

PARTNERS CODE OF CONDUCT

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1 LETTER FROM THE CEO

Dear Valued Business Partners,

At ZainTECH, integrity is non-negotiable, it defines how we operate, how we lead and how we engage with those around us. As we expand our digital footprint across the region, we remain committed to partnering with those who share our values and our commitment to ethical behavior, accountability, and professional excellence.

This "Code of Conduct" outlines the standards we expect in our collaboration; grounded in transparency, mutual respect, accountability and a shared responsibility to uphold the highest standards. It reflects who we are as ZainTECH and how we aspire to work with all external stakeholders.

We ask that you take time to read this Code, understand it, and use it as a guiding reference in all engagements with ZainTECH. It is not only a set of expectations, but a foundation for maintaining trust, safeguarding our mutual reputations, and deliver impact with integrity, responsibly and sustainably.

Thank you for your ongoing partnership and for helping us shape a future grounded in trust, innovation, and integrity.

Best regards,

Andrew Hanna

Chief Executive Officer

ZainTECH

2 INTRODUCTION

The purpose of this Code of Conduct, referred to hereafter as “the Code”, is to serve as a moral compass, offering a framework for responsible behaviors and enabling ethical choices that cultivate positive relationships and a better future. It also outlines policies, standards, and procedures for our global operations, promoting integrity and ethical excellence across the countries we engage with.

This Code is reviewed annually or whenever there are changes in relevant laws or internal policies. In the event of a conflict, the Code takes precedence.

The Code applies to all employees, as well as all business partners working on behalf of ZainTECH across its subsidiaries, affiliates, and joint ventures.

A Business Partner, hereinafter referred to as “partner”, is defined as an external party with whom ZainTech has, or intended to establish, a business relationship. This includes, but is not limited to, clients, customers, joint ventures, outsourcing providers, contractors, consultants, suppliers, vendors, third parties, advisors, agents, distributors, representatives, intermediaries, controlled organizations, and investors.

All employee and partners associated with ZainTECH are expected to read, understand, and commit to this Code, ensuring that our shared actions consistently align with our values and responsibilities.

The Code is communicated externally and made available on our website. References to supporting documents and standards are applied based on the laws and operational practices of each country.

Aligned with the Zain Group Code of Conduct, this document reflects our shared commitment to the highest standards of ethical behavior, while allowing for local legal and cultural considerations.

3 OUR COMMITMENT TO INTEGRITY

ZainTECH has established a robust organizational structure to implement its Anti-Corruption Management System. This dedicated framework is designed to effectively manage and oversee all aspects of our anti-corruption initiatives as per the following:

- **Governance and Compliance Committee:** this is made up of senior managers, provides leadership and oversight to uphold ethics and prevent corruption.

- **The Corporate Governance and Compliance Function:** develops and monitors policies, manages compliance risks, and reports on key issues.
- **The Ethics Officer:** promotes ethical conduct, supports employees, and handles reports of non-compliance or whistleblowing.

Our Ethics Officer can be reached through the ethics emails ethics@zaintech.com and ethics@stsarabia.com.

4 OUR CODE OF CONDUCT

The Code of Conduct is based on 12 core commitments, all of which are grounded in a dedication to integrity and serve as the foundation for conducting business ethically and responsibly. The commitments are illustrated below.

4.1 We are committed to preventing corruption and bribery

ZainTECH has zero tolerance for any form of corruption. We do not allow bribes or anything of value to be offered or authorized to influence decisions or gain unfair business advantages.

All employees must act with integrity and follow our **Anti-Corruption Policy**. They are responsible for recognizing and avoiding any corrupt practices. The Anti-Corruption Policy and the Code of Conduct are complementary and should be reviewed together.

ZainTECH's partners are expected to follow the same high standards and comply with all anti-corruption and anti-bribery laws when working with or on behalf of ZainTECH.

4.2 We are committed to avoiding conflict of interest

We are committed to putting the organization's interests first and avoiding any conflicts of interest. Personal interests, including those of immediate family, must not interfere with ZainTECH business unless approved by HR, Legal, and the CEO.

We expect ZainTECH's partners to avoid both actual and perceived conflicts of interest, and to proactively disclose any situation that could compromise their impartiality. This includes, but is not limited to, personal relationships, financial interests, or external affiliations that may influence their responsibilities or decision-making.

4.3 We are committed to respecting our employees' relations

At ZainTECH, we promote accountability and inclusiveness by fostering a safe, respectful, and diverse workplace free from discrimination and harassment. Employees are expected to be professionally loyal and focused on their roles, with permanent staff not permitted to hold outside jobs. In return, ZainTECH supports strong employee relations through the following commitments:

- **Respect for employees:** We promote dignity, respect, and fairness in all employment decisions and strictly prohibit any form of harassment or discrimination.
- **Prevent child Labor/forced labor:** We do not tolerate child or forced labor and are committed to upholding ethical standards and human rights in compliance with all relevant laws.
- **Respect the privacy of our employees, former employees and job applicants:** We protect the personal data of employees, former employees, and job applicants, sharing it only for valid business needs and in line with applicable laws.
- **Maintain a safe and healthy work environment:** We ensure workplace safety through proper protocols and resources that support both physical and mental well-being.
- **Ensure no substance abuse:** Illegal drugs are strictly prohibited during work hours, on company premises, or while conducting ZainTECH business.
- **Respect the political process and comply with laws governing political contributions:** We comply with all laws on political involvement. Employees are free to fulfill civic duties but must not seek reimbursement for personal political contributions. ZainTECH does not make political donations.

ZainTECH's partners are expected to follow the same principles when working with ZainTECH. This includes treating all individuals with respect, ensuring a workplace free from discrimination and harassment, complying with labor and human rights laws, prohibiting child and forced labor, maintaining a safe environment, avoiding substance abuse, and not using ZainTECH's name or resources for political activities.

4.4 We are committed to using our resources responsibly

At ZainTECH, we count on everyone to use company resources responsibly and efficiently. Company assets include both physical items (workspaces, computers, photocopiers, internet, office materials) and intangible assets (our brand, electronic documents, business communications). These resources should be used solely to advance company goals.

Intellectual Property Rights (IPRs)

ZainTECH owns a valuable portfolio of intellectual property, including patents, copyrights, trademarks, trade secrets, and design rights. We strictly protect these assets, following internal policies on their use and handling.

IPRs include both registered and unregistered rights to inventions, software, databases, trade names, goodwill, and confidential information. No one may use, reproduce, or distribute ZainTECH's IP without written permission. Unauthorized use may lead to legal action.

4.5 We are committed to adhering to the relevant laws concerning Health, Safety, and the Environment (EHS)

At ZainTECH, we are committed to protecting the environment and ensuring the health and safety of our employees, their families, communities, and the public by complying with relevant laws and continuously improving our EHS (Environment, Health, and Safety) performance.

All ZainTECH facilities must follow local health and environmental laws to ensure safe and lawful operations.

Protecting the environment through responsible operations:

We apply a life cycle approach to reduce environmental impact across our products and services. This includes eco-friendly practices in network rollouts, product design, service delivery, and supplier management—such as lowering energy use and supporting recycling.

Our environmental initiatives align with Zain Group's Environmental, Social, and Governance (ESG) strategy and support the UN Sustainable Development Goals (SDG), especially Climate Action (SDG 13) and Responsible Consumption (SDG 12).

We avoid building networks in endangered species' habitats and coordinate with authorities to prevent work in protected areas. We also ensure Electromagnetic Fields (EMF) emissions meet all safety standards.

ZainTECH's partners are expected to share our commitment to EHS. They must comply with all relevant EHS laws, maintain safe working conditions, reduce energy and resource use, manage waste responsibly, and avoid activities that may harm biodiversity or protected areas. Partners are also expected to proactively identify and manage any environmental or health-related risks associated with their operations. This includes developing and implementing mitigation plans and working collaboratively with ZainTECH to ensure EHS standards are consistently applied across the entire value chain.

To learn further about our Environmental, Health and Safety commitments, feel free to contact us at EHS@ZainTech.com.

4.6 We are committed to adhering to the relevant laws and regulations for transnational business

At ZainTECH, complying with transnational laws is essential to operate ethically across diverse markets. It helps us build trust, protect our reputation, reduce legal risks, and support sustainable, long-term business success.

This commitment entails our compliance with the following:

- **We comply with Import Control Laws:** ZainTECH follows all import regulations in each country of operation, including classification, duty valuation, origin marking, and record retention. We ensure safe and secure imports in line with global standards like Customs Trade Partnership Against Terrorism (C-TPAT).
- **We comply with Export Control Laws:** We and our partners, especially in the U.S., follow all export control laws, including restrictions and boycott-related rules. ZainTECH avoids supporting secondary boycotts that conflict with local regulations.
- **We comply with Anti-Money Laundering Laws:** We actively support efforts to combat money laundering and financial crimes, ensuring compliance with legal obligations across all jurisdictions.
- **We comply with Antitrust and Competition Laws:** We follow global competition laws, avoiding illegal practices like price-fixing. Employees must behave ethically when analyzing the market or competitors and must not use illegal or dishonest methods to obtain information.
- **We deal Lawfully and Fairly in Government Procurement:** ZainTECH upholds the highest ethical standards in government dealings, ensuring fairness, transparency, and proper documentation.

ZainTECH's partners must comply with applicable laws related to imports, exports, anti-money laundering, competition, and government procurement. They must maintain strong internal controls, act with transparency, keep accurate records, and manage risks responsibly. Upholding these standards is vital to building a trusted and ethical relationship with ZainTECH.

4.7 We are committed to safeguarding our relationships with customers

We treat customers fairly and honestly, adhering to applicable laws and good business practices. We do not make false or misleading statements about other companies, employees, or products, including competitors.

We prioritize the health and safety of those using our products and services, ensuring safety while strengthening customer trust. Every employee is responsible for maintaining the quality and safety of ZainTECH products, from design to customer support.

Our commitment to safeguarding customer relationships drives continuous improvement, anticipating needs, and providing exceptional value, fostering long-term success for both ZainTECH and our clients.

ZainTECH's partners are expected to uphold the same standards in their interactions that may impact ZainTECH's customers directly or indirectly. ZainTECH's partners who contribute to the development, delivery, or support of ZainTECH products and services are expected to prioritize quality, safety, and customer satisfaction in all aspects of their work. This shared responsibility strengthens trust and drives continuous improvement.

4.8 We are committed to building strong relationships with our suppliers and contractors

At ZainTECH, we build strong, ethical, and transparent relationships with our suppliers and contractors. We value open communication, fairness, and trust to deliver high-quality solutions and ensure long-term success. However, ZainTECH is not responsible for partners' actions that violate anti-corruption laws.

To keep our relationships with suppliers and contractors strong and ethical, all employees must follow our Code of Conduct and avoid these actions: sharing confidential information without permission, discriminating against suppliers, offering or accepting bribes, conducting business where personal interests create conflicts, or encouraging unethical practices like using substandard materials or breaking labor and environmental rules.

If you become aware of similar violations by a member of our team, we strongly encourage you to report them as illustrated in the Ethical Conduct and Reporting section later in this Code of Conduct.

4.9 We are committed to being accountable when dealing with gifts, travel, and entertainment

At ZainTECH, we encourage employees to build relationships with all partners which may include offering meals, gifts, or entertainment. However, we are committed to ensuring these practices remain ethical.

All gifts, entertainment, and similar benefits must comply with our policies, ensuring transparency, audibility, and legal compliance. All gifts offered by ZainTECH should represent the company, not individuals or departments. Cash or cash equivalents are prohibited. Gifts exceeding the defined thresholds below require approval, and gifts to government officials require prior approval, excluding promotional items or refreshments. No partner may offer gifts or hospitality during active or upcoming bidding processes, as this may be perceived as an attempt to influence decisions. Such actions are strictly prohibited and may result in disqualification.

A specific amount is set up for the strict monitoring of any decision to offer or receive advantages. The threshold is KWD 100 or USD 330 or the equivalent in local currency for meals, or entertainment events, and USD 100 or the equivalent in local currency for gifts.

4.10 We are committed to building trust with data

At ZainTECH, we protect the confidentiality, integrity, and accessibility of sensitive data related to our employees as well as our partners. We manage this data in compliance with global privacy and security laws. We also safeguard proprietary information—such as trade secrets, customer lists, financial and technical data—with fairness, transparency, and accountability.

Our commitment to building trust with data includes:

- **Comply with laws and best practices:** We handle data responsibly and ethically, following all relevant privacy laws and industry best practices to ensure its accuracy, protection, and proper use.
- **Protecting confidential information:** We treat others' confidential data with the same care as ZainTECH's. Employees must follow security policies, seek approval before sharing, and limit disclosure to business needs—this applies to social media as well.
- **Gathering information ethically:** We collect competitor and market information legally from public sources and respect trade secret protections. Non-public data is handled with care, and any misuse must be reported.

ZainTECH's partners are expected to protect sensitive and confidential data handled on behalf of ZainTECH. This includes complying with all applicable privacy laws and best practices. Partners must apply strong security measures; like encryption, access controls, and staff training—to prevent unauthorized access or loss. Confidential information must be used only for legitimate business purposes authorized by ZainTECH, and prior approval is required before sharing any data externally.

4.11 We are committed to managing our records properly

At ZainTECH, we are committed to managing business records with transparency, accountability, and compliance. This applies to all employees and business partners. Business records include physical or digital documents such as emails, contracts, and purchase orders. Employees handling regulated records, like personnel or tax documents, must adhere to strict management protocols. Records should be retained as needed for business or legal purposes and discarded when no longer required. A review of documents should occur at least annually, with no document kept for more than two years unless necessary for business or legal reasons.

ZainTECH's partners are expected to follow the same standards of transparency, accountability, and compliance in managing business records related to their work with ZainTECH. This includes properly creating, storing, retaining, and securely disposing of records in accordance with applicable laws and contractual requirements to ensure integrity and confidentiality throughout our business relationship.

4.12 We are committed to keeping our company's financial records full, fair, accurate, and making timely disclosures

ZainTECH is committed to honesty and compliance with financial regulations. Timely, accurate, and transparent reporting is vital, and any dishonest or misleading reporting is strictly prohibited.

Our commitment to accurate and ethical financial records incorporates:

- **Self-accountability:** Employees are responsible for funds they manage, using them only for ZainTECH business with accurate and timely record-keeping.
- **Adherence to all ZainTECH Financial Policies and Procedures:** Employees must comply with approved policies for gifts, travel, entertainment, and procurement. Expenses should be submitted promptly with valid receipts, properly categorized, and must not be falsified. Expenses must be settled quickly, and invoices and accruals recorded in the correct period. Budget manipulation is prohibited.
- **Compliance with Financial Laws and Regulations:** We follow all relevant financial, tax, and accounting laws in every country we operate in.
- **Decision-Making and Delegation of Authority:** All financial and contractual decisions must follow the company's Authority Matrix, with required approvals obtained to ensure accountability and oversight.
- **Auditing and Oversight:** Our financial statements undergo regular audits by independent external auditors as required by law and best practices.

ZainTECH's partners should share our commitment to ethical financial practices, comply with applicable financial laws and contractual obligations, and support accurate and timely reporting. Any concerns regarding financial irregularities or misconduct should be reported promptly through designated channels to ensure appropriate action.

5 ETHICAL CONDUCT AND REPORTING

We believe it is everyone's responsibility to promote a mindful culture and report any actions that could harm colleagues or the company.

At ZainTECH, we encourage employees and partners to report concerns regarding unethical behavior, violations of company policies, or any other misconduct through our whistleblowing practices, without fear of retaliation. The **whistleblowing forms** can be accessed via the following links: [ZainTECH Whistleblowing Form](#) and [STS Whistleblowing Form](#).

We trust in your ability to make sound decisions and encourage you to seek assistance whenever you encounter questions or concerns not covered by the code of conduct. All reports will be handled promptly, confidentially, and with appropriate follow-up, ensuring that no acts of retribution or retaliation occur against individuals who report concerns in good faith.

ZainTECH is committed to promoting a positive workplace environment based on trust, accountability, and the protection of those who raise legitimate concerns.