



Professional Conduct and Ethical Values Policy

Saudi Networkers Services Company

Approved by	Company Board of Directors
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Preamble:

The Code of Conduct and Ethics (“**Code**” or “**Policy**”) includes policies relating to the legal and ethical standards of conduct that shall be adhered to by the Board of Directors, Committee Members, Executive Management, Officers and Employees, while performing their duties and responsibilities towards the Company. The manner in which the Company’s senior management deals with and believes in and is keen to implement these Codes affects the extent to which employees for the Company’s benefit are committed to them and has a decisive role in shaping and monitoring the Company’s ethical culture. Board members shall seek to achieve the interests of the company and its shareholders while protecting the rights of stakeholders alike. Furthermore, these rules aim to assist employees working for the company in enhancing their duties of loyalty and care towards the company, and taking measures that will protect the company’s interests and contribute to its development by increasing its value. Equally important, the Code also aims to help employees focus on areas of ethical risk, provide guidance to help them recognize and deal with ethical issues, provide mechanisms for reporting unethical behavior, and help foster a culture of honesty and transparency.

Article (1): Definitions

The below terms and phrases shall have the meanings indicated to each of them, unless the context requires otherwise, provided that the Corporate Governance Regulations issued by the Capital Market Authority shall be the primary reference for any terms or phrases that are not defined in this policy:

- **Company:** Saudi Networkers Services Company.
- **Executive Management:** The persons responsible for managing the day-to-day operations of the Company, proposing strategic resolutions and implementing them, such as the Chief Executive Officer, his deputies and the Chief Financial Officer
- **Employee:** The one responsible for carrying out the tasks and responsibilities assigned to him in accordance with the approved organizational structure of the Company, and he shall be committed to implementing the policies and resolutions under the applicable laws, including both males and females.
- **Staff of the Company:** Every person who works for the Company among the Board Members and the standing committees emanating from it, or all its employees, contractors, temporary employees, and suppliers, who act on its behalf or represent it before others.

Article (2): Compliance with rules, laws and regulations

The Company expects its staff to assess and judge matters professionally and independently and to make all possible efforts to prevent wrongdoing that may occur in the performance of duties and responsibilities on behalf of the Company. All employees of the Company bear the responsibility of understanding and following these rules and regulations. All employees of the Company are expected to perform their work with honesty and integrity in all areas, even if these rules do not address them. Violation of these rules may result in appropriate disciplinary action including possible termination of employee services without notice. These rules set out general principles to guide employees in making ethical decisions, but they cannot address all situations. Therefore, there is nothing to prevent or restrict the Company from taking any disciplinary action within the framework of the law regarding any matters relating to employee conduct, whether or not they are explicitly discussed in this policy. All employees of the company shall comply with the laws, rules and regulations applicable in the company.

Article (3): Conflict of Interests

All staff of the company shall avoid conflicts of interest that may arise between them and the company, and fully adhere to the company’s approved conflict of interest policy.



Article (4): Dealing with related parties and organizations

When dealing with any establishment or any external party in which any member of the Board of Directors, committee member, executive management, officials or employees of the company has an interest, such as an establishment owned by one of his relatives, he is expected to refrain from participating in the decision-making process and determining the options for this establishment. In such cases, he must disclose the nature of the relationship and interest before the invitation, selection or contracting process. Members of the Board of Directors, executive management and senior executives must disclose this situation to the Board of Directors and fully adhere to the conflict of interest policy approved by the company.

Article (5): Accepting gifts

All staff of the company shall be prohibited from accepting, giving or offering any valuable gifts from or to external parties dealing with the company, whether this gift is financial or service-related or results in a personal benefit that may lead to their resignation or affect their decisions, which harms the interests of the company. In addition, it shall not accept, give or offer any gift from a supplier, vendor, contractor or client.

Article (6): Businesses of an entertainment nature

It is permissible to accept some entertainment activities, such as accepting lunch and dinner invitations, attending some events or regular work celebrations, provided that these events are of a reasonable nature and during meeting times or any other work occasion, especially if the purpose is to hold discussions or meetings related to work or to enhance the company's business relationships with other parties.

Article (7): Intellectual Property

Systems, software and any other intellectual property developed for the Company, whether developed by the employee himself in the course of his employment or by third parties, are the property of the Company. The employee may not keep or transfer these materials outside the company even after leaving the company. On the other hand, the company shall be committed to not using non-public intellectual property owned by companies or individuals without prior approval from the rightful owner of such property.

Article (8): Outdoor Activities

All staff of the Company shall be prohibited from engaging in any “freelance” or “additional” activity or work outside of working hours that would adversely affect the quality or quantity of work performed, or engage in activities that compete with the Company’s activities or involve the Company’s sponsorship or support of any outside use or organization, or adversely affect the Company’s reputation or use or interfere with the Company’s time or resources.

Article (9): Opportunities available in the company

Staff of the Company shall provide any legitimate interests that may arise for the benefit of the Company, so they shall be prohibited from doing the following:

- 1- Taking any of the discovered opportunities for their personal benefit or benefiting from them for themselves by using the company’s property or information available to them and belonging to the company or exploiting the position to achieve personal gains.
- 2- Carrying out any work or activity that competes with the company.

Article (10): Harassment and bullying

All staff of the company shall ensure that the work environment is free from any form of harassment, bullying, discrimination, oppression, harm, bullying, etc., so that the dignity of the individual is



preserved and protected. Therefore, all staff of the company shall be responsible for providing assistance and support to ensure that all individuals within the company do not suffer from any form of harassment. If any of the company's staff shall be subjected to harassment or molestation, he will find full support from the company's board of directors and executive officers in putting an end to and immediately stopping such harassment and molestation.

Article (11): Hiring relatives

The company shall not prohibit the hiring of relatives if it is done away from favoritism. In particular, staff of the company - who have a close relationship with the people who applied to the company and whom the company wishes to employ or decisions to retain employees who are on the job, or their promotion and reward - may not supervise, direct or interfere in any way, directly or indirectly, in engaging in consensual relationships between co-workers. Accordingly, the necessary precautions and measures must be taken to ensure that employment and appointment decisions are not affected by favoritism, personal relationships, and relationships and decisions related to them. The Company defines “**close personal relationships**” as relationships between immediate family members—spouses, fiancés, children, grandchildren, siblings, parents, grandparents, and aunts.

Article (12): Purchases

The company's policy states that all employees of the company in the purchasing department shall strive to adhere to the following principles:

- 1- Carrying out purchases without prejudice or causing harm, and striving to achieve the maximum possible benefit from every rial spent, while committing to managing the company's business in a highly ethical manner, and honesty, politeness and professionalism in all company affairs.
- 2- Fulfilling our obligations and motivating others to fulfill their obligations to the company, and purchasing requirements must be subject to competitive evaluation on a regular basis.
- 3- Acting with supplier representatives politely and respectfully, considering them as important sources of information and assistance to the company in solving the company's purchasing needs.
- 4- Keeping complete confidentiality regarding offers, prices and other confidential information of the company, suppliers and competitors' dealings.
- 5- Resolving disputes and claims on a fair, fact-based basis.
- 6- Rejecting any form of bribery at work and preventing it from happening, not offering or accepting any valuable gifts from the company's suppliers or clients, and prohibiting the offering or accepting of any gifts, whatever they may be, from suppliers or clients in government contracts, whether they are primary or subcontracted.
- 7- Avoiding conflicts of interest with the company's business.
- 8- Ensuring that you gain as much knowledge and experience as possible about purchasing methods and purchased materials.
- 9- Accepting advice from colleagues, and cooperate with them to enhance team spirit and work unity.
- 10- Commitment to integrity and self-esteem, and keenness on honesty and truthfulness in the purchasing process.
- 11- Cooperating with institutions and individuals working in fields that aim to develop the purchasing process from a professional perspective, not forgetting that one action is reflected in this process.

Article (13): Safety procedures

The company shall provide a safe workplace for all employees of the company, and there are laws and regulations that impose responsibility on the company to protect against safety and health risks.



Therefore, the staff of the company present at Company facilities shall be required to follow all Company safety instructions and procedures, and if Company employees have any questions or concerns about potential health and safety hazards at any Company facility, they should direct them to their supervisor as soon as possible.

Article (14): Confidential Information

All staff of the Company shall maintain and protect the confidentiality of information they come to know about customers, co-workers, suppliers, stakeholders, and the Company's financial and business affairs, except for information where disclosure is permitted, required by law, or in accordance with relevant regulations. “**Confidential Information**” shall include all non-public information that could be of benefit to competitors, or would be harmful to the Company or its customers if disclosed. All staff of the Company shall be prohibited from disclosing any sensitive information that may undermine the position of the Company beyond what is required by regulatory authorities, except in cases where prior approval is obtained from the CEO. Except for the company’s general assembly meetings, members of the board of directors may not disclose confidential information of the company that they have access to, nor may they use any information they come across by virtue of their membership in order to achieve any benefit for themselves, their relatives or others. Doing so will lead to dismissal from office, and the member must be required to pay compensation for it.

Article (15): Protecting confidential personal records

Whereas members of the Board of Directors, members of committees, executive management, officers and employees of the Company who, by the nature of their work, are aware of or have access to the personal records of other employees, shall maintain the confidentiality of these records and use them only for the Company’s business purposes and not leak or disclose them except to the competent governmental and regulatory authorities.

Article (16): Fair dealing/insider trading

All staff of the Company shall seek to deal honestly with the Company's customers, suppliers, competitors and employees. It is not permissible to use important information about the company such as current performance, imminent decisions or future plans for his personal benefit directly or indirectly, in addition to that he may not benefit anyone by manipulating, concealing, misusing information, distorting material facts, or any other unfair practices that he deals with. Members of the Board of Directors, senior executives, or any person related to any of them may not deal in any of the company’s securities during the prohibition periods specified by the Capital Market Authority’s regulations and bylaws.

Article (17): Corruption and bribery

Bribery occurs when a person offers, induces, gives, receives or accepts anything of value in exchange for a transaction by a company, government agency or official. It also occurs when a company gains an unfair advantage over its competitors through secret and corrupt dealings with potential customers. Whereas bribery shall be an illegal act, any person concerned in the company who receives bribes, extorts or pays money illegally or attempts to engage in any such activity will be subject to strict disciplinary action which may include termination of his/her services. The company also reserves the right to refer such matters to the public authorities for possible prosecution and treatment as a criminal offence.

Article (18): Protection and proper use of company assets

All staff of the Company shall protect the Company’s assets and ensure their efficient use. Since theft, neglect and waste of these assets have a direct impact on the Company’s profitability, the

Company's assets and resources may only be used for the purposes and objectives of the Company's business and its subsidiaries, and only by authorized employees or their representatives. This includes tangible and intangible assets such as Company vehicles, office equipment such as telephones, photocopiers, computers, furniture and supplies. The company's email system should be used primarily for official company business, confidential information should be handled with caution, and files containing sensitive business data should be protected by creating a password. The company shall reserve the right to monitor all electronic communications data and information sent through the network and electronic files located on personal computers owned by the company or computers located in the buildings and used in the company's business and to conduct an inspection at any time it deems appropriate according to the mechanism it deems appropriate and legal. Whereas the company shall provide software and systems for computers from other parties in legal ways as a tool to operate employees' computers to perform their work tasks effectively, employees will be individually responsible when using any illegal or unlicensed software. Any invention, works of authorship, compositions or any other form of intellectual property created by the Company's employees, contractors and temporary employees during the period of their employment with the Company is the property of the Company and is protected by law.

Article (19): Advertising and Marketing Activities

False, misleading or deceptive advertising and related activities in the promotion and sale of products marketed or offered by the Company shall be prohibited. In contrast, honest advertising practices and clarity and accuracy in sales practices are of great importance in maintaining the company's reputation and image with its customers and the general public. Therefore, all advertising directed at existing customers or potential customers must be honest, clear and based on reasonable grounds. The content of all advertisements shall be verified before they are published, whether they are presented in catalogues, brochures, leaflets, posters, newspapers, magazines or other advertising media, whether printed or non-printed. The company's policy states that all employees of the company involved in the advertising and marketing process must strive to meet the following principles:

- 1- **Honesty:** The advertisement shall be truthful and show important facts, the omission of which could mislead the public.
- 2- **Providing evidence:** The content of the advertisement shall be supported by evidence in the possession of the advertiser and the advertising agency before it is submitted.
- 3- **Comparisons:** The advertisement shall not contain false, incorrect, or misleading information or claims about a competitor or its products or services.
- 4- **Biased ads:** An advertisement shall not offer products or services for sale unless there is a definite intent to sell the products or services advertised and is not merely a means of diverting consumers' attention to other, usually higher-priced, products or services.
- 5- **Guarantees and warranties:** The advertisement for warranties and guarantees shall be clear and contain sufficient information to inform consumers of the essential terms and their limitations, or clearly state how to verify the full text of the warranty or guarantee before purchase if there is a time period or conditions that prevent this.
- 6- **Price:** The advertisement shall avoid claiming unrealistic or misleading prices or claiming unrealistic discounts.
- 7- **Certificates:** Advertising that includes witness testimonies shall be limited to competent eyewitnesses who give their true and honest opinion or reflect actual experience.
- 8- **Respect for taste and public feelings:** The advertisement shall be free of statements, images or gestures that offend morals or public taste. Specifically, the advertisement must be consistent with the Islamic values prevailing in society.

Article (20): Accurate record keeping and reporting

All staff of the company shall accurately reflect the company's transactions in its books, records, accounts and reports. A comprehensive system of internal control and clear and accurate controls for the disclosure process must be maintained in order to enhance the company's compliance with applicable laws and regulations. All staff of the company must work to the best of their abilities and exert the utmost effort to ensure the accuracy of the company's records and documents, including financial reports. It is prohibited to falsify any company record. All reports, documents or communications authorized or required to be disclosed to the public must be non-misleading, clear, fair, accurate, timely, understandable and in accordance with the laws in force in the Kingdom of Saudi Arabia.

Article (21): Effects on internal and external audit behavior

Staff of the Company shall not take any action that would influence, defraud, manipulate or mislead the internal or external auditors who are auditing or reviewing the Company's financial statements. Types of behavior that may constitute an unacceptable or inappropriate influence include:

- 1- Offering or paying bribes or other financial incentives, including providing employment opportunities or future contracts for services other than audit work.
- 2- Providing the reviewer with inaccurate or misleading information or advice, including legal analysis.
- 3- Threatening to cancel or revoke existing non-audit engagements or audit contracts if the auditor objects to the company's accounting department.
- 4- Seeking to exclude the shareholder from submitting audit work due to his objection to the accounts and management of the company's audit work.
- 5- Blackmail, physical and sexual threats.

Article (22): Government Contracting

The laws, rules and regulations applicable to contracting with government bodies and entities are complex and may impose different and specific requirements on the company. Failure to comply with these requirements may constitute a criminal offense. Therefore, all staff of the company must comply with these conditions. All questions and inquiries related to these obligations must be referred to the competent employees or external consultants according to the requirements of each case. All staff of the company must promote ethical behavior and encourage employees to inform supervisors, managers or other competent employees when they suspect, to a certain degree, that they are not malicious in matters that may lead to deviation in the course of work and threaten and harm the interests of the company. Accordingly, staff of the Company shall report any illegal or unethical conduct that may come to their knowledge in this regard. Accordingly, the Executive Management, Directors and Employees shall report any illegal or unethical conduct to their immediate supervisor. Likewise, any member of the Board of Directors and its committees shall report any illegal or unethical conduct to the Board of Directors and the Secretary of the Board. Reported violations shall be investigated and necessary action shall be taken by the competent employees or the Board as appropriate. The Company shall not allow such cases to occur.

Article (23): Reporting illegal or unethical behavior

All staff of the Company shall promote ethical behavior and encourage employees to inform supervisors, managers or other competent employees when they suspect, to a certain degree, without malice, matters that may lead to deviation in the course of work and threaten and harm the interests of the Company. Accordingly, staff of the Company must report any illegal or unethical behavior that comes to their attention in this regard. Accordingly, the Executive Management, Directors and Employees must report any illegal or unethical behavior to their immediate supervisor. Likewise, any member of the Board of Directors and its committees must report any illegal or unethical behavior



to the Chairman of the Board of Directors and the Secretary of the Board. The reported violations will be investigated and the necessary action will be taken by the competent employees or the Board as appropriate. The Company will not allow retaliation against those who submit these reports if they are submitted in good faith. For more details in this regard, please refer to the Complaints and Violations Reporting Policy.

Article (24): Corporate Governance and Accountability

The Company shall apply high standards of corporate governance. Its Board of Directors is responsible to shareholders and others for the Company's activities and performance. It is also responsible for activating and applying the rules and controls of governance within the Company. The Board members also work to ensure that the Company complies with all provisions contained in all applicable regulations.

Article (25): Review, Amendment and Cancellation of These Rules

These rules shall be reviewed periodically and evaluated to ensure their effectiveness and efficiency, and any amendments or cancellation of all of these rules shall be made only by the Board of Directors, and in the event that any amendment, waiver of some, cancellation or waiver of these rules is made, this shall be disclosed as necessary. The following are enforcement mechanisms that can be used to help ensure familiarity with these rules, including, but not limited to, the following:

- 1- New and existing employees should be fully aware of these rules.
- 2- Sending periodic messages from the Chairman or CEO to the Company's employees and employees of its subsidiaries to remind them of the existence of this Code of Ethics, its implications and any amendments to this Code, which may be in the form of newsletters, emails and bulletins in areas where employees and workers gather, and by providing an electronic link via the Internet whenever practical.
- 3- Providing an electronic copy of these rules on the company's website to be available to all employees and the public.
- 4- Periodic updating of these rules is necessary to keep pace with the latest developments and amendments issued by and to keep pace with the laws regulating the state and/or amendments and directives of the Council of Related Authorities Administration.
- 5- These rules should be clear and concise and the language used in their formulation should be easily understood by all employees at all levels and on a broad scale.
- 6- The consequences of violating these rules should be clear and concise, and avoid misconceptions and misceptions.
- 7- Taking full measures when there is a breach of the rules and the consequences should be specified in the HR policies, there should be no exceptions, and employees should be aware and understand the seriousness and gravity of these consequences.
- 8- Hiring employees to introduce the rules of professional conduct in accordance with this policy "**Conduct Leaders**" within the parent company and its subsidiaries, who are employees who have been trained and have extensive knowledge on this issue, in addition to the fact that these "**Leaders**" can hold workshops and seminars for all employees in the company.
- 9- Holding regular workshops on codes of conduct, where employees join in a group discussion and are presented with cases to study.
- 10- A copy of these rules shall be placed in common areas of the offices so that they are easily accessible and visible.
- 11- These rules and ethics shall be adopted and emphasized on working in accordance with them with all those with whom the company deals and has an interest in them, including shareholders, partners, customers and various stakeholders, whether locally or internationally. The company may use more mechanisms to ensure compliance with these rules and ethics as it deems appropriate.



Article (26): Women's work environment

The company shall provide a suitable work environment for women in accordance with the regulations issued in this regard by the relevant authorities and in a manner that does not conflict with the provisions of Islamic Sharia.