



PROFESSIONAL CONDUCT POLICY

RIYADH CABLES GROUP

APPROVED BY THE BOARD OF DIRECTORS PURSUANT TO RESOLUTION BY CIRCULATION DATED
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Definitions

The words and expressions mentioned in these Regulations shall have the meanings assigned to them in the Corporate Governance Regulations of Riyadh Cable Group Company and the Corporate Governance Regulations issued by the Board of Directors of the Capital Market Authority.

1) Code of Ethics and Work Culture

Riyadh Cables Group Company "the Company" believes in its values and principles represented in: Integrity, Caring, Ownership and Teamwork, from which the Code of Professional Conduct (the Code) derives; To indicate the ethical framework, the professional guide for the company's practice of its business, its dealings with others, and the practical translation of compliance with all applicable laws and legislations.

The company maintains the highest ethical standards in carrying out its business, and expects all those working for it to act in accordance with the company's values and ethical framework. So that the performance of work in the name of the company is within the framework of a system of ethical values and principles that govern professional behavior in order to control the movement of the rhythm of business performance, and in a way that reflects positively on the society in which we work.

In performing its mission, the company relies on its employees and business partners by taking the appropriate action and in a sound manner. The company is dedicated to every work it does and practices, whether individually or collectively.

All of these actions, practices, and behaviors are governed by a set of professional values and rules; To maintain the good reputation of the company. Together, these rules clarify the company's responsibilities towards employees and vice versa, and towards each of the following: its partners, customers, and clients, and towards the communities in which it operates; In order to understand and address those responsibilities, these rules refer to the relevant policies, procedures, and instructions.

1-1) Objective:

The Code of Conduct and Ethical Values ("Rules") includes policies relating to legal and ethical standards of conduct to which board members, committee members, executive management/officers and employees (collectively, the "Concerned Persons") should adhere to in the performance of their duties and responsibilities towards the Company. Directors must pursue the interests of the Company and its shareholders while protecting the rights of stakeholders alike.

Furthermore, these rules are intended to assist the persons concerned in furthering their duties of loyalty and concern towards the company, and to take measures that will protect the interests of the company and contribute to its development by increasing its value. Equally important, these rules are also intended to help relevant persons focus on ethical hazard areas, provide guidance to help them identify and deal with ethical issues, provide mechanisms for reporting unethical behavior, and help promote a culture of honesty and transparency.

1-2) Compliance with rules, laws, and regulations:

The Company looks forward to the persons concerned to appreciate and judge matters professionally and independently and to make possible efforts to prevent malpractices that may occur in the performance of duties and responsibilities on behalf of the Company.

It is the responsibility of all persons concerned to understand and follow these rules and regulations, and all persons concerned are expected to carry out their work with honesty and integrity in all areas, even if they are not addressed by these rules. Violation of these rules may result in appropriate disciplinary action including possible termination of employee services with the Company without notice. These rules set out general principles for guiding staff in making ethical decisions, but they cannot address all situations. Therefore, nothing prevents or restricts the Company from taking any disciplinary action under the law on any matters relating to employee conduct, whether or not expressly discussed in this document.

All relevant persons must comply with the laws, rules and regulations applicable in the company.

1-3) Conflict of Interest:

All persons involved must avoid conflicts of interest that may occur between them and the Company, and fully abide by the conflict-of-interest policy and defined in this manual.

1-4) Dealing with relevant entities and organizations:

When dealing with any entity or any third party in which the concerned person in the company has an interest (such as a company owned by a relative), such employee is expected to refrain from participating in the decision-making process and determining the options for that entity, in which case the concerned person must disclose to his or her line manager the nature of the relationship and interest prior to the invitation / selection process. The members of the Board of Directors, the Executive Management and senior executives shall disclose this case to the Chairman of the Board of Directors and fully comply with the conflict-of-interest policy defined in these Regulations.

There may be potential conflicts of interest between the persons concerned or their relatives, such as an investor, lender, board member, or a relationship with a competitor, or a customer or supplier with whom the person concerned or his subordinates deal during the period of his employment with the company. Accordingly, employees must immediately disclose any of these interests to their supervisor. In addition, the employee must disclose to his supervisor any work or consulting relationship that a family member has with a competitor, or with a client or supplier with whom the employee deals.

1-5) Acceptance of Gifts:

It is not permissible for any of the members of the Board of Directors or senior executives to accept gifts from any person who has commercial dealings with the company, if such gifts would lead to a conflict of interest, and in all cases, members of the Board of Directors or senior executives are not allowed to accept, give or offer gifts its value exceeds 2000 Saudi riyals.

1-6) Activities of a Recreational Nature:

It is allowed to accept some works of an entertaining nature, such as accepting lunch and dinner invitations, attending some regular events or business celebrations and the like. Such events shall be of a reasonable nature and during the period of meetings or any other business occasion, in particular if their purpose is to hold discussions or meetings related to work or to strengthen the Company's business relations with certain other parties.

1-7) Intellectual Property:

Systems, software and any other intellectual property developed for the benefit of the Company (whether developed by the employee himself in the course of his or her job or by external 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 is obligated not to use non-public intellectual property owned by companies or individuals without the prior consent of the legal owner of such property.

1-8) Outdoor Activities:

All persons concerned with the Company are prohibited from engaging with any "independent" or "additional" off-duty activity or work that may adversely affect the quality or quantity of work performed, or carry out activities that compete with the Company's activities or an activity that involves sponsorship or support from the Company for any external use or organization, or adversely affect the Company's reputation. Or uses or interferes with the company's time, facilities, resources, or supplies.

1-9) Opportunities available in the company:

Interested persons must provide any legitimate interests that may arise for the benefit of the Company, and are therefore prohibited from doing the following:

1. Taking any of the opportunities discovered for their personal benefit or taking advantage of them for themselves using the company's property or information available to them and related to the company or the exploitation of the position for personal gain.
2. Carrying out any work or activity that competes with the company

1-10) Harassment and Discomforts:

All persons concerned are committed to ensuring that the work environment is free from any kind of harassment, harassment, discrimination, persecution, abuse, bullying, etc. so that the dignity of the individual is preserved and preserved. All persons involved are therefore responsible for providing assistance and assistance to ensure that all individuals within the company do not suffer any form of harassment.

In the event that any of the persons concerned is harassed or harassed, they will find the full support of the Company's Board of Directors and executives in putting an end and immediately stopping such harassment and harassment.

It is worth noting that the crime of harassment is one of the crimes that must be reported to the official authorities in accordance with the anti-harassment law, even until the victim waives.

1-11) Nepotism (favoritism):

The company does not prevent the employment of relatives if it is done away from favoritism, nor does it wish to engage in consensual relations between co-workers, and therefore the necessary precautions and measures must be taken to ensure that employment decisions and appointments are not affected by favoritism, personal relations and relations of relatives, and in particular the persons concerned - who have a close relationship with the persons who applied to the company and the company wishes to employ them or decisions to retain, promote, and remunerate employees who are on the job - including That directs and intervenes in any way, directly or indirectly, in decisions concerning them. The Company interprets "close interpersonal relationships" as relationships between immediate family members (spouses, fiancés, children, grandchildren, siblings, fathers, grandparents, aunts, uncles, sisters, nephews, nieces and their spouses) or any other relationships that can be seen as affecting an employee's ability to make independent and unbiased decisions on behalf of the Company.

1-12) Employee Relations:

It is the company's policy that all concerned persons, regardless of job level, shall pursue the following objectives:

1. Respecting every employee, worker or representative of clients, suppliers or contractors, and showing a kind of affection and care for him and taking into account his personal dignity.
2. Commitment and emphasis on equality in dealing with all employees, workers, customers, suppliers and contractors regardless of race, color, sex, religion, age, national origin, nationality or type of disability.
3. Provide a work environment free from harassment based on race, color, sex, religion, age, national origin, citizenship status, or disability.
4. Giving employees a reasonable opportunity for training, in accordance with the company's needs, so that they become more skilled and perform their jobs
5. Encouraging promotion from within, in line with the company's needs whenever there are qualified employees to qualify for that promotion.
6. Ensure that each manager personally knows all the employees below him functionally (two grades directly) with the aim of providing a mechanism that enables them to express their opinions other than their direct managers.
7. Treat any suggestions made by external consultants aimed at enhancing and improving procedures as an opportunity to improve skills and therefore accept and study them constructively rather than criticizing and fighting them.
8. Provide and maintain a safe, healthy and orderly workplace.
9. Provide programs for rewards, benefits and allowances based on clear and fair policies aimed at attracting, rewarding and retaining distinguished employees.

1-13) Sales:

It is the company's policy that all relevant persons working in the field of sales must abide by the following principles:

1. Sales offers must be clear, enabling customers to know what has been offered and the extent of commitment that can be considered.

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2. The description of the products, the goods, the quality and prices of the goods and the method of payment must be stated clearly in the order form along with any additional charges.
3. Sales contracts and receipts used to complete the sale must comply with applicable laws and regulations.
4. Any description of after-sales services must be clear and accurate.
5. All sales representatives must immediately introduce themselves to potential customers, and they must speak honestly about the reasons for choosing them over other customers and introduce the company or brand of the product offered.
6. Sales representatives must not confuse the customer, abuse their trust, or exploit their lack of experience or knowledge.
7. Sales representatives must not imply to the customer that he has been chosen for his distinction or that this offer was made to him and not to other customers in order to obtain personal benefits.
8. Sales representatives must respect customers' privacy by making every effort to place calls at a time that suits their needs and wants. Sales calls should not be conducted in a manner that does not respect privacy (intrusive), and strictly respect the customer's right to terminate the sales interview.
9. All sales documents and references must be certified, real, demonstrable, easy to match, and endorsed by the party, facility, or company that granted them.
10. When product comparisons are made, these comparisons must be fair and based on facts.
11. The sales representative must refrain from underselling the products of other competitors or other parties in the market.
12. A sales representative should not attempt to induce a customer to cancel a contract that has been signed with a sales representative of another competing company.

1-14) Purchases:

It is the Company's policy that all persons involved in the procurement department shall endeavor 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 riyal spent, with a commitment to managing the company's business in a highly ethical manner, honesty, politeness, and professionalism in all company affairs.
2. Fulfill our obligations and push others to fulfill their obligations to the company, and procurement requirements must be subject to periodic competitive evaluation.
3. Dealing politely and respectfully with supplier representatives, bearing in mind that they are important sources of information and assistance to the company in the event of the company's purchasing needs.
4. Maintain complete confidentiality with regard to offers, prices, and other confidential information about the company, suppliers, and competitors' dealings.
5. Settle disputes and claims on a fair and fact-based basis.
6. Rejecting any form of bribery at work, preventing this from happening, not offering or accepting any gifts of value, whether from suppliers or customers of the company, and prohibiting offering or accepting any gifts of any kind from suppliers or customers, including government contracts, whether they are major contracts or Subcontractors, and in the event of having to accept a token gift, it should be in accordance with the controls set by the company's policy for that.
7. Avoid a conflict of interest with the company's business.

8. Ensuring to acquire the greatest amount of knowledge and experience about procurement methods and purchased materials.
9. Accept 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 loyalty in the purchase process.
11. Cooperate with institutions and individuals working in areas that aim to develop the procurement process from a professional point of view.

1-15) Safety Procedures:

The company is committed to providing a safe workplace for all concerned persons, in addition to that there are laws and regulations that place the responsibility on the company to protect against safety and health risks. For these reasons, the Concerned Persons present at the Company's facilities are required to follow all safety instructions and procedures adopted by the Company, and if the Concerned Persons have any questions or concerns about potential health and safety hazards at any of the Company's facilities, they should direct them to their supervisor as soon as possible.

1-16) Confidential Information:

All relevant persons must maintain and protect the confidentiality of information they have access to about customers, co-workers, suppliers, stakeholders, financial and commercial affairs of the Company, except for information where disclosure is permitted, is a statutory requirement or in accordance with the law. "Confidential Information" includes all non-public information that may be of interest to competitors, or harmful to the Company or its customers if disclosed. All persons involved in the Company are prohibited from disclosing any sensitive information that may undermine the Company's position outside of what is required by the legal authorities, except where prior approval has been obtained from the Chief Segment and/or CEO or Managing Director (if any).

With the exception of ordinary general assembly meetings, the members of the Board of Directors may not disclose the confidential information of the company they have access to, nor may they use any information they stand on by virtue of their membership for any benefit for themselves, their relatives or others, and doing so will result in removal from office, and the member must be required to compensate for it.

1-17) Protection of Confidential Personal Records:

A person concerned who, by the nature of his or her work, is familiar with or has access to the personal records of other employees, should keep these records confidential and use them only for the company's business purposes.

1-18) Fair Dealing / Insider Trading:

All persons involved should strive to deal fairly with the Company's customers, suppliers, competitors and employees. No employee may use important information about the Company (such as current performance, impending decisions, or future plans) for his or her personal benefit, directly or indirectly, and furthermore, he may not benefit from any person by manipulating, concealing, misusing information, misrepresenting material facts, or any other unfair practices he or she is dealing 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 regulations of the Capital Market Authority as follows:

1. During the (15) calendar days preceding the end of the fiscal quarter until the date of announcing the company's audited interim financial statements.
2. During the (30) calendar days preceding the end of the fiscal year until the date of announcing the interim audited financial results or the annual audited financial statements of the company.

1-19) Corruption and Bribery:

The offence of bribery occurs when a person offers, entices, 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 a confidential and corrupt dealings with potential customers. As bribery is an illegal act, any interested person in the Company who receives bribes, carries out extortion or illegal payments or attempts to engage in any such activity will be subject to strict disciplinary action that may even lead to the termination of his services, and the Company also reserves the right to refer such matters to the public authorities for possible prosecution and treatment as a criminal offence.

1-20) Protection and Proper Use of Company Assets:

All persons involved must protect the Company's assets and ensure their efficient use, and since theft, negligence and waste of such assets have a direct impact on the Company's profitability, on this basis, the Company's assets and resources may only be used for the purposes and objectives of the Company's business and its subsidiaries, and by authorized employees only or on their behalf, including tangible and intangible assets such as Company vehicles and office tools such as telephones, photocopiers, computers, furniture and supplies.

The use of the company's e-mail system should be mainly limited to the company's official business, and confidential information should be handled with caution and files containing sensitive business data should be protected by creating a password. The Company reserves the right to monitor all electronic communication data, information transmitted through the network and electronic files on personal computers owned by the Company or computers located in buildings and used in the Company's business and to carry out an inspection at any time it deems appropriate according to the mechanism it deems appropriate and regular.

Whereas the Company provides software and systems to computers from third parties in legal ways as a tool to operate employees' devices to perform their work tasks effectively, so employees will be individually responsible when using any illegal or unauthorized software. Any invention, authorship, installation, or any other form of intellectual property made by employees, contractors and temporary employees of the Company during the period of their employment and employment with the Company shall be deemed to be the property of the Company and protected by law.

1-21) 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 are prohibited. On the other hand, honest advertising practices, clarity and accuracy in sales practices are of great importance in maintaining the company's reputation and image in front of its customers and the general public. Therefore, all advertisements to existing customers or potential customers must be honest, clear and based on reasonable grounds. The content of all advertisements must also be validated before being published, whether they are presented in catalogs, brochures, flyers, posters, newspapers, magazines or other advertising media, whether printed or not.

It is company policy that all interested persons involved in the advertising and marketing process shall endeavor to fulfill the following principles:

1. **Honesty:** The advertisement must be truthful and show important facts whose omission may lead to misleading the public.
2. **Provide Proof:** The contents of the advertisement must be substantiated by evidence in the possession of the advertiser and the advertising agency before submitting it.
3. **Comparison:** The advertisement must not include false, incorrect, or misleading statements or make claims about a competitor or its products or services.
4. **Biased ads:** The advertisement should not offer products or services for sale unless there is a firm intention to sell these advertised products or services and it is not just a means to divert the attention of consumers to other goods or services that are usually more expensive.
5. **Warranties and Guarantees:** The declaration of warranties and guarantees must be explicit with sufficient information to inform consumers of the basic conditions and their limits, or a clear statement of how to verify the full text of the guarantee or guarantee before purchasing if there is a period of time or conditions that prevent this.
6. **Price:** Advertising must avoid claiming unreal or misleading prices or claiming unreal discounts.
7. **Certifications** A declaration containing witness testimony shall be limited to competent eyewitnesses who give their true and honest opinion or reflect actual experience.
8. **Respect for taste and general feelings:** The advertisement must be free of statements, images, or gestures that offend morals or public taste, and specifically, the advertisement must be compatible with the prevailing Islamic values in society.

1-22) Accurate Record Keeping and Reporting:

All concerned persons should reflect the company's transactions in its books, records, accounts and reports with the required accuracy, and a adequate system of internal control and clear and accurate controls for the disclosure process should be maintained in order to enhance the company's compliance with the applicable laws and regulations, provided that all concerned persons work to the best of their abilities and exert the highest effort to ensure the validity of the company's records and documents, including financial reports, and falsification of any company record is prohibited. All reports, documents or communications authorized or required to be disclosed to the public should be non-misleading, clear, fair, accurate, timely, understandable and lawless.

1-23) Effects on Internal and External Audit Behavior:

Concerned persons shall not take any action that would influence, fraudulent, manipulate or mislead the internal or external auditor who audits or audits the Company's financial

statements. Types of conduct that may constitute unacceptable or improper influence include:

1. Offer or pay bribes or other financial incentives, including the provision of employment 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 cancel existing contracts not related to audit work or audit contracts if the auditor objects to the company's accounting department.
4. Seeking to remove a partner from submitting audit work due to his objection to the company's accounts and management of audit work.
5. Blackmail, physical and sensory threats.

1-24) Environment:

The Company recognizes that its activities and business have an impact on the environment and society, so the Company is committed to ensuring that this impact is reduced as much as possible, and to achieve this commitment, the Company seeks to ensure that the sources and materials used in its industrial activities are sustainable and recyclable and then used effectively to reduce waste to the greatest extent possible, as well as the use of technology, materials and methods that do not have a negative impact on the environment as much as possible and whenever practicable, and as far as it is imperative, As well as working to ensure that its suppliers and contractors have the same objectives.

1-25) Government Contracts:

The laws, rules and regulations applicable to contracting with government agencies and agencies are complex and may impose different and customized requirements on the company, and failure to comply with these requirements may constitute a criminal offense, and therefore all persons concerned with the group must comply with these conditions, and all questions and inquiries related to these obligations must be referred to the competent employees or external consultants as per the requirements of each case.

1-26) Reporting Illegal or Immoral Behavior:

All relevant persons in the company must promote ethical behavior and encourage employees to inform supervisors, managers or other competent employees when they suspect to a certain degree (free of malice) matters that may lead to deviation in the course of action and threaten the interest of the company and harm it. Accordingly, the concerned persons are required to report any illegal or unethical behavior that may come to their knowledge in this regard, and on this basis, the Executive Management, Managers and employees must report any illegal or unethical behavior to their Direct Supervisor (Manager). Similarly, any member of the Board of Directors and affiliated committees shall report any illegal or unethical conduct to the Chairman and Secretary of the Board, and the reported violations will be investigated and necessary action taken by the relevant staff or the Board as appropriate, and the Company will not allow retaliation against the complainants if they are submitted in good faith, and for more details in this regard you can refer to the Reporting Violation Practices Policy.

1-27) Corporate Governance and Accountability:

The company is committed to applying high standards in corporate governance, and its board of directors is responsible to shareholders and others for the company's activities and performance, and it is responsible for activating and applying governance rules and controls within the company, and the members of the board work to ensure that the company complies with all provisions contained in all applicable regulations.

1-28) Policy Review, Amendment and Cancellation:

These Rules shall be periodically reviewed and evaluated for effectiveness and efficiency, and any amendments, cancellation, or waiver of some or all of these Rules shall be made solely by the Board of Directors, and if these Rules are amended, repealed or waived, they will be disclosed as needed.

2) Mechanisms for implementing and applying the Code of Conduct:

The following are implementation mechanisms that can be used to help ensure familiarity with these rules, which are not limited to:

1. New and existing employees must be fully aware of these rules.
2. Include these rules in a training course or bag and conduct assessment tests in light of that. This can be an interactive way for new and existing employees to train and/or retrain themselves on the company's code of conduct and systems.
3. The training package should include an introduction on the importance of these ethical and behavioral rules from the Chairman of the Board to emphasize the importance of following them by all members of the Board of Directors, Senior Executives and employees of the company and its subsidiaries.
4. Send periodic letters from the Chairman of the Board of Directors or the CEO to the employees of the company and the employees of the subsidiaries to remind them of the existence of these codes of ethics and their implications and any amendments to these rules, which could be in the form of newsletters, e-mails and flyers in the areas where the employees congregate and employees, and by providing an electronic link via the Internet whenever practicable.
5. Provide an electronic copy of these rules on the company's website to be available to all employees and the public.
6. The periodic update of these rules is necessary to keep abreast of the latest developments and amendments issued by the relevant authorities and to keep pace with the laws regulating the country and / or the amendments and directives of the Board of Directors.
7. These rules must be clear and concise, and the language used in their drafting should be easily understood by all employees at all levels and on a large scale and be in both Arabic and English.
8. The consequences for breaking and violating these rules should be clear and concise and avoid misconceptions and beliefs.
9. Take full measures when there is a breach of the rules, and the consequences of this must be specified in the human resources policies, and there should be no exceptions, and the employees must be aware and aware of the seriousness and seriousness of these consequences.
10. Hiring employees to introduce the rules of professional conduct in accordance with this policy as "behavior leaders" within the parent company and its subsidiaries, who are employees who have been trained and have extensive knowledge on this issue, in

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addition to that these “leaders” can hold workshops and seminars for all employees in company.

11. Holding periodic workshops on the rules of professional conduct, so that employees join a group discussion, and some cases are presented to them to study.
12. A copy of these rules shall be placed in common areas of the offices so that they are easily accessible.
13. Providing translated copies of the rules in the languages spoken and used at the company's headquarters, its subsidiaries, and the countries in which these companies are located. It can also be printed in a small, clear, and tidy booklet, so that it can be carried and browsed easily.
14. Adopting these rules and ethics and emphasizing work in accordance with them with all those with whom the company deals and has an interest with them, including shareholders, partners, customers, and various stakeholders, whether at the local or international levels.

The Company may use further mechanisms to ensure adherence to these rules and ethics as it deems appropriate.