

1. Purpose

The purpose of this policy is to establish controls to ensure compliance with all applicable anti-bribery and corruption regulations, and to ensure that the Company's business is conducted in a socially responsible manner.

2. Policy Statement

2.1 It is our policy to conduct all of our business in an honest and ethical manner. We take a zero- tolerance approach to bribery and corruption and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate and implementing and enforcing effective systems to counter bribery.

2.2 We will uphold all laws relevant to countering bribery and corruption in all the jurisdictions in which we operate.

2.3 In this policy, third party means any individual or organization you come into contact with during the course of your work for us, and includes actual and potential clients, customers, suppliers, business contacts, agents, advisers, and government and public bodies.

3. Who is covered by the policy?

This policy applies to all individuals working at all levels, including partners, consultants, employees (whether permanent, fixed-term or temporary), contractors, trainees, casual workers and agency staff, volunteers, or any other person associated with us, wherever located.

4. Bribes

Employees must not engage in any form of bribery, either directly or through any third party (such as an agent or distributor). Specifically, employees must not bribe a foreign public official anywhere in the world.

5. Gifts and Hospitality

5.2 This policy does not prohibit normal and appropriate hospitality to or from third parties.

5.2 The giving or receipt of gifts is not prohibited. If the following requirements are met:

- a) It complies with local law;
- b) It is given to our name, not in your name;
- c) It does not include cash or a cash equivalent (such as gift certificates or vouchers);
- d) Taking into account the reason for the gift, it is of an appropriate type and value and appropriate time;
- e) It is given openly, not secretly; and
- f) Gifts should not be offered to, or accepted from, government officials or representatives, or

politicians or political parties, without the consultation with Corporate Governance Legal Manager (CGLM) and prior approval of the CEO.

5.3 The test to be applied is whether in all the circumstances the gift or hospitality is reasonable and justifiable. The intention behind the gift should always be considered.

5.4 Clients or vendors will, on occasion, express appreciation with a gift of flowers, chocolate or wine. This policy does not prohibit the receipt of such gifts provided that you are satisfied that they are proportionate and reasonable in the circumstances. Any concern should be discussed with the CGLM. Gifts of a value in excess of USD500 must always be disclosed to the CGLM.

5.5 Gifts from suppliers should always be disclosed to the CGLM.

6. What is not acceptable?

It is not acceptable for you (or someone on your behalf) to:

- a) Give, or offer, a payment or gift with the expectation or hope that a business advantage will be received;
- b) Accept payment from a third party that you now or suspect is offered with the expectation that it will obtain a business advantage for them;
- c) Accept a gift or hospitality from a third party if you know or suspect that it is offered or provided with an expectation that a business advantage will be provided by us in return;
- d) Threaten or retaliate against another worker who has refused to commit a bribery offence or who has raised concerns under this policy;
- e) Engage in any activity that might lead to breach of this policy.

7. Facilitation payments and kickbacks

7.1 We do not make, and will not accept, facilitation payments or “kickbacks” of any kind. Facilitation payments are typically unofficial payments made to secure an action.

7.2 If you are asked to make a payment on our behalf, you should always be mindful of what the payment is for and whether the amount requested is proportionate to the goods or services provided. If you have any suspicions, concerns or queries regarding a payment, you should raise these with the CGLM or email it to CGLM@ska-arabia.com

7.3 Kickbacks are typically payments made in return for a business favor or advantage. All workers must avoid any activity that might lead to this.

8. Donations

We make charitable donations that are legal and ethical under local laws and practices. No donation must be offered or made without the prior approval of the President & CEO.

9. Your Responsibilities

9.1 You must ensure that you read, understand and comply with this policy.

9.2 The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for us or under our control. All workers are required to avoid any activity that might lead to, or suggest, a breach of this policy.

9.3 You must notify the CGLM as soon as possible if you believe or suspect that a conflict with this policy has occurred, or may occur in the future.

9.4 Any employee who breaches this policy will face disciplinary action, which could result in dismissal for gross misconduct. We reserve our right to terminate our contractual relationship with other workers if they breach this policy.

10. Record-Keeping

10.1 We must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.

10.2 You must declare and keep a written record of all hospitality or gifts accepted or offered, which will be subject to CGLM review.

11. How to raise concern

11.1 You are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage. If you are unsure whether a particular act constitutes bribery or corruption, or if you have any other queries, these should be raised with the CGLM.

12. What to do if you are a victim of bribery or corruption

12.1 It is important that you tell the CGLM as soon as possible if you are offered a bribe by a third party, are asked to make one, suspect that this may happen in the future, or believe that you are a victim of another form of unlawful activity.

13. Protection

13.1 Workers who refuse to accept or offer a bribe, or those who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. We aim to encourage openness and will support anyone who raises genuine concerns in good faith under this policy, even if they turn out to be mistaken.

13.2 We are committed to ensuring no one suffers any detrimental treatment as a result of refusing to take part in bribery or corruption, or because of reporting in good faith their suspicion that an actual or potential bribery or other corruption offense has taken place, or may take place in the future. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern. If you believe that

you have suffered any such treatment, you should inform the CGLM immediately. If the matter is not remedied, and you are an employee, you should raise it formally to the President and CEO.

14. Training and Communication

14.1 Training on this policy forms part of the induction process for all new workers. All existing workers will receive regular, relevant training on how to implement and adhere to this policy. In addition, all employees will be asked to formally accept conformance to this policy on an annual basis.

Our zero-tolerance approach to bribery and corruption must be communicated where possible to all suppliers, contractors and business partners at the outset of our business relationship with them and as appropriate thereafter.

15. Who is responsible for the policy?

15.1 The President and CEO has overall responsibility for ensuring this policy complies with our legal and ethical obligations, and that all those under our control comply with it.

15.2 Corporate Governance Legal Manager (CGLM) has primary and day'-to-day responsibility for implementing this policy, and for monitoring its use and effectiveness and dealing with any queries on its interpretation.

16. Monitoring and review

16.1 CGLM will monitor the effectiveness and review the implementation of this policy, regularly considering its suitability adequacy and effectiveness. Any improvements identified will be made as soon as possible. Internal control systems and procedures will be subject to regular audits to provide assurance that they are effective in countering bribery and corruption.

Employees are invited to comment on this policy and suggest ways in which it might be improved. Comments, suggestions and queries should be addressed to the CGLM.

Approved by



Mike Douglas
President & CEO



Vanessa Douglas
Senior VP/Director HR&Admin