



Code of Conduct and Work Ethics Policy
for the Board and Board Committees'
Members

Contents

Chapter (1): Preliminary Provisions

Article (1): Introduction

Article (2): Purpose

Article (3): Definitions

Chapter (2): Code of Conduct and Care and Loyalty Duties

Article (4): Code of Conduct

Article (5): Banking Facilities

Article (6): Employment of First-Degree Relatives in the Bank

Chapter (3): Implementation and Disclosure Responsibility

Article (7): Collective Responsibility of Members

Article (8): Individual Responsibility of Members

Article (9): Reporting Accuracy and Timely Disclosure

Chapter (1): Preliminary Provisions

Article (1): Introduction

Alinma Bank endeavors to be a leader in the banking industry that conforms to both Sharia'h provisions and regulatory rules. Alinma is dedicated to the highest professional and ethical standards in order to create the best possible work environment. In order to provide honest and equitable management that helps Alinma achieve its objectives and maintain its reputation, it also aims to establish a good reputation and gain the trust of stakeholders by promoting ethical values and documenting compliance therewith.

Article (2): Purpose

This policy aims to explain and show the minimum ethical standards and values that should be demonstrated and followed by members to ensure the implementation by Alinma of the higher ethical values in managing and handling its affairs as well as in decision-making.

Article (3): Definitions

The following words and expressions denote the meanings set against each of them, unless the context otherwise requires:

Term	Definition
Alinma	Alinma Bank
Policy	Code of Conduct and Work Ethics Policy for Board and Board Committees' Members
Board	Alinma Board of Directors
Committees	Committees of Alinma Board of Directors
Member/Members	Member of Alinma Board of Directors or any of its committees

Stakeholders	Anyone with an interest in the bank, including employees, creditors, customers, suppliers, and any external party.
SAMA	Saudi Central Bank
CMA	Capital Market Authority
Insider Information	Any information, data, figures, or statistics, whether oral, written, or electronic, obtained or accessed by any of the financial institution's employees by virtue of the nature of their work or affiliation with the financial institution and are not available to other parties.
Relatives	<ul style="list-style-type: none"> a. Parents and grandparents up to all levels b. children and grandchildren down to all levels c. brothers and sisters (including half-brothers and half-sisters), d. Husbands and wives.

Chapter (2): Code of Conduct and Care and Loyalty Duties

Article (4): Code of Conduct

Members should observe ethical values, rules and behaviors that are in line with Sharia'h controls as well as applicable rules, regulations and instructions in order to achieve Alinma's interest and maintain its reputation. They should, in particular, comply with the following:

1. Commitment to the Highest Ethical Values and Standards

Commitment to the highest ethical values and standards derived from Sharia'h and those issued by the relevant authorities and ensure the implementation of the best practices applicable in managing the banking and financial sector.

2. Commitment to Rules, Regulations and Instructions

Members should comply with the provisions of all rules, regulations, resolutions and instructions issued by SAMA and CMA and all other provisions applicable in Saudi Arabia as well as internal regulations, policies and instructions issued, or might be issued, by the Bank and to appropriately report any possible violations.

3. Commitment to Care and Loyalty Duties

In carrying out their duties and responsibilities, members should abide by the rules of SAMA, CMA Law, the Companies Law and their Executive Regulations, Alinma's Articles of Association and other relevant regulations. In order to make choices that suit the bank's interests, adhere to the rules and regulations, and accomplish the goals for which such powers have been assigned to them, members should exert effort and diligence in considering the issues that are presented to them.

4. Commitment to Attendance

Each member should dedicate enough time and effort for acquiring knowledge and understanding issues affecting Alinma. Members should attend all scheduled meetings of the Board.

5. Commitment to Following the Principles of Integrity and Transparency

Dedication to overseeing Alinma's affairs, taking into account issues brought before the Board, and making decisions based on standards of integrity and transparency in order to guarantee the implementation of relevant rules, regulations, and instructions and prevent any matter that may contribute to making decisions based on direct or indirect personal benefits or interests.

6. Commitment to the Principles of Honesty and Good Faith

Members should prioritize the bank's interests and the accomplishment of its goals while managing the bank's operations and upholding the values of integrity, justice, and honesty. They should work honestly and refrain from abusing their positions for personal gain, financial or non-financial benefits, or to advance any services or interests in which they have a direct or indirect interest.

7. Commitment to, and Demonstration of, Competence, Skills, and Development

In order to ensure the accurate and impartial management of the bank, members should have the credentials, abilities, and knowledge necessary to carry out their duties in compliance with the best applicable practices. They should also consistently strive to expand their knowledge and experience.

8. Commitment to, and Assurance of, Information Correctness and Accuracy

Members should refrain from spreading or endorsing inaccurate information whether intentionally or unintentionally. They should confirm internal news and refrain from sharing it with anybody other than those who are directly involved, in compliance with all relevant regulations, guidelines, and directives.

9. Commitment to Refusing to Accept Gifts and Benefits out of Business Courtesy

It is forbidden for members to take gifts, money, preferences, or any item worth more than SAR 5,000 from any individual, organization, or authority that has a conflict, interest, or relationship

with the Bank. The Bank should be notified right once if any of the aforementioned happens (Compliance Sector – Whistleblowing Unit) .

Members are also forbidden from giving presents, bribes, preferences, valuables, or promises to any individual or authority in order to establish or preserve business connections or for direct or indirect personal gain.

10. Commitment to Avoiding/Reporting Conflict of Interest

Members should adhere to all applicable rules, regulations, and principles, including the provisions of Alinma Articles of Association, and avoid situations where their personal interests conflict with those of the Bank, either directly or indirectly. As much as possible, each member should stay away from circumstances and transactions in which they have or are likely to have a direct or indirect personal interest. Members are required to promptly notify the Chairman of the Board or his designated representative of any conflicts of interest. Members should comply with the regulations that should be put in place in conflict of interest situations and are not permitted to vote on or attend meetings devoted to discussing conflict of interest cases.

11. Commitment to Alinma Representation Controls

Members are prohibited from disclosing any information about the Bank, its personnel, or its customers to the media, social media, or any other medium without the Chairman of the Board's prior explicit approval. In such a situation, members must consider the Bank's interests and present themselves in a way that best captures the Bank's distinction.

A member who represents all Bank shareholders should consider the rights of other stakeholders as well as the interests of the Bank and shareholders, in addition to the interests of the group that elected him.

12. Commitment to protecting Intellectual Property Rights

Members shall apply intellectual property protection obligations in accordance with the bank's commitment to implementing the same, as follows:

- Maintaining the protection of the intellectual property rights of the Bank (as stated in the Code of Conduct and Work Ethics in Financial Institutions issued by SAMA, 3rd principle, k/2, paragraph b), including any information, data, ideas, programs, designs, and logos owned or used by the Bank under official agreements and licenses and avoid any act or conduct to the contrary.
- Maintaining the protection of the intellectual property rights of any information, data, ideas, programs, designs, logos owned by other parties and avoid any act or conduct to the contrary.

13. Commitment to Protecting Insider Information

Members are required to protect the confidentiality of any insider information that has not been announced or made public in any way and that, if disclosed or made public, could have an impact on the Bank or other parties. Members are prohibited from disclosing, using, or exploiting any information, data, or documents pertaining to the Bank during and after the expiry of their membership.

14. Commitment to Preventing Insider Trading

As stated in the approved Policy and Controls of Insider Trading Prevention, members are prohibited from using or disclosing any insider knowledge to third parties. Members are prohibited from trading in the Bank's shares on the basis of such insider information, either directly or indirectly, or from allowing others to do so by providing them with insider information. This includes direct or indirect trade by a non-insider based on insider information obtained from any other person who knows or should know that it is illegal to use such information or to trade based on insider information because doing so violates applicable regulations, due trust, and obligations to shareholders.

15. Commitment to Documentation and Archiving

Members are required to record and preserve all minutes, resolutions, and documents pertaining to the activities of the Board and its committees, keeping in mind the bank's maintenance and archiving procedures and preventing unauthorized access to the same.

16. Commitment to Whistleblowing

Members should notify the relevant individuals within the Bank (Compliance Sector – Whistleblowing Unit) of any breaches, malpractices, or violations of the Code of Conduct Policy or any applicable rule, regulation, or instruction. Failure to do so may result in penalties outlined in the applicable rules and instructions.

Article (5): Banking Facilities

Any Members, any of their relatives, or a related party shall have the right to obtain the Bank's services, including credit facilities and financing, provided that such facilities and financing are in line with the limits set by the rules, regulations and supervisory authorities.

Article (6): Employment of Relatives at the Bank

In the event that a relative of any member's employed by the Bank, the following should be taken into account:

1. Non-involvement by the member in the employment decision;
2. Non-participation by the member in any decisions related to the candidate's wage, promotion or career progression;
3. Non-provision by the member of any direct or indirect support to the employee;
4. Non-receipt by the member of any benefit for a decision to be taken by such employee doing his normal duties.

Chapter (3): Implementation and Disclosure Responsibility

Article (7): Collective Responsibility of Members

Members shall accept collective responsibility, implement the Board's resolutions, and consider the bank's interests.

Article (8): Individual Responsibility of Members

Members are bound by this policy. If they have any doubts regarding its implementation, they should immediately disclose this in writing and seek advice.

Article (9): Reporting Accuracy and Timely Disclosure

No Member shall have the right to conceal or omit any data, information or document, namely:

1. Information required by supervisory authorities in accordance with the relevant rules and regulations;
2. Documents released to shareholders under relevant rules and regulations (including accounts and annual reports).