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DUKHAN BANK

Third party code of conduct

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1. Purpose and scope

Dukhan Bank and its subsidiaries and affiliates (hereinafter referred to as the "Bank") are committed to upholding the highest ethical standards in all aspects of its business, operations, partnerships, and value chain. The Bank expects all Third Parties working with or on behalf of the Bank including, but not limited to, business partners, suppliers, vendors, service providers, consultants, and other representatives (hereinafter referred to as "Third Parties"), to share its commitment to integrity by adhering to the principles outlined in this Third Party Code of Conduct. Third Parties are further encouraged to establish internal guidelines ensuring that their own suppliers, sub-contractors, and agents also adopt the principles and requirements set forth in this Third Party Code of Conduct. This Third Party Code of Conduct defines the minimum standards expected from all Third Parties. The Bank believes that adherence to these standards will foster a transparent, ethical, and sustainable partnership. Furthermore, the Bank encourages all Third Parties to continually pursue best practices and continuous improvement across all relevant areas.

2. General compliance with law

All Third Parties are required to comply with all applicable laws, rules, and regulations in the countries where they and the Bank operate. In cases where local laws impose stricter requirements than those outlined in this Third Party Code of Conduct, the Third Party must adhere to the more stringent local laws.

3. Responsible business behavior

The Bank expects all Third Parties to conduct their business in a responsible, ethical, and lawful manner, demonstrating integrity and full compliance with all applicable laws and regulations. Third Parties are encouraged to maintain robust business continuity and contingency plans and are expected to inform the Bank in advance of any foreseeable disruptions that may adversely affect their ability to fulfill commitments or cooperate effectively with the Bank. When handling the Bank's resources, facilities and assets, Third Parties must exercise due care and diligence. They are also expected to provide goods, services, and/or works that are safe, reliable, of the highest quality and wherever possible, environmentally friendly.

4. Ethical business conduct

4.1 Confidentiality and Data Protection

Third Parties must treat all non-public and proprietary information shared by the Bank with the utmost confidentiality. They are required to comply with the Bank's policies and requirements relating to confidentiality, personal information, data privacy, data storage, information security, and intellectual property protection. Third Parties shall implement appropriate controls and safeguards to protect the Bank's brand, assets, and intellectual property from unauthorized use, disclosure, or damage. Any non-public or proprietary information obtained in the course of the business relationship must be used solely for purposes authorized under the contractual agreement and must be adequately protected against loss, misuse, or infringement. In the case of sub-contracting, the sharing of confidential information is permitted only with the prior written consent of the Bank. Third Parties must also comply with all applicable data protection and privacy laws and regulatory requirements concerning the collection, storage, processing, and transmission of personal data including, where applicable, the General Data Protection Regulation (GDPR) and other similar regulations.

4.2 Gifts and Hospitalities

The Bank maintains a zero-tolerance policy toward the offering or acceptance of gifts, hospitality, or any form of benefit that could improperly influence business decisions. Employees of the Bank involved in procurement or contracting activities are strictly prohibited from accepting any gifts or hospitality including invitations to sporting or cultural events, recreational trips, holidays, transportation, meals, or any other form of entertainment from current or prospective Third Parties. Similarly, Third Parties must not offer, directly or indirectly, any gifts, hospitality, rebates, or benefits, such as free goods or services, or sales incentives, to any Bank employee or representative for the purpose of influencing, facilitating, or securing business with the Bank.

4.3 Fair Competition Practices

The Bank expects all Third Parties to conduct their business in full compliance with all applicable laws and regulations governing fair competition and anti-trust within their respective jurisdictions. Third Parties must establish and maintain appropriate policies, procedures, and controls to ensure that the principles of fair, transparent, and free competition are consistently upheld in all business dealings.

4.4 Conflict of Interest

All Third Parties engaged by the Bank must avoid, and actively manage, any situation that represents an actual or potential conflict of interest. Third Parties are required to promptly disclose to the Bank any such situations, regardless of their nature or potential impact. Additionally, Third Parties should inform the Bank if they become aware of any Bank employee holding an economic interest or receiving any undue benefit related to the Third Party.

4.5 Anti-Bribery, Anti-Corruption and Anti-Fraud

The Bank requires all Third Parties to avoid participation in, or knowingly benefit from, any form of corruption, bribery, or extortion, whether directly or through intermediaries. Third Parties must never offer, promise, or accept any form of bribe, kickback, facilitation payment, or other improper benefit to gain personal, professional, or business advantages, or as a reward for past favors. Any breach or suspected breach of applicable Anti-Bribery and Anti-Corruption laws, whether occurring within the Third Party's operations or observed within the Bank, must be promptly reported to the Bank. The Bank will not tolerate any fraudulent behavior from Third Parties. Hence, all Third Parties are required to have strict policies and controls in place that prevent fraud from happening in their businesses. In case a Third Party becomes aware of a fraudulent transaction, or regarding any transaction with Bank, they are required to report it to Bank immediately.

4.6 Anti-Money Laundering (AML) and Counter Financing Terrorism (CFT)

The Bank maintains strict policies to prevent money laundering and financing of terrorism. The Bank has zero tolerance for any such illegal or dishonest activities by its Third Parties. Third Parties are expected to implement appropriate control mechanisms, procedures, and safeguards to ensure full compliance with all applicable laws, regulations, and Bank policies relating to Anti-Money Laundering (AML) and Counter Financing of Terrorism (CFT).

4.7 Labor and Human Rights

The Bank requires all Third Parties to respect and uphold internationally recognized human rights in their workplaces and across their business operations, including factories and other sites. Third Parties must comply with all applicable labor laws and must strictly prohibit human trafficking, forced labor, compulsory labor, prison labor, or bonded labor in any part of their operations. Additionally, Third Parties are expected to ensure that their sub-contractors and agents adhere to the same standards and do not engage in any of the prohibited practices.

4.8 Information Security and Cybersecurity

Third Party shall implement and maintain appropriate technical, organizational, and administrative security measures designed to protect the confidentiality, integrity, and availability of the Bank's information, systems, and data. Such measures shall include safeguards against unauthorized access, disclosure, alteration, loss, destruction, malware, ransomware, cyberattacks, and other information security threats. Third Parties must promptly notify the Bank of any actual, suspected, or attempted cybersecurity incident, data breach, or security event that may affect the Bank's data, systems, operations, customers, or services. Third Parties shall fully cooperate with the Bank in investigating, containing, mitigating, and remediating any such incident and shall provide all reasonably requested information and assistance necessary to assess and address the impact of the incident.

4.9 Responsible Use of Artificial Intelligence

Where Third Parties use artificial intelligence (AI), machine learning, automated decision-making systems, or similar technologies in connection with goods, services, or works provided to the Bank, they shall ensure that such technologies are used responsibly, ethically, and in compliance with all applicable laws, regulations, and industry standards. Third Parties shall implement appropriate governance, controls, and human oversight to monitor the use of AI systems and to mitigate risks relating to accuracy, fairness, bias, transparency, privacy, security, and accountability. Third Parties shall not use AI in a manner that could result in unlawful discrimination, unauthorized disclosure of confidential information, infringement of intellectual property rights, or harm to the Bank, its customers, employees, or stakeholders. Upon the Bank's reasonable request, Third Parties shall provide information regarding the use of AI systems in the performance of services for the Bank and the controls implemented to manage associated risks.

5. Requirements At Workplace

5.1 Working and Employment Conditions

All Third Parties must ensure equality of opportunity and fair treatment in their workplace, including matters related to pay, promotions, grievance handling, and termination. The Bank requires Third Parties to prohibit harassment and discrimination in any form, including on the basis of nationality, ethnicity, gender, culture, or socioeconomic background. Third Parties must (a) pay employees at least the legally mandated minimum wages, overtime compensation, and benefits in a timely manner. (b) comply with all local regulations regarding working hours, leave, and rest periods. (c) provide workers with accessible channels to communicate grievances and ensure these are addressed appropriately by management.

5.2 Health and Safety

All Third Parties are expected to provide a safe and healthy working environment for their employees. This includes ensuring that workplaces, machinery, equipment, and company provided accommodations are safe and do not pose risks to employee health. Third Parties must implement appropriate preventive and mitigation measures to address accidents and occupational hazards in all workplaces, including offices, factories, facilities, and accommodations. Employees should be educated and trained on potential safety hazards, as well as measures for their mitigation and protection.

6 Environmental responsibility

The Bank requires Third Parties to comply with all applicable environmental laws, regulations, and permits relevant to their operations and to the goods, services, or works provided to the Bank. Third Parties are expected to manage their environmental impacts responsibly and to take appropriate measures to prevent pollution of air, water, and soil arising from their activities. This includes the safe handling, storage, transportation, treatment, and disposal of waste, chemicals, and hazardous substances in accordance with applicable legal and regulatory requirements. Third Parties are expected to use natural resources, including energy, water, raw materials, and other inputs, responsibly and efficiently, and to avoid unnecessary waste wherever reasonably practicable. Where relevant to their operations, Third Parties should identify opportunities to improve resource efficiency and reduce adverse environmental impacts. The Bank encourages Third Parties to adopt environmental best practices appropriate to the nature, scale, and risk profile of their business, including measures related to waste reduction, recycling, resource conservation, energy efficiency, responsible water management, and the reduction of greenhouse gas emissions. Where relevant to their activities, Third Parties are expected to avoid, minimize, or mitigate adverse impacts on biodiversity, ecosystems, natural habitats, and protected areas.

Third Parties are required to promptly notify the Bank of any significant environmental incident, spill, regulatory breach, permit violation, or environmental non-compliance that may affect, or be connected to, the goods, services, or works provided to the Bank.

6.1 GHG Emissions and Climate Change

The Bank encourages Third Parties, where relevant to the nature and scale of their operations, to monitor and manage greenhouse gas emissions, improve energy efficiency, use renewable energy where feasible, and take practical steps to reduce their environmental footprint. Third Parties operating in carbon-intensive sectors or activities may be requested to provide relevant emissions, energy, or climate-related information to the Bank.

7 Transparency And Record Keeping

7.1 The Bank expects all Third Parties to maintain accurate and complete records and implement appropriate systems and control mechanisms to ensure compliance with this Third Party Code of Conduct. Third Parties are encouraged to conduct self-audits to assess adherence to the principles outlined in this Third Party Code of Conduct and to transparently share the findings with the Bank upon request. In cases of non-compliance, Third Parties should collaborate proactively with the Bank to address gaps and achieve full compliance with this Third Party Code of Conduct.

7.2 Audit and Monitoring Rights

The Bank reserves the right, upon reasonable notice and to the extent permitted by applicable laws and contractual arrangements, to conduct or commission audits, assessments, due diligence reviews, and investigations relating to a Third Party's compliance with this Third Party Code of Conduct and any applicable legal, regulatory, or contractual requirements. Third Parties are expected to cooperate fully and in good faith with such activities and to provide timely access to relevant information, records, personnel, systems, and premises as reasonably required. Where any deficiencies, risks, or instances of non-compliance are identified, Third Parties shall promptly implement appropriate corrective actions and cooperate with the Bank in monitoring the effectiveness of such remedial measures.

8 Reporting misconduct

All Third Parties are required to disclose and report any findings, concerns, or violations of this Third Party Code of Conduct, applicable laws, or Bank policies. This includes, but is not limited to, issues related to conflicts of interest, bribery, fraud, data privacy, information security, money laundering and financing terrorism. Third Parties are expected to maintain internal whistleblowing mechanisms that allow their employees to report misconduct either anonymously or with identification. Additionally, Third Parties may report misconduct related to their organization or the Bank through the Bank's designated channels:

- Email: whistleblowing@dukhanbank.com
- Hotline: +974 51052278

All genuine reports will be taken seriously and handled confidentially, with disclosure limited solely to the extent necessary to conduct a thorough investigation of the alleged violation.

9 Acknowledgement

If a Third Party is found to be non-compliant for a period of three (3) months or more, or is found to have engaged in serious misconduct, the Bank reserves the right to terminate all contractual agreements and cease any ongoing projects or relationships with the Third Party, without compensation for potential losses. By signing or acknowledging this Third Party Code of Conduct, the Third Party confirms:

1. Its commitment to adhere to the Bank's Third Party Code of Conduct, or, if it has its own code of conduct, that it is aligned with the principles of this document.
2. The existence of systems, controls, and processes necessary to ensure compliance with the relevant code.
3. Its commitment to cascade the principles of this Third Party Code of Conduct to its own sub-contractors and downstream parties.

Acknowledgment of this Third Party Code of Conduct does not create any binding obligation on the Bank to engage in or maintain a contractual relationship with the Third Party.