least reference is provided to auditable records or processes which can be observed.

To validate the credibility of each report, a detailed investigation is mandated, and severe penalties, including dismissal and possible legal repercussions, are in place for misuse. If a whistleblower complaint is found to not be adequate enough to warrant an investigation due to lack of supporting evidences, mention of auditable records or observable processes or acts, the whistleblower will first be approached to resolve the shortcoming within a reasonable time to initiate an investigation. It is expected that all employees must provide prompt, thorough and truthful cooperation during the investigation of any violations of this or any other policy by any internal or external parties.

#### Article (11): **Anti-Retaliation Prohibitions policy:**

In our comprehensive Code of Business Ethics and conduct policy, we have a dedicated section that outlines our Anti-Retaliation prohibitions policy. This policy is designed to protect individuals who report suspected misconduct or unethical behavior from any form of retaliation.

We firmly believe that employees should feel safe and empowered to raise concerns without fear of reprisal. Our Anti-Retaliation Prohibitions policy prohibits any adverse actions or treatment taken against individuals in retaliation for making a good faith report.

Adverse actions include but are not limited to harassment, discrimination, demotion, suspension, termination, or any other form of unfair treatment. We take all allegations of retaliation seriously and investigate them thoroughly. If we determine that retaliation has occurred, we will take appropriate disciplinary action against those responsible.

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We are committed to creating a workplace environment where employees can freely express their concerns and contribute to maintaining the highest standards of ethics and integrity. It is essential to note that we treat all reports in a confidential and discreet manner. We understand the importance of protecting the identity of whistleblowers, and we take steps to ensure their anonymity to the fullest extent possible.

However, in some cases, it may be necessary to disclose the whistleblowers, identity for investigation purposes or when required by law. By including the Anti-Retaliation Prohibitions policy without Code of Business Ethics and Conduct, we reinforce our commitment to fostering a culture of transparency, trust and accountability. We want to encourage open communication and ensure that individuals who report misconduct are protected from any form of retaliation.

#### **Article (12): Record Keeping:**

This policy is designed to ensure that we maintain accurate and complete records, comply with all applicable laws and regulations, and preserve documentation that is essential for conducting business.

We ensure that all records are clear, accurate and complete, and that they reflect the true nature of the transactions they document. All records are properly identified, indexed, and stored in a secure and accessible manner.

We retain records for the period required as stated in our Internal Management System and dispose of them in a secure and appropriate manner when they are no longer needed. We safeguard all records against loss, destruction, or unauthorized access and ensure that only authorized personnel have access to them.

We ensure that electronic records are maintained securely, backed up regularly, and protected against unauthorized access, alternation, or destruction. We also ensure that electronic records are easily retrievable and can be reproduced in a legible and accurate format.

#### **Article (13) Protection of Company Property**

In adherence to our commitment to safeguarding company assets, all employees are entrusted with the responsibility of utilizing company property, both physical and digital, in a manner that prevents waste, abuse, or loss. This responsibility extends to the prudent use of company vehicles, tools, materials, supplies, and technological resources, as well as the protection of proprietary information and intellectual property.

- Utilize company assets, including vehicles, phones, and email, judiciously, ensuring minimal impact on productivity and the work environment.
- Honor the intellectual property rights of others, including copyright and trademark laws, particularly when using or sharing printed or electronic materials.

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- Confidentiality is paramount in our operations. All employees are obliged to protect sensitive information, which includes not only internal data but also information entrusted to us by third parties, such as vendors and partners.
- Uphold the strict confidentiality of proprietary and confidential information, utilizing it solely for the intended business purposes.
- Abstain from discussing sensitive company techniques, strategies, or operations in any public or unauthorized setting.

It is imperative to maintain vigilance against actions that could compromise the integrity of our data and the privacy of our customers, business partners, and employees.

- Be cautious of actions that could lead to unintentional disclosure of confidential information, such as conversations in public spaces or via unsecured connections. Prevent the loss of control over confidential information by ensuring that all personal communications for business purposes adhere to company policy and legal requirements. The collection, use, and disclosure of personal information must be conducted with the utmost care and strictly for legitimate business purposes, respecting the privacy rights and protections afforded by law.
- Gather, use, and disclose personal information only as necessary for business operations and in compliance with applicable privacy laws.
- In the realm of competitive intelligence, it is our policy to engage in information gathering exclusively through lawful means.
- Refrain from acquiring competitive intelligence through dishonest practices or any actions that could be interpreted as industrial espionage.
- Handle all third-party information, especially regarding competitors, with integrity, ensuring its use complies with legal standards.
- Proactively report any suspected or actual breaches of policy to the appropriate management or designated reporting mechanisms.

### **Anti-Money Laundering:**

It is defined as the process of converting illegal proceeds so that funds are made to appear legitimate, and it is not limited to cash transactions. Involvement in such activities undermines our integrity, damages our reputation, and can expose the Company and individuals to severe sanctions. Report any suspicious financial transactions and activities to the Whistleblowing Hotline & Reporting Contact Details and, if required, to appropriate government agencies.

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The company is committed to applying the applicable regulations that prohibit money laundering, as it seeks to verify its dealers to avoid any breach of these regulations. The concerned persons must abide by the following:

- Knowing the company's business partners and counterparts and obtaining legal documents related to them (Know Your Client).
- Compliance with all policies and procedures applicable in the company.
- Reporting any suspicious transactions immediately so that they can be investigated and take the appropriate decision.

### Drug and Alcohol:

Any employee and contractor worker reporting to work must be free from the influence of alcohol, illegal drugs or any medication that may impair their ability to execute their duties safely and healthy. We also prohibit the possession or consumption of illegal drugs at our work locations and camps. We pursue a policy of educating our employees, undertaking testing, and providing support to those in need, to monitor that alcohol or illegal and unsafe drug use is not present in the workplace.

The Company will:

- Review and update the Code of Ethics & Conduct annually to reflect changes in industry practices and regulations.
- Develop regular, up-to-date training sessions on applicable industry regulations and code of ethics. The Company will also translate key policies and training materials into languages spoken by the workforce.

### Disciplinary Procedures:

The company tries its best to impose a system that suits the nature and circumstances of each violation of the rules of professional conduct. The company uses a progressive disciplinary system, issuing letters of reprimand for first-time violations of minor importance, prevention or reduction in periodic benefit increases, bonuses, or termination of service. When it is found that the worker has violated the rules of professional conduct, a memorandum of final decision is issued. A copy of any letter of reprimand shall be placed in the worker's personal file as part of the worker's permanent work record.

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### **ACKNOWLEDGEMENT**

I \_\_\_\_\_, ID/Iqama No. \_\_\_\_\_ acknowledge that I have read a copy of the Business Code of Conduct Policy. I understand ITIS expectations and agree to abide by the code as amended from time to time. ITIS will inform me of any significant amendments, and I will comply with them.

I acknowledge that the code is a statement of principles of individual and business conduct. It does not constitute a contract, a promise, a representation of continued employment for any definite or specific period, or employment on any specific terms or conditions.

I understand that any violation of the code of any corporate ethics and compliance policy or procedure is grounds for disciplinary action, up to and including termination of employment. I will report any potential violation of which I become aware promptly to my supervisor of the ITIS Legal or HR Department.

If I require further information, I can access the code and applicable documents on the ITIS portal. If I require further explanation and or any assistance on any matter contained in the code, I can contact my department Manager or the HR Department.

\_\_\_\_\_  
Signed by (Name)

\_\_\_\_\_  
Date & Place

Concurred by HR \_\_\_\_\_

Employee No # \_\_\_\_\_

***Ps: Signed copy of this form is to be kept by the employee file at HR department.***