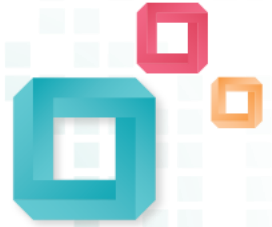


Anti-Corruption Policy





Approval

Role	Name	Date	Signature
Owner	Digital Transformation & Compliance Director	10/07/2024	
Reviewer	Governance Body	10/28/2024	
Approver	CEO	11/10/2024	

Revision History

Version	Date	Revision Author	Summary of Change
1.0	02/26/2023	-	Document Creation
1.1	11/10/2024	Governance Body and Digital Transformation & Compliance Team	Change of Company name and rebranding

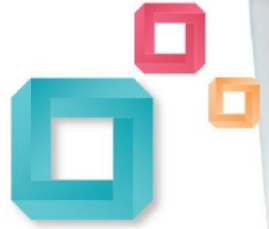




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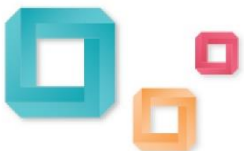
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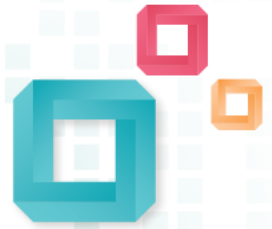




01

Introduction & Objectives





1. Introduction & Objectives

STS, a ZainTech Company and part of the ZainTech Group, an ICT Powerhouse for Zain Group, is dedicated to establishing, implementing, maintaining, and continually enhancing its Anti-corruption Management System. STS, a ZainTech Company represents the company's name. It will subsequently be shortened to STS.

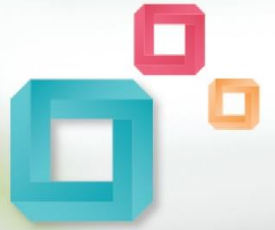
The Anti-Corruption Management system has been implemented to prevent STS from becoming involved with any corrupt practices and to deal and report on any such activities that may require further investigation and action.

This policy aligns with relevant international and local anti- bribery and anti-corruption laws and regulations of the countries in which we operate. In case of conflict between our controls and laws, the law must be applied.

STS has zero tolerance towards all forms of corruption and to that end has created a **Documented Objectives** for its Anti-Corruption Management System.

The purpose of this document is to establish the tone set by the board of directors and the governance body regarding the significance of the Anti-Corruption Management System within STS and to provide a detailed explanation of the system's requirements.





02

Document Scope & Applicability





2. Document Scope & Applicability

STS is committed to high standards of ethical behaviour and requires all Directors, employees, business associates and other stakeholders, with whom they conduct business, to comply with this policy without exception.

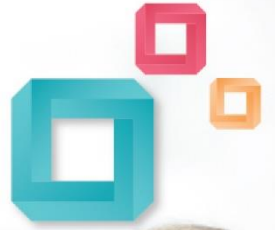
This policy will be communicated internally and externally, ensuring that customers, business associates, stakeholders and Employees/Staff are made aware of STS commitment to anti-corruption. A copy of this policy is made available at the company's website www.stsarabia.com.

All Employees/Staff, including the Board of Directors, have been trained in relation to this policy.

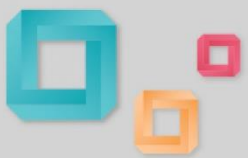
Accordingly, all STS employees, partners, suppliers, third parties and business associates are expected to conduct themselves with honesty, fairness, and high ethical standards.

This document references other documents and standards. The applicability of these documents will follow the relevant laws, regulations, and operational practices of each country.





03 Policy Details





3. Policy Details

STS will not take part in bribery, corruption or any other illegal act that will lead to dismissal or termination of the business relationship. This implies that we will not engage in, support, or tolerate any form of bribery or the exchange of "anything of value" with any individual, either directly or indirectly, to influence any action or decision, secure business, or gain any improper advantage for our benefit.

The details of our commitments are listed below.

3.1 Definitions

3.1.1 Government Entity

A government entity is an organization or institution that operates under the authority and control of a government at any level, which can include local, regional, national, or even international governments. These entities are established to carry out various functions and responsibilities on behalf of the government and its citizens.

Government entities may include ministries, bureaus, public departments, agencies, commissions, state-owned enterprises (SOEs), public corporations, and any other official bodies that are funded, governed, or regulated by a government.

3.1.2 Government Officials

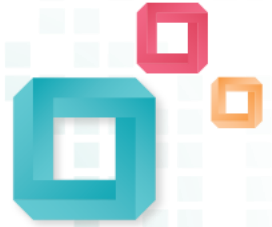
A Government Official refers to any individual who holds a position in or acts on behalf of a governmental entity at any level (local, regional, national) or subdivision (administrative, legislative, executive, or judicial) of government. This includes elected officials, officers, and employees of government departments, agencies, and instrumentalities, as well as individuals who act on behalf of the government, even if temporarily.

The definition also extends to individuals with close family members who are government officials and have the capacity to influence or take official decisions affecting the business.

In cases of uncertainty or disagreement regarding a person's government official status or the extent of their influence, final determinations are made by the Governance Body based on their advice.

3.1.3 State-Owned Enterprise (SOE) / State-Controlled Entity (SCE)





SOE/ SCE is an entity that is fully or partially owned or controlled by a government or has government-related interests. For the purposes of this management system, SOE/SCEs are defined as companies or organizations where 40% or more of the ownership is held, directly or indirectly, by a governmental entity.

For assistance in determining whether an entity or individual qualifies as a SOE/SCE please refer to the Due Diligence Policy.

3.1.4 Corruption

Corruption is the act of dishonest or unethical behaviour by individuals, organizations, or government officials who exploit their entrusted authority to gain personal benefits or unfair advantages. It can take different forms including but not limited to bribery, fraud, anti-trust, anti-competition, money laundering, misrepresentation for the purpose of cheating others, material omission/failure to disclose where a duty of loyalty exists, unethical and dishonest behaviours, etc.

3.1.5 Bribe

A bribe is a form of illegal and unethical payment, offering, or gift given to someone, typically a government official or public servant, with the intent of influencing their actions or decisions in favour of the giver. It is often offered in exchange for receiving special treatment, preferential consideration, or an unfair advantage in business transactions, contracts, services, or any other official matter.

3.1.6 Anything of Value

"Anything of value" refers to any form of benefit offered, provided, or received with the intention of gaining a business advantage, securing an improper benefit, or influencing an action or decision in an unethical manner. These benefits can take various forms, including but not limited to:

- ❑ Cash, monetary kickbacks, loans, gifts, or prizes.
- ❑ Extra commission or special commissions.
- ❑ Offers of employment or promises of future employment, including internships or contract positions, for the individual or their relatives.
- ❑ Education or training expenses covered by the company.
- ❑ Favourable terms on products or services, product discounts, or price offsets.





- ❑ Hospitality, such as travel, hotel stays, or meals.
- ❑ Discounted or free tickets to entertainment or sporting events.
- ❑ Political or charitable donations
- ❑ Awarding business to companies in which the individual or their relative has a financial interest.

It's important to note that even offering such benefits or payments, regardless of whether they are transferred, or their purpose fulfilled, can be considered a violation.

3.1.7 Facilitation Payment

A facilitation payment is a payment made to a government official or public servant to expedite or secure the performance of routine actions or services that the payer is legally entitled to receive. These payments are typically made to ensure timely and efficient processing of administrative tasks, such as obtaining permits, licenses, visas, or other routine government services. Unlike bribes, facilitation payments are meant to speed up legitimate processes rather than influencing the outcome of official decisions or gaining an unfair advantage. However, it's important to note that while facilitation payments may be considered acceptable in some jurisdictions, they are illegal in others and are subject to different laws and regulations globally.

3.1.8 Third Party

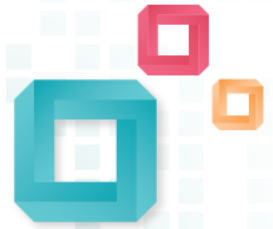
A third party refers to an individual, organization, or entity that is not directly involved in a particular transaction, contract, or relationship between two primary parties. Third parties can play various roles, such as mediators, intermediaries, suppliers, customers, consultants, or regulators, depending on the specific context of the situation.

3.1.9 Conflict of Interest

A conflict of interest refers to a situation where an individual or entity's personal interests or affiliations have the potential to influence their decision-making or actions in a way that conflicts with the best interests of the business they are associated with. This conflict arises when there is a clash between professional responsibilities and the personal interests or relationships of an individual or organization.

Addressing conflicts of interest is essential to maintain transparency, uphold ethical standards, and avoid any potential harm to the company's reputation or the trust of stakeholders.





3.1.10 Political Contribution

A political contribution refers to the act of giving money, resources, or support to a political candidate, political party, or a political action committee for the purpose of supporting their campaigns or political activities. Political contributions are made to influence the political process, promote certain policies or candidates, and help fund political campaigns.

Political contributions can take various forms, including:

- ❑ Monetary items
- ❑ Non-monetary items, such as loaned or donated equipment, free technology services, or an employee's donated time
- ❑ Use of corporate resources, such as facilities, email, stationery, or personnel time

3.2 Requirements

3.2.1 Gifts, Hospitality, & Entertainment

STS acknowledges that informal interactions and the exchange of gifts or offerings with business associates can be vital for fostering positive relationships with customers, partners, and suppliers. In many countries, such practices are considered acceptable and customary in business protocols. However, if managed improperly, gifts, travel, entertainment, and other offerings may violate applicable laws or STS and third-party policies.

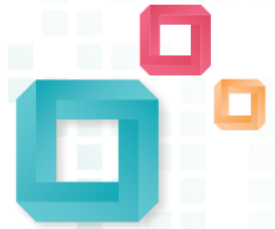
To ensure ethical conduct, STS's **Code of Conduct** and the **Gifts, Hospitality, and Entertainment Policy** establish standards for acceptable gifts and offerings, along with requirements for disclosure and pre-approval. All gifts and offerings must be reasonable, proportionate to a business relationship, transparently given and received in accordance with the policy to avoid any perception of impropriety.

3.2.2 Guests

Sometimes STS invites Government officials and non-Government representatives to occasions or events, however, we avoid inviting spouses.

For more guidance and information, please refer to the **Gifts, Hospitality, and Entertainment Policy**.





3.2.3 Third Party

Third parties working on behalf of STS are strictly prohibited from offering, providing, or receiving bribes. This prohibition extends beyond monetary transactions and includes anything of value such as business opportunities, job offers, favourable contracts, donations, travel, gifts, hospitality, and political contributions.

Employees are not allowed to arrange unethical expenses through third parties. Additionally, any actions that induce, facilitate, or lead to a third party violating this policy are considered violations themselves.

If an STS employee becomes aware of a third party being used to breach this policy, they must immediately report it to the Compliance Function and the Ethics Office. For further information, refer to the Due Diligence Policy, which provides guidance on how to engage with third parties, factors to consider before approving payments or benefits that could lead to bribery concerns, and identification of potential warning signs.

3.2.4 Due Diligence

If legal and commercial practices vary in specific countries compared to the expectations set by our **Due diligence policy**, the Governance Body will determine the appropriate due diligence procedures required before entering any business relationship. However, without exception, STS does not engage in the offering or accepting of bribes or other inducements. STS will not knowingly take part in any transaction where corrupt practices form any part of the arrangement.

Where agents or other parties represent STS they will be required, as part of their contractual obligations, to agree to follow anti-corruption policy. All their remuneration and expenses must be lawful, reasonable, justified and supported by documentary evidence.

For additional details, consult the **Due Diligence Policy**.

3.2.5 Facilitation Payment

STS deems bribes to include facilitation payments even if these are tolerated in the country where business is being conducted.

3.2.6 Conflict of Interest





Conflicts of interest are not acceptable. It is a condition of employment that the Board of Directors and Employees/Staff do not conduct private business, political or charitable activities within STS without prior written consent of the Governance Body.

It is a contractual requirement that all contractors, agents, and other parties declare to STS - prior to representing STS in any way - if they have any actual or potential conflict of interest with a particular customer or other stakeholder.

3.2.7 Charitable and Political Contribution

STS does not make any charitable donations without the prior approval as per the [Accounting Polices and Processes Manual](#). Additionally, STS strictly forbids all kinds of political contributions.

Individual political engagement must be done in a personal capacity and not as a representative of the company unless pre-approved by STS. Employees should refrain from making or promising any political or campaign contributions on behalf of STS, including using company assets or resources for such purposes.

3.2.8 Travel and Lodging

STS occasionally invites third-party guests to visit its facilities or attend events sponsored by the company. STS permits the payment of certain travel and accommodation expenses as per the [Gifts, Hospitality, and Entertainment Policy and Customer Travel policy](#).

3.2.9 Books and Records

STS is required to maintain accurate and complete books and records reflecting its transactions and financial position. The company prohibits the creation or use of undisclosed or unrecorded funds (off-book funds) that are not properly authorized or documented. Any suspicious transactions or practices that may lead to improper entries in the books and records are also prohibited. The Finance Department is responsible for implementing and monitoring controls to ensure compliance, and any concerns regarding proceeds of crime must be reported to Legal.

For more details, please refer to the [Accounting Polices and Processes Manual](#) which aims to uphold the highest standards of integrity and transparency in STS's financial reporting and dealings with third parties. Any breaches of this policy may result in disciplinary actions, including termination of employment or legal action.





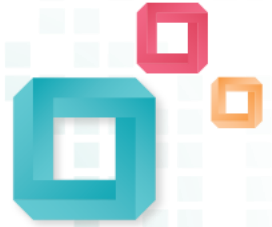
Further details of transactions may be provided in response to valid requests from internal or external auditors, investigators, tax authorities, regulators, or government officials.

3.2.10 Employment Responsibility

The following employment practices are closely tied to the management of our bribery and corruption risk.

- ❑ **Pre-employment Screening:** this screening ensures that candidates we hire possess the claimed qualifications, required experience for their roles, alignment with our values and expectations, and have no history of involvement in bribery and corruption.
- ❑ **Compensation and Performance Evaluation:** Every employee is evaluated based on their accomplishments and how they align with our values and expectations. Performance reviews consider disciplinary actions resulting from anti-corruption violations.
- ❑ **Training and Compliance:** All employees must undergo STS's annual Code of Conduct training, which includes anti-corruption and anti-bribery topics.
- ❑ **Penalties:** Breaching anti-corruption laws may lead to severe criminal, civil, and regulatory consequences, including fines and potential imprisonment. Even the perception of impropriety can harm the reputation of STS and its employees. Any violation of anti-corruption laws or this policy by an employee may result in disciplinary action, including termination of employment.





3.3 Summary of the Related Policies and Procedures

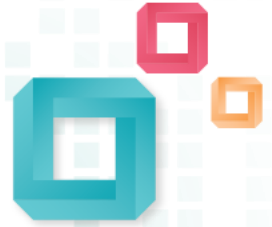
Below is a summary of the policies and procedures that are linked to this policy.

No.	Policy or Procedure
1	Accounting Polices and Processes Manual
2	Charitable Donations Policy
3	Code of Conduct
4	Due Diligence Policy
5	Gifts, Hospitality, and Entertainment Policy
6	Objectives Document
7	Whistleblowing Policy and Procedure

3.4 Raising Questions, Concerns, and Exceptions

Refusing to pay or accept a bribe or engage in any activities that violate this policy will not subject you to adverse consequences, even if it leads to the loss of business opportunities. Your adherence to this policy is of utmost importance, and we prioritize ethical conduct above all else.



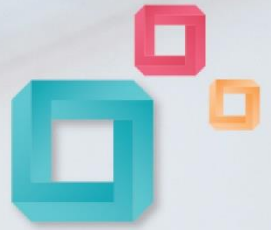


If you have any inquiries or concerns related to potential corruption or the application of this policy or believe that an exception may be necessary, please discuss the matter with a manager, supervisor, or Ethics Officer.

When you bring up a concern, we will uphold your confidentiality to the fullest extent allowed by the local law in your country.

For further details, you can refer to [the Whistleblowing Policy and Procedure](#).

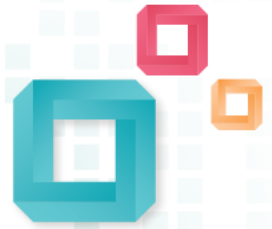




04

Roles and Responsibilities



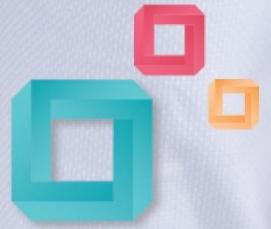


4. Roles and Responsibilities

This section details the specific responsibilities of creating and implementing this policy as per the following:

- ❑ **Owner of the document:** Digital Transformation & Compliance Department.
- ❑ **Document Review & Update:** Governance Body
- ❑ **Document Implementation and Application:** All STS Employees and business associates working with STS.

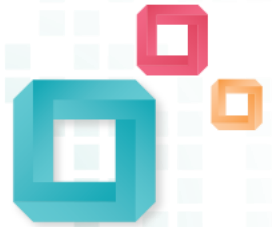




05

Commitments





5. Commitments

- ❑ The Governance Body is responsible for ensuring that STS regularly adheres to this policy.
- ❑ All employees of STS and business associates working with STS must adhere to this policy.
- ❑ Any violation of this policy may subject the violator to a disciplinary action according to the procedures followed in STS.

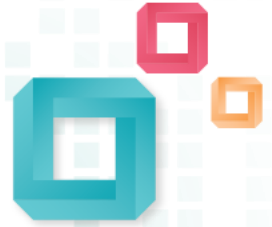




06

Regular Review





6. Regular Review

The mentioned policy is reviewed annually or in the event of changes in the relevant legislative and regulatory requirements issued by the related legislative and regulatory authorities operating in Jordan, which may apply to STS.

