

Code of Conduct and Ethics

Corporate Policy

NUPCO Corporate Policy	Policy Name: Code of Conduct and Ethics	Issue date: Nov. 2022
Policy Code: CP03	Version no.: 1.0	Revision date: NA

OPENING STATEMENT

PERSONAL MESSAGE OF ENDORSEMENT FROM THE CEO

"Our reputation is our most valuable asset. We earn it each day with the choices we make, and each of us has a duty to preserve it, by making the right choices and doing the right things for our communities and ourselves. We developed this Code of Conduct and Ethics to ensure that every employee, regardless of job function, title or position, from our offices to our warehouses to the boardroom, and all of our business partners know the principles that are to guide us in the choices we make and in the way we behave.

Our Code sets out the basic principles, standards, and behaviors necessary to achieve our objectives and uphold our values. It makes clear that we not only follow the law but strive to operate with the highest levels of ethics and integrity.

We expect you to read and understand this Code and the policies adopted to support the Code, including the Anti-Bribery Policy and the Conflicts of Interest Policy. We expect you to comply with the Code and the policies, not just within the context of your job responsibilities at NUPCO but also in your day-to-day lives. We expect you to seek guidance when you have questions about the Code or the policies or their application, and we want to emphasize the importance of reporting any suspected violations of the Code or policies and any other compliance related concerns through the appropriate channels.

Together we can ensure that NUPCO is immediately recognized by our impeccable ethical conduct in everything we do."

Fahad M. Alshebel

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1. PURPOSE OF OUR CODE OF CONDUCT AND ETHICS

The purpose of our Code of Conduct and Ethics is to: (i) explain NUPCO's core values and how they relate both to our day-to-day work and the key ethical issues NUPCO faces; (ii) provide information and guidance as to how we should conduct ourselves when carrying out NUPCO's daily businesses, and to define the principles, standards and behaviors to be practiced and upheld by our employees and other stakeholders; and (iii) build a culture that encourages and promotes actions that meet and exceed the high ethical standards we impose on ourselves.

2. DEFINED TERMS

Terminology	Definition
Anti-Bribery Policy	means NUPCO's Anti-Bribery Policy.
Code	means this Code of Conduct and Ethics.
Conflicts of Interest Policy	means NUPCO's Conflicts of Interest Policy.
Family Member	means a spouse, child, stepchild, grandchild, parent, stepparent, grandparent, sibling, mother- or father-in-law, son-in-law or daughter-in-law or brother-in law or sister-in-law (including adoptive or custodial relationships) whether or not sharing the same household.
Gifts Policy	means NUPCO's Gifts Policy.
Human Resources Policies and Procedures Manual	means NUPCO's Human Resources Policies and Procedures Manual.

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Terminology	Definition
NUPCO Employees	means all personnel employed by NUPCO, wherever located, regardless of the individual's job function or position, from our offices, to warehouses, to the boardroom. For purposes of this Policy the term NUPCO Employees shall also include NUPCO's agency workers, seconded workers, interns, volunteers, individual temporary or fixed-term contractors, consultants, dealers, sub-dealers, distributors, re-sellers, representatives, agents, sub-agents and other business partners and their employees when engaged to provide services to, or when acting for the benefit or on behalf of, NUPCO.
UPRD Policy	means NUPCO's Unified Procurement Policies and Procedures Manual.

3. GUIDING PRINCIPLES OF THIS CODE

- 3.1 We are committed to a culture of ethics and compliance, by conducting our business and performing our responsibilities in accordance with the highest standards of integrity, honesty, impartiality and objectivity.
- 3.2 We adhere strictly to local and international applicable laws and regulations, in addition to internationally accepted norms, principles, and standards prohibiting bribery and corruption, and avoid the appearance of any conflict of interest that might violate applicable laws or harm relationships or reputations.
- 3.3 We comply with the principles of transparency, equality and fairness internally and with our customers in all our procedures and during all stages of tenders and procurement.
- 3.4 We select our employees, customers, partners and suppliers carefully and require that they fulfill their work responsibilities and conduct their business activities ethically and in compliance with our Code.
- 3.5 We protect NUPCO's sensitive and confidential information, including all of NUPCO's business, technical, financial, operational, administrative, legal, economic and other information together with the analysis or findings of such information in whatever form (whether written, verbal, visual or electronic).

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- 3.6 We protect our assets and reputation by observing internal controls, and we help to protect NUPCO's assets from misappropriation.
- 3.7 We treat everyone with respect and equality; we do not tolerate unfair treatment, harassment, discrimination, violence, abuse or retaliation within the workplace.
- 3.8 We encourages all NUPCO Employees to speak up when they see or suspect violations of the law, rules, regulations, policies or this Code, and prohibit retaliation against anyone who in good faith reports any known or suspected unethical or illegal conduct.

4. WHO THIS CODE APPLIES TO

- 4.1 Our Code applies to all NUPCO's Employees, wherever located, regardless of the individual's job function or position, from our offices, warehouses, to the boardroom.
- 4.2 We also expect that our officers, directors, affiliates, representatives, agency workers, seconded workers, interns, volunteers, our temporary or fixed-term individual contractors, our agents, sub-agents, as well as our consultants, dealers, sub-dealers, distributors, re-sellers and other business partners and their respective employees (all of whom are treated as NUPCO Employees for purposes of this Code and our policies) will all adhere to the high ethical standards we set for ourselves as reflected in this Code and our policies.
- 4.3 Our Code may be supplemented by policies that would provide further guidance to the ethical practices to be followed by NUPCO and all NUPCO Employees. While we strive to provide clear guidance that is easily interpreted for any situation, no Code or policy can be all encompassing. Therefore, where our Code does not provide guidance on a specific matter, help and guidance must be sought from the Legal and Compliance Department.

5. RESPONSIBILITY FOR THE IMPLEMENTATION OF OUR CODE

The Legal and Compliance Department helps to:

- a. **Support** and nurture a culture of integrity in everything we do.
- b. **Develop** and implement a robust ethics and compliance program that is designed to prevent and detect any illegal or unethical business practices.
- c. **Audit** and assess compliance risks around NUPCO.

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d. Investigate and resolve possible violations of law, this Code, our compliance policies and procedures and ensure that any improper conduct is addressed and fairly adjudicated.

e. Guide NUPCO Employees by helping them to answer any queries related to our Code or our compliance policies.

6. OUR COMMITMENTS AND RESPONSIBILITIES

6.1 Ethics and compliance are the responsibility of everyone. By working for, or with, NUPCO, we recognize our responsibilities and adhere to our Code and values. Those who fail to follow our Code put themselves, their colleagues, and all of NUPCO at risk.

6.2 It is your responsibility to read, understand and adhere to this Code and any related policies and procedures. These include, but are not limited to, our Conflicts of Interest Policy, Gifts Policy, the Human Resources Policies and Procedures Manual and the Non-Medical Procurement Department Policy. Violations of our Code and / or any of our policies may result in disciplinary action, including up to the termination of employment and/or criminal or civil sanctions.

6.3 We are expected to demonstrate ethics, integrity, and accountability at all times, and you should expect the same from your colleagues and peers.

6.4 Integrity is the driver of our culture. It provides NUPCO Employees with clear direction and a foundation for conduct. This is reflected through:

- a) the expectation that you exhibit ethical practices and behavior at all times, openly discussing the role of integrity in the workplace and amongst colleagues; and
- c) that you dissuade colleagues from resisting the ethical and integrity driven commitments of NUPCO.

6.5 We report any breaches of our Code that we may witness or that we become aware that have been committed by our colleagues or any other NUPCO Employees.

6.6 We undertake to complete any and all assigned trainings provided by NUPCO related to this Code and our policies as part of NUPCO's compliance program.

7. WORKPLACE CULTURE AND ENVIRONMENT

Respect and Dignity; Non-Discrimination

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- 7.1 NUPCO endeavors to ensure that all hiring and employment practices are based on the highest levels of merit, fairness and integrity.
- 7.2 NUPCO also endeavors to maintain a workplace free of discrimination, bullying, sexual harassment, humiliation, violence, intimidation and unfair judgement. This means that you must always treat the cultural, religious, gender, age, origin, age, physical appearance, disability, family situation, nationality, and ethnic background of your colleagues with the highest degree of respect and dignity.

Environment, Health, Safety and Security

- 7.3 At NUPCO, we are committed to protecting the health and safety of our Employees, the public, and our community. To support this commitment, we are responsible for observing the safety and health rules and practices in our workplace. We are also responsible for taking precautions necessary to protect ourselves and our co-workers, including immediately reporting accidents, injuries, and unsafe practices or conditions. Appropriate and timely action will be taken.
- 7.4 If you have any concerns in relation to the workplace issues referred to above, you should raise these promptly with the Human Resources Department.

8. CONFLICTS OF INTEREST

- 8.1 All NUPCO Employees must familiarize themselves with and understand the NUPCO Conflicts of Interest Policy. If you are unsure of any obligations in relation to conflicts, including the requirements for disclosure and declaration or if have any other questions or concerns concerning conflicts, you should raise these with the Legal and Compliance Department.
- 8.2 NUPCO Employees and other personnel are expected to act in the best interests of NUPCO. You must avoid all activities that risk creating a conflict, or even the appearance of a conflict between personal interests and NUPCO. Conflicts arise when your personal (including family) relationships or when your business or financial interests interfere with, risk interfering with, or have the appearance of interfering with your objectivity and /or your professional obligations to NUPCO. You should be particularly vigilant in situations which may relate to:
 - a) the involvement of any personal relationships with current or future customers or suppliers of NUPCO; and
 - b) any hiring or promotion of your family members or you close friends / relations or the family members or close friends / relations of other NUPCO Employees.

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- 8.3 NUPCO Employees must disclose any actual, potential, or even perceived conflicts to be assessed in order to protect NUPCO and themselves. As a result of disclosure, NUPCO may impose restrictions on you to limit risks arising from the conflict, and you will be required to respect and fully comply with any restrictions that may be imposed.

9. CONFIDENTIAL INFORMATION AND PRIVACY

- 9.1 You must always protect confidential and other sensitive financial and business information of NUPCO, its business partners and customers. You must also respect the personal data of other NUPCO Employees and the employees of our business partners, customers, and suppliers. The disclosure of or any misuse or misappropriation of confidential or other sensitive information would likely constitute a breach of law, including potentially breach of data privacy laws or anti-competition laws and could result in civil claims and criminal liability against, and the imposition of fines and penalties on NUPCO.

- 9.2 Accordingly, you must ensure that you:

- a) are aware of which information and / or communications may require authorization before being released, published, or communicated to third parties and ensure that authorization is obtained when required;
- b) take measures to safeguard any confidential information in your or NUPCO's possession, regardless of whether the information belongs to NUPCO or third parties;
- c) do not discuss any information related to confidential material, sensitive data, NUPCO financial information, or any other similar information to anyone outside of NUPCO;
- d) take particular care when discussing any NUPCO related information with friends, family and colleagues as some information may not be publicly available information and such actions may bear the risk of disclosing confidential or sensitive information / data in breach of this Code;
- e) before accepting any information from outside of NUPCO, or disclosing any information to a third party (to the extent permitted by NUPCO and consistent with this Code), appropriate protection is put in place to limit the further disclosure of such information and to reduce the risk of claims in the event of breach of confidentiality;
- f) respect the privacy of your colleagues and customers and other business partners and their personal information, and limit access to such information through appropriate safeguards; and

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g) report any concerns regarding possible disclosure of confidential information or breaches of (or risk of breaching) any data protection or privacy laws to the Legal and Compliance Department.

10. PROTECTING NUPCO ASSETS

- 10.1 You are expected to know, and are required to act only within, the limits of your delegated authority pursuant to the terms of your employment contract, any power of attorney, shareholder or board resolutions and policies or guidelines adopted by NUPCO. Any NUPCO Employee exceeding the scope of his or her authority, particularly when signing or forwarding any documents in the name or of on behalf of NUPCO or purporting to enter into arrangements or commitments that may be binding on NUPCO, will be subject to disciplinary, and potentially to legal, action.
- 10.2 NUPCO requires all records of financial and business information, including transactions and contracts, to be accurately and consistently recorded in compliance with the applicable reporting standards; all procurement and legal processes must be correctly followed to protect NUPCO and its employees.
- 10.3 NUPCO Employees are required to report any suspicious financial activity that may relate to fraud, theft, or any form of misconduct.
- 10.4 NUPCO will take serious disciplinary action and pursue legal action where it has reason to believe that acts of fraud or other illegal activities have taken place. Any violations of trust to personally enrich or obtain monies, services, or personal or business advantages will be treated with the utmost degree of seriousness.
- 10.5 Misrepresentation of NUPCO finances or the misappropriation of NUPCO assets for the purposes of personal gain or use will be construed as fraud or theft. In addition to imposing disciplinary measures, including suspension or termination of employment, NUPCO may refer such matters to law enforcement authorities and / or initiate civil proceedings to recover losses and other damages.

11. ANTI-BRIBERY AND CORRUPTION

- 11.1 NUPCO has a zero-tolerance approach to bribery, kickbacks, facilitation payments, securing unfair advantages in relation to business opportunities (or employment or professional opportunities) and other acts of corruption, all of which are strictly prohibited.

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- 11.2 The laws of the Kingdom of Saudi Arabia, international conventions on bribery and the laws of foreign countries all define 'bribery' broadly. Those definitions include conduct that may be acceptable under many circumstances but when linked with an attempt to improperly influence a business-related decision would be unacceptable and may constitute a crime. Any items of value such as cash, gifts of a material value, travel and hospitality, entertainment, employment, loans or debt repayments, and charitable contributions or political donations may be considered bribes. Bribes can arise in relation to interactions with domestic or foreign government officials, including employees of ministries and government owned enterprises and public healthcare facilities (public bribery), as well interactions with privately owned companies (commercial bribery).
- 11.3 You and other NUPCO Employees may never accept (or provide or offer) any payment or anything of value, whether directly or indirectly through a third party, for the purpose and with the intent of improperly influencing a business decision.
- 11.4 NUPCO Employees may only offer and accept gifts (other than cash), entertainment and hospitality in line with our Anti-Bribery and Corruption Policy and the Gifts Policy.

12. SPEAKING UP

- 12.1 Speaking up is an integral part of this Code. Every NUPCO Employee has the responsibility to comply and adhere to the Code and if you witness or believe that a law, rule, policy, regulation or the Code are being violated or breached then you are encouraged to report it.
- 12.2 We encourage you to bring any compliance related queries and concerns to the attention of the Legal and Compliance Department. Even if the concerns are deemed to be mistaken, there will be no retaliation against colleagues that bring concerns forward, provided they are made in good faith.
- 12.3 You will be able to raise concerns anonymously.
- 12.4 Any retaliatory behavior taken against any NUPCO Employees that reports concerns will be subject to disciplinary action.
- 12.5 Any concerns raised in bad faith or that are intentionally false reports will face disciplinary action at the discretion of the Legal and Compliance Department on a case-by-case basis. NUPCO Employees are discouraged from raising concerns due purely to workplace interpersonal issues. Employees should endeavor to resolve any workplace interpersonal issues directly and informally or bring concerns to the Human Resources Department.

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13. CONSEQUENCES OF FAILURE TO COMPLY

Disciplinary action, up to and including termination of employment, and/or legal proceedings, may result from:

- a) any failure to comply with this Code or any NUPCO policies referred to in this Code or adopted to implement this Code; or
- b) any breach of any applicable laws, rules or regulations.

14. PROCESS FOR REVIEW

This Code will be reviewed every five (5) years or as required following:

- a) any legislative changes or changes to industry guidance that might impact on it;
- b) any changes to other associated internal policies, processes or procedures; or
- c) any breach or other incident relating to the issues addressed in this Code.

15. PLEDGE

I acknowledge that I have received, read and understood the NUPCO Code of Conduct and Ethics and agree to comply with its terms, including the laws, policies and procedures mentioned in it. I promise to use the Code as my guide when working with/for NUPCO and commit to act ethically, with integrity and respect both in the context of my work responsibilities and outside, and to comply with all applicable laws.

I also recognize my / our responsibility to report any known or potential violations to this Code or NUPCO's policies or the law. I recognize NUPCO's right to take disciplinary action or seek an injunctive relief in the event of a breach of the Code or applicable law.

Signature:

Printed Name:

Title:

Date:

Received by:

Anti-Bribery Policy

Corporate Policy

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1. PURPOSE, SCOPE AND INTERPRETATION OF THIS ANTI-BRIBERY POLICY

NUPCO is committed to doing business lawfully, ethically and with integrity. NUPCO expects everyone working for or representing it to act accordingly. NUPCO takes a zero-tolerance approach to Fraud, Bribery and other forms of Corruption.

The purpose of this Policy is to: (i) set out NUPCO's expectations concerning conduct associated with Bribery and other types of Corruption; (ii) provide guidance on how to prevent Bribery and Corruption, and other improper payments in the conduct of our business; and (iii) put in place reporting mechanisms to ensure consistent and effective implementation of this Policy by all stakeholders and strict compliance with the Anti-Bribery Law and other relevant laws and regulations.

This Policy applies to all NUPCO Employees and should be read in conjunction with other NUPCO policies that are related to this Policy, including but not limited to NUPCO's Code of Conduct and Ethics, the Conflict-of-Interest Policy, the Gifts Policy, the Human Resources Policies and Procedures Manual and the Non-Medical Procurement Department Policy.

This Policy may be supplemented by policies that would provide further guidance on the ethical practices to be followed by NUPCO and all NUPCO Employees. While we strive to provide clear guidance that is easily interpreted for any situation, no policy can be all encompassing. Therefore, where this Policy does not provide guidance on a specific matter, help and guidance must be sought from the Legal and Compliance Department.

2. DEFINED TERMS

Terminology	Definition
Anti-Bribery Law	the Saudi Anti-Bribery Law issued by Royal Decree No. M/36 dated 29/12/1412H (corresponding to 30 June 1992) as amended by Royal Decree No. M/4 dated 02/01/1440H (corresponding to 12 September 2018).
Bribery (Bribe)	any payment of, offer or promise to pay or provide (directly or indirectly through third parties) anything of value, whether material or not, with corrupt intent, to the person being bribed (or to a family member, relative or friend). By way of illustration, Bribes can include cash or cash equivalents, gifts, hospitality, jobs, internships, and political or charitable contributions and other advantages and benefits of any kind.
Code of Conduct	NUPCO's Code of Conduct dated 15 January 2011, which is superseded by the Code of Conduct and Ethics.

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Terminology	Definition
Code of Conduct and Ethics	NUPCO's Code of Conduct and Ethics
Conflict of Interest	has the meaning given to it in the Conflicts of Interest Policy.
Conflicts of Interest Policy	NUPCO's Conflicts of Interest Policy.
Corrupt or Corruption	means an act done with the intent to give an improper advantage that is inconsistent with the official duties of the person engaging in the corrupt act and is contrary to the rights of others. Corruption includes the abuse of a position or office to procure a benefit either for the person paying the bribe or for others
Entertainment	travel, sport events, concerts, theater, vacations/holidays, use of corporate assets (e.g., facilities), and other similar functions and events.
Facilitation Payments	an unofficial amount paid to a NUPCO Employee to expedite a routine function, which the NUPCO Employee is otherwise obligated to perform. A Facilitation Payment is a form of Bribe.
Family Member	means a spouse, child, stepchild, grandchild, parent, stepparent, grandparent, sibling, mother- or father-in-law, son-in-law or daughter-in-law or brother-in law or sister-in-law (including adoptive or custodial relationships) whether or not sharing the same household.
Fraud	means any deliberate act or attempt involving deception, trickery or dishonesty, including misrepresentation that knowingly or recklessly misleads, or attempts to mislead with the intention to cause losses (financial or otherwise) to NUPCO or NUPCO's Employees.
Gift	has the meaning given to it in the Gifts Policy.
Gifts Policy	NUPCO's Gifts Policy.

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Terminology	Definition
Healthcare Practitioner	any person licensed to practice in the health profession including but not limited to the following categories: physicians, dentists, pharmacists, technicians in radiology, those specializing in nursing care, anesthesiology, pathology, ophthalmology, optometry, epidemiology and prosthetics and orthotics.
Meal	food or beverages provided as part of an event or taken with others, distinct from the Gift of, for example, a box of chocolate or a sealed, bottled beverage.
NUPCO	National Unified Procurement Company
NUPCO Employees	all personnel employed by NUPCO, wherever located, regardless of the individual's job function or position, from our offices, to warehouses, to the boardroom. For purposes of this Policy the term NUPCO Employees shall also include agency workers, seconded workers, interns, volunteers, individual temporary or fixed-term contractors, consultants, dealers, sub-dealers, distributors, re-sellers, representatives, agents, sub-agents and other business partners and their employees when engaged to provide services to, or when acting for the benefit or on behalf of, NUPCO.
Policy	means this Anti-Bribery Policy.
Sponsored Travel and Hospitality"	any form of transportation (such as flight tickets and land transportation) and associated hospitality and lodging (such as hotel bookings, meet and greet services, and other related arrangements) that are offered as part of a business-related engagement, such as conferences, site visits, training events, or business meetings.
Sponsorship	means providing funding or other forms of support to individuals, organizations, events or projects, whether of an educational, charitable or not-for-profit nature or otherwise.

3. ADHERENCE TO THE LAW

The Anti-Bribery Law applies to all NUPCO Employees. You are expected to familiarize themselves with the Anti-Bribery Law and to act consistent with the Anti-Bribery Law.

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4. BRIBES

- 4.1. You are prohibited from requesting, accepting, or receiving a Bribe, whether for yourself or any third party, in order to:
- perform your duties, including when such action is otherwise lawful and within the scope of your work responsibilities;
 - fail to perform your duties, including in circumstances when such failure to act is otherwise lawful and within the scope of your job responsibilities;
 - violate your duties or to remunerate you for having violated your duties even in the absence of prior agreement;
 - exercise real or apparent influence, in order to obtain or attempt to obtain from any public authority any act, matter, decision, contract, license, supply agreement, or to obtain a job, service or any other kind of benefit or advantage;
 - follow-up a formality with a government authority; or
 - assert or pretend that any acts mentioned above fall within the scope of your duties.
- 4.2. You will be considered to have received a Bribe if you fulfill your duties or abstain from any of your duties upon a request, recommendation or other intervention associated with the Bribe, whether paid, offered or promised to you.
- 4.3. You cannot solicit or receive a Facilitation Payment or any other form of improper payment.
- 4.4. You should report instances of attempted or suspected Bribery and Corruption immediately through the channels and in the manner described in Section 12 ("**Reporting Violations**") below.
- 4.5. Subject to the requirements in this Policy, you may engage in legitimate business activities such as giving and/or receiving Gifts, Entertainment and Meals, Sponsored Travel and Hospitality and Sponsorships.
- 4.6. You should not threaten or retaliate against anyone who refused to engage in activity prohibited by this Policy, or who raises concerns about possible

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wrongdoing under this Policy - even if NUPCO loses business or otherwise is put in an unfavorable position or is disadvantaged as a result.

5. GIFTS, BENEFITS AND ENTERTAINMENT

5.1. Gifts can be provided only within the limits permitted by the Gifts Policy. You are expected to comply fully with the Gifts Policy.

5.2. Where Entertainment or a Meal is received or offered in conformity with this Policy, you must comply with the following requirements:

- a. At least one representative from each of the organization of the offeror and recipient must be present at the Entertainment or Meal.
- b. When offering or providing Entertainment or a Meal, all costs must have been or will be, to the extent possible, paid for directly by the offeror, rather than advanced or reimbursed to the recipient.
- c. NUPCO does not provide per diems or reimbursement to individuals who are not NUPCO Employees. Additionally, you should not receive per diems or reimbursement from any entity other than NUPCO, unless pre-approved by the Legal and Compliance Department.
- d. If the value threshold below is met, you must obtain approval from your manager and the Legal and Compliance Department before offering or receiving Entertainment or a Meal. In cases where pre-approval is not possible, you must seek and obtain approval as soon as possible after the event. If approval is not obtained after the event in circumstances where pre-approval should have been sought in advance, you may be required to reimburse the value of the Entertainment or Meal at your own cost.

Receiving or Offering Entity	Value of Meal or Entertainment
NUPCO	SAR 500/person or SAR 10,000/event
Governmental Official/Entity	Any value
Commercial Entity	SAR 500/person or SAR 10,000/event

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6. SPONSORED TRAVELS AND HOSPITALITY

- 6.1. The trip must be directly related to a legitimate business purpose.
- 6.2. The duration must not exceed what is needed for the purpose of the trip, unless additional time is on your personal account.
- 6.3. The duration of the trip should be taken as official leave in the relevant attendance tracking system.
- 6.4. Expenses must be limited to those necessary to carry out the purpose of the trip.
- 6.5. Costs associated with the trip should be directly paid by the offeror to the third-party provider and not paid for or reimbursed to the recipient. In situations where this is not possible, company or entity accounts should be used for the payment of expenses. It is prohibited to reimburse expenses from personal accounts. All payments should be accounted for and invoices/receipts should be issued/received.
- 6.6. Regardless of value, you must obtain approval from your manager and the Legal and Compliance Department before offering or receiving any Sponsored Travel and Hospitality of any amount. In cases where pre-approval is not possible at such time, you must seek and obtain approval as soon as possible after the fact.

7. SPONSORSHIPS

- 7.1. All Sponsorships must be formalized in a legal agreement detailing the business benefit for NUPCO in exchange for providing the Sponsorship. The Legal and Compliance Department must be involved to ensure that an appropriate agreement is used.
- 7.2. If you are approached by any party that invites NUPCO to sponsor an event, direct that party to the Legal and Compliance Department, which manages Sponsorship requests.
- 7.3. Sponsorships must be aligned with business strategy and the relevant NUPCO policies and approved by your manager and the Legal and Compliance Department.
- 7.4. Sponsorships offered or given by NUPCO should preferably be offered to organizations rather than to individuals.

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7.5. Each offer or receipt of Sponsorship must be preapproved, regardless of value, by your manager and the Legal and Compliance Department.

8. REWARDS, COMMISSIONS, BENEFITS AND ENTERTAINMENT OF HEALTHCARE PRACTITIONERS

8.1. You are prohibited from offering any Gift, reward, commission or benefit of any value to Healthcare Practitioners.

8.2. You must not offer or provide Entertainment of any kind and value to Healthcare Practitioners.

9. FRAUD

9.1. NUPCO has zero tolerance for Fraud or any similar illegal act characterized by deceit, concealment or violation of trust to enrich or obtain money, property or services; or to secure personal or business advantages.

9.2. Misrepresenting facts or financial information, or misappropriating company assets for personal use, could be considered Fraud or theft and can lead to civil and/or criminal penalties and/or disciplinary action.

9.3. If you become aware that any of the entity dealing with NUPCO dispensed or sold a fraudulent, spoilt, expired or unregistered pharmaceutical or herbal product, you must immediately provide such information to the Legal and Compliance Department. The Legal and Compliance Department must provide the Saudi Food and Drug Authority with information pertaining to such products, including the name and address of the person to whom the product was dispensed or sold; and the seller or dispenser undertakes to refund the price thereof to the buyer.

10. GENERAL REQUIREMENTS FOR ENTERTAINMENT, MEALS, SPONSORED TRAVEL, HOSPITALITY AND SPONSORSHIPS

10.1. Any Entertainment and Meal, Sponsored Travel and Hospitality or Sponsorship:

- a. must be directly related to NUPCO's business, for a legitimate business purpose, of a value and nature that is customary in the particular industry and location, not lavish or extravagant, and otherwise appropriate and proportionate;
- b. must not be used as a tool to improperly influence or appear to influence you or anyone else or have the intention of improperly obtaining or retaining business or any business advantage;
- c. must not be construed or viewed reasonably as a Bribe;

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- d. must not be received or offered at a time where it will create an actual or perceived Conflict of Interest (for example, receiving a Gift from a bidder during a tender process that you are evaluating is prohibited);
 - e. must not be received from or offered to a party who has a reputation for impropriety, being unethical, or is suspected of engaging in illegal conduct;
 - f. must not include personal discounts, preferential stock options, or other benefits from suppliers, service providers, competitors, customers, or other third parties that are not available to the general public or to all NUPCO Employees;
 - g. must not violate any law, regulation, or applicable policy in place at the offeror's or recipient's organization. It is your responsibility to check, otherwise you will be accountable for any penalties associated with such act;
 - h. must not embarrass you or NUPCO if any aspect of the exchange (including the value, nature, venue and identity of any fellow guests, etc.) were to be disclosed to the public;
 - i. must involve the Legal and Compliance Department when a decision is made to return or reject any Entertainment and Meal, Sponsored Travel and Hospitality or Sponsorship. The Legal and Compliance Department will deal with the return to the offeror through appropriate channels; and
 - j. must not be offered or received by you directly or indirectly (for example, via a Family Member or another person).
- 10.2. You must disclose if asked to speak at events or conferences, conduct lectures, or provide educational workshops, as these may attract attendance fees, Gifts, Entertainment and Meals, etc. Participation in these events must also be notified to the Legal and Compliance Department.
- 10.3. Blanket approvals of Meals and other forms of Entertainments are discouraged. If there is a strong business need for offering fixed Entertainment or Meals through a blanket approval you must request approval from the Legal and Compliance Department.
- 10.4. When given, any Gift, Entertainment and Meal, Sponsored Travel and Hospitality or Sponsorship must be accurately and timely recorded in the relevant books, records and accounts in accordance with applicable legal and accounting requirements. Your expense receipts must accurately reflect the date, value, nature, recipient(s), attendee(s), and venue. Where applicable, Gifts, Entertainment and Meals, Sponsored Travel and Hospitality or Sponsorship

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must be pre-approved by your manager and the Legal and Compliance Department in accordance with this Policy.

11. RESPONSIBILITIES AND CONSEQUENCES FOR NON-COMPLIANCE

- 11.1. Those who fail to uphold the provisions and spirit of this Policy put themselves, their colleagues and NUPCO at risk of fines, penalties, civil and/or criminal liability, and reputational damage. NUPCO Employees may also be subject to disciplinary action, up to and including termination of employment.
- 11.2. NUPCO reserves the right, at its sole discretion, to disclose information about violations of law to relevant authorities.
- 11.3. You must:
 - a. read, understand and comply with the requirements of the Policy, the Code of Conduct and Ethics, the Conflicts of Interest Policy, the Gifts Policy and any procedures in relation to this Policy;
 - b. adhere to the Anti-Bribery Law and other applicable laws and regulations in addition to internationally accepted norms, principles and standards prohibiting Bribery;
 - c. demonstrate ethics, integrity, and accountability at all times and expect the same from others; and
 - d. complete the assigned trainings relating to this Policy.

12. REPORTING VIOLATIONS

- 12.1. You should report any Bribery, Corruption, Fraud or other illegal, unethical or unacceptable conduct that may witness or become aware of that may violate this Policy at the earliest possible opportunity.
- 12.2. NUPCO encourages openness. Anyone who reports a genuine concern in good faith under this Policy will be supported, even if the concern is found to be unsubstantiated. There will be no retaliation against NUPCO Employees that bring concerns forward, provided they are made in good faith.
- 12.3. All reports made are subject to strict confidentiality rules regarding the identity of the whistleblower and the content of the report. Any form of retaliation against whistleblowers will not be tolerated.
- 12.4. If you have any good faith concerns about suspected misconduct in connection with this Policy, you must promptly make a report. There are a number of channels for you to report your concerns:
 - a. your manager, or another senior person in your department or division;
 - b. the Legal and Compliance Department (their contact details can be found with this Policy); or
 - c. the Internal Audit Team (their contact details can be found with this Policy).

Conflict of Interest

Corporate Policy

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1. PURPOSE OF THIS CONFLICTS OF INTEREST POLICY

The purpose of this Policy is to protect NUPCO's interests when it is contemplating entering into a transaction or arrangement that may benefit the private interests of a NUPCO Employee or where certain financial, business, social or personal relationships of a NUPCO Employee interfere with (or appear to interfere with) NUPCO's interests or the objectivity of a NUPCO Employee in the performance of his or her workplace responsibilities.

2. DEFINED TERMS

Terminology	Definition
Anti-Bribery Policy	means NUPCO's Anti-Bribery Policy.
Associated Person	means person that is associated or has some form of relation to a NUPCO Employee in one of the following manners: (a) a business associate of the NUPCO Employee, including, partners, co-owners, shareholders, or individuals holding managerial roles; (b) a trust in which the NUPCO Employee is a trustee or an estate in which the NUPCO Employee is an executor; or (c) a close personal relationship or friendship.
Code of Conduct and Ethics	means this Code of Conduct and Ethics.
Policy	means NUPCO's Conflicts of Interest Policy.
Family Member	means a spouse, child, stepchild, grandchild, parent, stepparent, grandparent, sibling, mother- or father-in-law, son-in-law or daughter-in-law or brother-in law or sister-in-law (including adoptive or custodial relationships) whether or not sharing the same household.
Gifts Policy	means NUPCO's Gifts Policy.
Human Resources Policies and Procedures Manual	means NUPCO's Human Resources Policies and Procedures Manual.

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Terminology	Definition
NUPCO or the Company	means National Unified Procurement Company for Pharmaceuticals, Medical Supplies and Devices.
NUPCO Employees	means all personnel employed by NUPCO, wherever located, regardless of the individual's job function or position, from our offices, to warehouses, to the boardroom. For purposes of this Policy the term NUPCO Employees shall also include members of NUPCO's board of directors and its committees, NUPCO's agency workers, seconded workers, interns, volunteers, individual temporary or fixed-term contractors, consultants, dealers, sub-dealers, distributors, re-sellers, representatives, agents, sub-agents and other business partners and their employees when engaged to provide services to, or when acting for the benefit or on behalf of, NUPCO.
UPRD Policy	means NUPCO's Unified Procurement Policies and Procedures Manual.

3. ABOUT CONFLICTS OF INTEREST

- 3.1 Conflicts of interest arise where your financial, business, social or personal activities and interests (including the interests of Family Members or Associated Persons), conflict with NUPCO's interests or interfere (or even appear to interfere) with your workplace objectivity and responsibilities as a NUPCO Employee. Conflicts can also arise when the decision-making process and / or the ability of individuals to exercise judgement are influenced or swayed by external interests.
- 3.2 These conflicts can present themselves in three forms: (1) actual conflict, (2) potential conflict, and (3) perceived conflict. An actual conflict involves situations where a conflict exists; a potential conflict is a situation where the actions taken could result in a conflict; and a perceived conflict is a situation where the actions taken could appear to be a conflict but in fact no conflict arises. Conflicts resulting from business, financial or personal ties to parties connected to NUPCO's activities, whether bidders, suppliers, customers, NUPCO Employees or other stakeholders, can create risks and may be subject to scrutiny. Using NUPCO as a platform to advance personal interests (business or otherwise) or to advance the interests of third parties you may be associated

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with in business, socially or in some other manner, creates an unacceptable conflict of interest. Hiring, promoting or supervising a Family Member or close friend may also create a conflict of interest.

- 3.3 This Policy will provide you with guidance to assist in identifying, recognizing, and addressing possible conflicts of interest and the manner by which reporting can be done to your head of department or the Legal and Compliance Department as detailed in this Policy.
- 3.4 This Policy may be supplemented by policies that would provide further guidance on Conflicts of Interest practices you should avoided as NUPCO Employees. While we strive to provide clear guidance that is easily interpreted for any situation, no policy can be all encompassing. Therefore, where this Policy does not provide guidance on a specific matter, help and guidance must be sought from the Legal and Compliance Department in accordance with section 9.

4. WHO THIS POLICY APPLIES TO

- 4.1 This Policy applies to all NUPCO Employees and constitutes an integral part of the NUPCO Code of Conduct and Ethics, and must be read, understood and applied in the broader context of the responsibilities you have under the Code.
- 4.2 NUPCO Employees that fail to adhere to the provisions and the spirit of this Policy will put themselves, their colleagues, and NUPCO at significant risk of civil and/or criminal liability, the risk of fines and/or penalties, and reputational damage. Moreover, you may be subject to disciplinary actions, fines or other penalties for failing to follow the provisions of this Policy, up to and including termination of your employment.
- 4.3 We reserve the right, at our discretion, to disclose information about violations of law to the relevant authorities.

5. RESPONSIBILITIES

- 5.1 You must become familiar with and understand the disclosure and other requirements of this Policy, and you must complete all assigned trainings relating to this Policy.
- 5.2 Above all, you must ensure that all business decisions are made in the best interests of NUPCO at all times.
- 5.3 You should avoid any activity that creates a conflict, or even the appearance of a conflict, between your personal interests and the interests of NUPCO.
- 5.4 You must disclose any actual, perceived, or potential conflict of interest that you may have in order to protect yourself and NUPCO in the manner set out in this Policy.

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5.5 You are required to follow any restrictions that may be imposed on you as a result of a conflicts of interest disclosure.

5.6 You should direct any questions or concerns pertaining to this Policy to the Legal and Compliance Department.

6. CONFLICTS OF INTEREST SCENARIOS

6.1 While it is not possible to describe and list every possible conflict of interest scenario, the following is a non-exclusive list of activities that may present **actual, possible, or perceived** conflicts of interest that you may face as a NUPCO Employee and should be disclosed in accordance with section 7:

6.2 Financial interests in a third party:

- (a) Having a financial interest (including holding shares, a partnership or other participation interest, bonds, convertible notes or other financial instruments) in a bidder, supplier, customer or other third party that has a commercial relationship with NUPCO is considered a conflict of interest; notwithstanding the foregoing, generally no conflict will arise where an employee or other person subject to this Policy holds a financial interest as part of a managed portfolio or exchange-traded fund , or where the financial interest is in a publicly traded or listed company, and where such financial interest could not reasonably be expected to affect the business done by NUPCO with the third party.
- (b) Where due to his or her role and responsibilities as a NUPCO Employee or otherwise, a person subject to this Policy is involved in a possible securities transaction on behalf of NUPCO, and has existing holdings of such securities, then such conflict must be disclosed to the Legal and Compliance Department. Holding a position as officer or director in a third party:

6.3 A NUPCO Employee who is an officer or director or holds any other managerial position in a third-party entity must disclose this position if the entity becomes a bidder, or may become a supplier or customer that conducts business with, or intends to conduct business with, NUPCO;

- (a) A NUPCO Employee that is asked to be in a position of officer, director or any other material role in a government entity must disclose this opportunity prior to accepting the role so as to ensure that the appointment into the public position does not conflict with any obligations owed to NUPCO as an employee;
- (b) A NUPCO Employee that serves on an advisory board of an external organization or entity must disclose this position to avoid the perception of that the NUPCO Employee is directing business or attempting to influence decisions that are favorable towards NUPCO;

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- (c) A NUPCO Employee who participates in, contributes to, or otherwise supports a community or civic organization, or who contributes NUPCO time and resources to it, may create a conflict of interest - even where there may not be any personal economic interests involved. Any such arrangements must be disclosed so as to limit any conflicts from arising.

6.4 Family Members, Associated Persons and their employment:

A NUPCO Employee that has a Family Member or Associated Person work at NUPCO should disclose such relation to the Human Resources and Legal and Compliance Departments;

- (a) A NUPCO Employee that is in a position to direct or influence decisions concerning the hiring, promotion, compensation or suspension or termination of a Family Member or Associated Person should disclose such relation to the Legal and Compliance Department;
- (b) A NUPCO Employee that has a Family Member or Associated Person work at an entity doing business, or intending to do business, with NUPCO should disclosed this to the Legal and Compliance Department;
- (c) A conflict of interest may arise where a NUPCO Employee directs NUPCO to engage with an entity that is owned, managed, or sponsored by a Family Member or Associated Person;
- (d) A conflict may arise where a NUPCO Employee uses NUPCO resources, equipment, materials, and / or personnel for a business or entity that is linked to a Family Member or Associated Person without disclosing such actions; and
- (e) Conflicts may also arise where a NUPCO Employee has a relationship with any party that does business with, or seeks to do business with, NUPCO. Such relationships could include romantic relationships with consultants, suppliers, vendors, managers, and subordinates.

6.5 NUPCO Employees that are engaging in external employment, including part-time employment with, or who act in the capacity of an external or independent consultant to, a company that does or seeks to do business with or is a business competitor of NUPCO should disclose their employment or other professional relationship with such third party to the Legal and Compliance Department.

6.6 Where confidential, commercially sensitive or protected information, whether belonging to NUPCO, its clients, vendors, suppliers, partners, or to NUPCO Employees, is available to a NUPCO Employee adequate measures must be taken to secure and protect such information.

6.7 A conflict may arise where a NUPCO Employee uses confidential information for personal use or gain;

- (a) A conflict may arise where a NUPCO Employee uses confidential information for the benefit of an external entity with whom which he or

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she may be in partnership or in which he or she has financial interests;
and

- (b) A conflict may arise where NUPCO facilities and other resources, including IT equipment and personnel, are used for part-time employment or other outside consulting or business activities.

6.8 In the context of procurement, a conflict of interest (whether actual, potential or perceived) may arise with a supplier, bidder or other interested party in circumstances where a NUPCO Employee refers a supplier or is asked to participate in the review, selection, award or administration of a contract and where any of the categories or indicators of a conflict identified in this Policy are present. In such circumstances all associations to the external party should be disclosed to the Legal and Compliance Department prior to the commencement of the procurement process.

6.9 Soliciting suppliers, customers or other third parties who have a business relationship with NUPCO for donations to a charity or other civic organization in which a NUPCO Employee is personally involved must be disclosed and approved before any such approach or request is made.

7. DISCLOSURE PROCESS

7.1 As stated throughout this Policy, where you face a situation where a potential, actual, or perceived conflict of interest exists, you must disclose such conflict to the Legal and Compliance Department. This can be done through the submission of a "Conflict of Interest Disclosure Form", which is available at the Legal and Compliance Department.

7.2 Where a conflict has been disclosed, the Legal and Compliance Department will review such disclosure and consult with your manager (where appropriate) to determine an appropriate course of action. The Legal and Compliance Department will inform you of the results of such a review.

7.3 Where a situation presents a conflict that you will be advised on whether such conflict can be managed.

7.4 Where a conflict can be managed, you will be advised on the necessary course of action and will be provided appropriate recommendations to minimize the risk presented by the conflict. Alternatively, you may be instructed to remove (recuse) yourself from the situation giving rise to the conflict. In such circumstances NUPCO may decide to appoint temporarily another NUPCO Employee or suitable person to assume your role and responsibilities as the recused NUPCO Employee.

- (a) Where a conflict is not manageable due a delay or failure to disclose the conflict, disciplinary actions may be taken against you as deemed necessary by the Legal and Compliance Department.

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- 7.5 Disclosures made by you or other NUPCO Employees are not considered closed cases until such time as the Legal and Compliance Department provides a final response to you (or another NUPCO Employee) and their manager / supervisor. Furthermore, where any changes to the circumstances of a conflict take place during the review process such changes must be notified to the Legal and Compliance Department.

8. ANNUAL STATEMENT

- 8.1 You will be required to submit an annual declaration which affirms that you:
- a. have received a copy of this Policy;
 - b. have read and understood the Policy; and
 - c. agree to comply with the Policy.

9. FURTHER ADVICE

- 9.1 If you are in any doubt as to whether a conflict of interest exists discuss the situation with your manager prior to escalating the matter to the Legal and Compliance Department.
- 9.2 If you have any problems recording your conflicts of interest, please inform your supervisor / manager who will relay the problem to the Legal and Compliance Department.

10. COMPLIANCE AND CONSEQUENCES FOR NON-COMPLIANCE

- 10.1 NUPCO treats the management of Conflict of Interest extremely seriously. All NUPCO Employees are required to comply with this Policy and the Code of Conduct and Ethics. Failure to disclose actual or possible conflicts of interest, will result in disciplinary action as well as legal action where appropriate.
- 10.2 NUPCO Employees that fail to adhere to the provisions and the spirit of this Policy will put themselves, their colleagues, and NUPCO at significant risk of civil and/or criminal liability, risks of fines and/or penalties, and reputational damage. Moreover, you may be subject to disciplinary actions and fines or other penalties for failing to follow the provisions of this Policy, up to and including termination of your employment.
- 10.3 We reserve the right, at our discretion, to disclose information about violations of law to the relevant authorities.