



Anti-Bribery, Anti-Corruption, and Anti-Money Laundering Policy



This policy was approved by the Savola Group Board of Directors on 09/11/2025, pursuant to the recommendation of the Remuneration and Nomination Committee at its meeting No. (85) dated on 03/11/2025.

<u>Important Note</u>
The Anti-Bribery, Anti-Corruption, and Anti-Money Laundering Policy (this “Policy”) has been prepared in Arabic and English versions, where the English version is a translation of the original Arabic version. The purpose of the English version is to inform non-Arabic speakers of this Policy. In case of any discrepancy or misinterpretation of any clause or article of this Policy, the original Arabic version shall prevail.

1. Introduction & Purpose

Savola Group (hereinafter referred to as “**the Company or Savola**”), including all its subsidiaries, is fully committed to conducting its business with the highest standards of integrity, transparency, and accountability in compliance with laws and regulations of the Kingdom of Saudi Arabia, in particular Anti-Bribery Law, Anti-Corruption Law, and Anti-Money Laundering Law, as well as the Capital Market Authority (CMA) regulations and any relevant regulations.

This Policy is an integral part of and complements the Company’s Code of Conduct and Ethical Values Policy, Competition Policy and the Conflict of Interest Policy; and should be read in conjunction with these policies.

Together, these policies aim to establish a culture of integrity, transparency, and accountability within the work environment, and to fostering ethical values, foremost among which is combating corruption and bribery, in addition to establishing practical controls and procedures for the prevention, detection, and reporting of any suspicious activities, including money laundering, thereby preserving and protecting the Company's business and enhancing its reputation and the confidence of its shareholders, customers, and stakeholders.

The Board of Directors, its designated committees, the CEO, and the Executive Team shall maintain active oversight and conduct periodic reviews to ensure effective enforcement of this Policy. Their commitment will be reflected in governance disclosures, including the Annual Report and Sustainability Report (ESG), to demonstrate commitments of tone from the top and enterprise-wide accountability.

2. Scope

This Policy applies to:

- Savola Group Company and all its subsidiaries inside and outside the Kingdom of Saudi Arabia.
- The Chairmen and the Boards’ members, the committee members, executive managements, and employees.
- Suppliers, distributors, contractors, agents, consultants, and any third parties dealing with the Company and/or its subsidiaries under contractual terms.
- Other stakeholders who have contractual relationships with the Company and/or its subsidiaries.

3. Definitions

- **Concerned persons:** Chairmen of the Boards of Directors, Boards' members, Committee members, the executive managements, and employees.
- **Corruption:** Any abuse of entrusted authority whether directly or indirectly to achieve personal unlawful benefits or gain or for others including bribery, fraud, embezzlement, , misuse of the Company's funds and assets, abuse of power, and any other acts classified as corruption under Saudi's law and the Company's policies and procedures.
- **Bribery:** Any offers, solicitation, giving, receiving or acceptance of anything of value in exchange for favorable treatment with a company, government authority or official. It also includes securing an unfair advantage over competitors through secret and corrupt dealings with prospective customers.
- **Money laundering:** includes the following acts ⁽¹⁾:
 1. Money transferring, moving, or conducting any transaction thereof, knowing that it resulted from a crime, to conceal or cover the illicit source of such funds, or to assist any person involved in committing the original crime from which such funds were generated to escape the penalties of committing such crim.
 2. Acquiring, possessing, or using money, knowing that it resulted from a crime or an illegal source.
 3. Concealing or hiding nature, source, movement, ownership, location, method of disposal or rights associated with the funds, knowing that they are the proceeds of a crime.
 4. Attempting to commit any of the acts set forth in paragraphs (1), (2) and (3) above of this definition, or participating in the crime thereof by way of agreement, providing assistance, encouragement, advice, instruction, advice, facilitation, plan, cover-up, or conspiracy.
- **Money:** ⁽²⁾ Assets, economic resources or property of any value, type or method of ownership – whether physical or non-physical, movable or immovable, tangible or intangible – and documents, instruments, documents, transfers and letters of credit in any form, whether inside or outside the Kingdom. This includes electronic or digital systems, bank credits indicating ownership or interest in them, as well as all types of commercial and financial securities, or any interest, profits or other income derived from such funds.
- **High-risk countries** ⁽³⁾: The countries that are identified by the Anti-Money Laundering Committee in Saudi Arabia based on its own assessments, where strict due diligence measures should be applied to relations and transactions with those countries, in accordance with the Kingdom's Anti-Money Laundering Law.

4. General Principles

1. Transparency in all financial and commercial dealings.
2. Compliance with all applicable local and international anti-bribery laws as well as anti-money laundering regulations.
3. Zero tolerance toward bribery, corruption, and money laundering in any form.
4. Accountability at all organizational levels.
5. Whistleblower protection against retaliation or discrimination.

5. Rules and Procedures

A. Acceptance of Gifts

- All concerned persons shall not accept, give, or offer valuable gifts of any kind (financial or services) to or from external parties doing business with Savola Group and/or its subsidiaries for personal benefit or the benefit of others if it could be perceived that this could compromise or influence their decisions or obtain special treatment which against the interest of the company, unless they are symbolic, promotional, or of protocol nature.
- Nonetheless, gifts may be given, received, or offered from a supplier, vendor, contractor or client if it has unsubstantial value of not more than SAR 50 which is in line with the Company's Code of Conduct, and a refusal to accept it would be harmful to the company's interest.
- Any gift exceeding this limit must be declined, returned, or approved in writing by executive management.
- All approved gifts and hospitality must be recorded in a dedicated register maintained by the concerned department.

B. Entertainment

Invitations to attend certain social events, such as lunches and dinners, and to attend certain regular work events or celebrations and the like, are permitted. However, these events must be of a reasonable nature and take place during meetings or other work events, especially if their purpose is to hold discussions or meetings related to work or to strengthen the company's business relationships with other parties.

C. Dealings with Suppliers, Contractors Clients/ Customers; and Due Diligence

- Suppliers and contractors must be selected based on transparency, competitiveness, and integrity.

- No unlawful payments or arrangements shall be made to secure or facilitate contracts or achieve personal gain.
- The identity, commercial register, and the ultimate beneficial ownership of all customers, suppliers, and distributors (where applicable) must be verified.
- Risks associated with high-risk countries should be assessed (3).
- Bidding procedures when entering into contracts for purchasing, selling, or rendering services or implementing projects must be followed taking into consideration the materiality of such transactions as per by the Company's internal policies (where applicable) to ensure the principles of competitiveness, transparency and integrity.

D. Donations and Sponsorships

- Donations, contributions, or sponsorships must never be used as a means of bribery or undue influence.
- All donations must be reviewed and approved by senior management and must comply with the relevant laws and regulations of the Kingdom of Saudi Arabia.
- All CSR-related support, donations and sponsorships for external parties shall be subject to review and approval by the Savola World (Non-profit making organization fully owned by the Savola Group) Board of Trustees, such support shall be disclosed in the SW annual report as well as sustainability and/or ESG annual report.

E. Nepotism (favoring relatives)

Savola does not prohibit the employment of relatives if it is done without favoritism. However, precautions must be taken to ensure that employment and appointment decisions are not and do not appear to be influenced by favoritism, while ensuring that relatives do not work within the same department or in a direct reporting line. Personal relationships, or relatives' relationships. In particular, concerned persons may not directly or indirectly supervise or otherwise participate in decisions regarding the hiring, retention, promotion or compensation of other concerned persons with whom they have a close personal relationship whether in the Company or its subsidiaries. Savola construes "close personal relationships" as relationships between immediate family members, spouses, engaged couple, children, grandchildren, siblings, parents, grandparents, aunts, uncles, nieces, nephews, and their respective spouses and any other relationships that reasonably might be perceived as potentially compromising a concerned person's ability to make independent, unbiased decisions on behalf of Savola. This includes, in employment cases, the employment of maternal relatives (brothers and sisters from the mother's side, maternal uncles and aunts, their sons and daughters, maternal cousins, and in-laws). Any such relationships arising after the hiring decision must be formally disclosed and reported to the Human Resources Department for documentation.

F. Conflict of Interest

All concerned persons shall avoid conflict of interest between themselves and Savola and/or its subsidiaries and shall fully comply with the applicable conflict-of-interest policy published in the Company's website.

G. Fair Dealing and Insider Trading

- All concerned persons shall endeavor to deal fairly with Savola's and/or its subsidiaries, their customers/clients, suppliers, competitors and employees.
- No employee may use private/confidential /undisclosed information about Savola (such as current performance, impending decisions or future plans) for direct or indirect personal benefit. Additionally, no one shall take advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practices.
- The board of directors, audit committee members, or senior executives of Savola and/or those of its subsidiaries and any person related to them may not deal in any securities of Savola during the restriction periods defined by the Capital Market Authority as follow ⁽⁴⁾ :
 - 1) During the 15 calendar days preceding the end of the financial quarter and until the date of the announcement of the reviewed interim financial statements of Savola; and
 - 2) During the 30 calendar days preceding the end of the financial year and until the date of the announcement of the reviewed interim financial statements or the audited annual financial statements of Savola.
- All employees who have possibility to access sensitive financial information are required to be aware and have training on insider trading compliance, including CMA blackout period rules and reporting obligations.

H. Transaction Monitoring

- Review invoices and contracts to ensure that they reflect genuine goods or services.
- Monitor intercompany transfers between the Company and its subsidiaries for accuracy and legitimacy.
- Flag unusual transactions, such as abnormally large orders, unrealistic pricing, or dealings with no transaction history.

I. Risk Management and Counterparty Compliance

- The Group or its subsidiaries shall conduct risk-based due diligence on counterparties entering into contractual relationships, including primary and enhanced proper diligence

(where applicable), based on factors such as contract value, jurisdiction, ownership structure, and risk profile.

- All contracts – specially the material one – must include clauses requiring ongoing compliance with applicable anti-bribery, anti-corruption, and money laundry laws.

J. Internal Controls

- Conduct periodic internal audits of financial and commercial operations.
- Require prior approval for high-value or high-risk transactions.
- Internal Auditor shall conduct annual reviews to ensure compliance with this Policy and reports findings to the Audit Committee or any other relevant committee to ensure effective oversight and accountability.
- The chairman of the relevant committee shall report the findings to the Board.

L. Record Keeping

- Maintain all records (contracts, invoices, financial transfers) for a minimum of 10 years, in compliance with Saudi regulations.

M. Reporting Violations

All concerned persons shall promote ethical behavior and encourage employees to comply with the relevant laws, regulations, and this Policy and any other related policies and procedures, and to refrain from any actions or behavior that may lead to any breach to this Policy. . The concerned persons shall report illegal or unethical behavior, of which they become aware of or when they in doubt (with good intent) in matters that may lead to deviation from the course of action and threaten the interests of the Company and harm it; any illegal or unethical behaviors should be reported to the direct line supervisor (manager) or to the Integrity Hotline (hotline.savola.com).

Similarly, any Board and Committee member shall report any illegal or unethical behaviors to the Board Chairman and the Board Secretary. Violations will be investigated, and necessary actions will be taken by the appropriate personnel or the concerned committee affiliated from the Board or the Grievance Committee or escalated to the Board as necessary. Savola Group will not allow retaliation for reports made in good faith. For more details, in this regard reference can be made to the Savola Group's whistleblowing policy, which is published on the Savola website.

N. Training and Awareness

To ensure that the concerned persons are fully aware of the risks of any illegal or unethical behaviors or the noncompliance with this Policy, the below actions shall be regularly taken:

- Training programs to enhance employees' awareness of the Anti-Bribery, Anti-Corruption, and Anti-Money Laundering Policy.
- Circulate internal guidance materials on indicators of corruption and how to deal with them.
- Circulate internal awareness materials on the risks of money laundering and how to identify red flags.

I. Disciplinary Actions

- Any violation of this Policy may result in disciplinary measures, as bribery, and money laundering are illegal actions; any of the concerned persons who elicit or participate in a bribe, or money laundering, or engage in extortion or other unlawful payment or attempt to participate in any such activity, will be subject to strict disciplinary actions, up to and including termination- in accordance with the internal regulatory Framework approved by the Ministry of Human Resources and Social Development and other relevant rules and regulations. Savola also reserves the right to refer such matters to public authorities for possible criminal prosecution.

6. Responsibilities

- **Board of Directors:** Approve and oversee its implementation through the Compensation and Nomination Committee ("RNC").
- **Executive Management:** Ensure the implementation of this Policy and the controls and procedures therein.
- **Employees:** Comply fully with this Policy and report violations.

7. Final Provisions (for Publications, Access and Amendments)

This Policy shall be implemented and complied with by the Company after Board approval. This Policy shall be published and made available to the shareholder and the public on the Company's website after obtaining the Board's approval. The content of this Policy shall be reviewed - as needed - or whenever there are regulatory updates by the RNC, provided that any recommended changes are presented to the Board for approval.

Annex (1)
Examples of Corruption and Bribery “Red Flags”

To enhance the awareness of the concerned persons, and the stakeholders covered by this Policy; by way of example, below are certain illegal and unethical behaviors that may indicate bribery or corruption or money laundering:

1. Posting advertisements or misleading information that contains inaccurate information for the purpose of influencing the share price.
2. Unlawfully interfering with the appointment or promotion of relatives without subjecting them to the Company’s procedures and standards.
3. Unjustified requests to expedite or facilitate approvals or contractual processes.
4. Inflated or inconsistent invoices compared with the actual goods or services delivered.
5. Insistence on cash payments or use of unofficial channels.
6. Unfamiliar intermediaries or agents engaged without clear business justification.
7. Not carrying out primary or proper due diligence procedures (where applicable) when dealing with new suppliers or customers, especially when entering material contracts or transactions.
8. Frequent or high-value gifts exceeding the permitted SAR 1,000 limit, provided no more than five times within the calendar year.
9. Undisclosed personal or family relationships with suppliers, customers, or government officials.
10. Pressure from internal or external parties to fast-track a deal without following normal procedures.
11. Not disclosing conflict of interest cases and transactions that involve direct or indirect interests.
12. Paying money or offering gifts in exchange for positive reviews of products.
13. Inflating profits or hiding losses to mislead shareholders and investors.
14. Exploiting undisclosed information to trade in the Company’s shares, allowing them to make illegal profits and convert them into clean assets.
15. Executing acquisition or merger deals through non-transparent mechanisms, with the aim of passing on illegal funds through inflated valuations or unjustified contracts.
16. Inflating revenue or hiding losses in financial statements to justify mysterious cash flows, allowing suspicious funds to be introduced as operating profits.
17. Providing donations, financial support, or sponsorship to unknown or unrelated entities to transfer the funds under the cover of social responsibility.
18. Receiving or transferring large sums of money from or to third parties without a clear business relationship or executing fake supply contracts with external entities for the purpose of money laundering.