



ANTI-BRIBERY & CORRUPTION POLICY

(QMS - OP - 39)

MASTER COPY

REVISION 02

DATE: 01/11/2020

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Anti-Bribery & Corruption (ABC) Policy

1. POLICY STATEMENT

- It is our policy to conduct all of our business in an honest and ethical manner. We take a zero-tolerance approach to Bribery and Corruption and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate and implementing and enforcing effective systems to counter bribery.
- We will uphold all laws relevant to countering bribery and corruption like the Foreign Corrupt Practices Act (FCPA, the Act) in all the jurisdictions in which we operate. We remain bound by the Kingdom of Bahrain national laws.
- Our Code of Conduct states that we do not bribe anyone. This Policy sets forth the respective principles and rules and how they must be implemented.

2. DEFINITIONS

Bribery/Corruption:

Bribery occurs when one person offers, pays, seeks or accepts a payment, gift, favor, or a financial or other advantage from another to influence a business outcome improperly, to induce or reward improper conduct or to gain any commercial, contractual, regulatory or personal advantage. It can be direct or indirect through Third Parties.

Agent:

Any individual acting as an agent, paid by the company, acting on the company's behalf in negotiating with Third Parties.

Company:

All subsidiaries and affiliated companies.

Conflict of Interest:

Occurs when an individual or organization is involved in multiple interests, one of which could possibly corrupt, or be perceived to corrupt, the motivation for an act in another.

Donation:

A Donation is a voluntary contribution in the form of monetary or non-monetary gifts to a fund or cause for which no return service or payment is expected or made. Contributions to

industry associations or fees for memberships in organizations that serve business interests are not necessarily considered Donations.

Employee:

For the purposes of this policy this includes all individuals working at all levels and grades, including senior managers, officers, directors, employees (whether permanent, fixed-term or temporary), consultants, contractors, trainees, home-workers, casual workers and agency staff, agents or any other person associated with us, or any of our Principals or Suppliers or their employees, wherever they are located.

Facilitation Payments:

A form of Bribery in which small payments are made with the purpose of expediting or facilitating the performance by a Public Official of a routine governmental action and not to obtain or retain business or any other undue advantage. Facilitation payments are typically demanded by low level and low income Public Officials in exchange for providing services to which one is legally entitled without such payments.

Gifts, Invitations & Hospitality:

Invitations given or received to social functions, sporting events, meals and entertainment, gifts or customary tokens of appreciation.

Intermediary:

Includes but is not limited to Agents, consultants, sales representatives and sales partners.

Kickback:

A bribe to obtain an undue advantage, where a portion of the undue advantage is 'kicked backed' to the person who gave, or is supposed to give, the undue advantage.

Public Official:

Officials or employees of any government or other public body, agency or legal entity, at any level, including officers or employees of state-owned enterprises and officers or employees of enterprises which are mandated by a public body or a state-owned enterprise to administrate public functions.

Sponsorship:

Sponsorship is about partnering with external organizations to deliver mutual benefits through an exchange of monies, products, services, content or other intellectual property.

Third Party:

Any individual or organization we come into contact with during the course of our work for us. This includes actual and potential customers, suppliers, business contacts, Intermediaries, government and public bodies, including their advisors, representatives and officials, politicians and political parties.

3. SCOPE

- This policy applies to all Employees and relevant Third Parties of the Company and shall be communicated to them at the outset of our business relationship and as appropriate thereafter.
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4. GIFTS, INVITATIONS & HOSPITALITY

- 4.1 This policy does not prohibit normal and appropriate hospitality (given and received) to or from Third Parties.
- 4.2 We are prohibited from accepting a gift or giving a gift to a third party in the following situations:
 - It is made with the intention of influencing a Third Party to obtain or retain business, to gain a business advantage, or to reward the provision or retention of business or a business advantage, or in explicit or implicit exchange for favors or benefits
 - It is given in our name and not in the name of the Company
 - It includes cash or a cash equivalent (such as gift certificates or vouchers)
 - It is of an inappropriate type and value and given at an inappropriate time (e.g. during a tender process)
 - It is given secretly and not openly
- 4.3 We appreciate that the practice of giving business gifts varies from one situation to another. The test to be applied is whether in all the circumstances the gift or hospitality is reasonable, justifiable and is proportionate. The intention behind the gift should always be considered, also the value of the gift should be within the reasonable limits.

5. FACILITATION PAYMENTS & KICKBACKS

5.1 In many jurisdictions, making Facilitation Payments is illegal. We do not make, and will not accept, Facilitation Payments or Kickbacks of any kind anywhere in the world.

6. OUR RESPONSIBILITIES

6.1 It is not acceptable for us (or someone on our behalf) to:

- (a) Give, promise to give, or offer, a payment, gift or hospitality with the expectation or hope that a business advantage will be received, or to reward a business advantage already given
- (b) Give, promise to give, or offer, a payment, gift or hospitality to a Public Official or Third Party to 'facilitate' or expedite a routine procedure
- (c) accept payment from a Third Party that we know or suspect is offered with the expectation that it will obtain a business advantage for them
- (d) Accept a gift or hospitality from a Third Party if we know or suspect that it is offered or provided with an expectation that a business advantage will be provided by us in return
- (e) Threaten or retaliate against another Employee who has refused to commit a bribery offence or who has raised concerns under this policy
- (f) Engage in any activity that might lead to a breach of this policy or perceived breach of this policy.

6.2 It is our responsibility to ensure that all accounts, invoices, memoranda and other documents and records relating to dealings with Third Parties, such as clients, suppliers and business contacts, should be prepared and maintained with strict accuracy and completeness. No accounts must be kept 'off-book'.

6.3 We must declare and keep a written record of all Gifts, Invitations & Hospitality according to Company practice accepted or offered, which will be subject to managerial review.

- 6.4 We must ensure all expense claims relating to Gifts, Invitations & Hospitality or expenses incurred to Third Parties are submitted in accordance with the Company's expenses policy and specifically record the reason for the expenditure.
- 6.5 The prevention, detection and reporting of any form of Bribery & Corruption are the responsibility of all Employees. We must notify our manager as soon as possible if we are offered a bribe, are asked to make one, suspect that this may happen in the future, or believe that we are a victim of another form of unlawful activity.
- 6.6 All Employees have the responsibility to read, understand and comply with this policy. We should at all times, avoid any activity that might lead to, or suggest, a breach of this policy.
- 6.7 Any Employee who breaches this policy will face disciplinary action, which could result in dismissal for gross misconduct.
- 6.8 Employees are encouraged to raise concerns about any instance, or suspicion, of malpractice at the earliest possible stage through their line manager or other available reporting mechanisms.

7. PROTECTION

- 7.1 Employees who refuse to take part in bribery or corruption, or report in good faith under this policy their suspicion that an actual or potential bribery or other corruption offence has taken place or may take place in the future will be protected from detrimental treatment/retaliation. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavorable treatment connected with raising a concern.

8. GOVERNANCE

- 8.1 The board of directors has overall responsibility for ensuring this policy complies with our legal and ethical obligations, and that all those under our control comply with it.

The CEO has primary and day-to-day responsibility for implementing this policy and for monitoring its use and effectiveness. Management at all levels are responsible for ensuring those reporting to them are made aware of and understand this policy and are given adequate and regular explanation and clarification on it.

9. MONITORING AND REVIEW

- 9.1 The Company will establish and put in place appropriate performance measures and reporting systems to monitor performance and compliance with the relevant policies, procedures and controls.
- 9.2 Managers and Head of Departments will monitor the effectiveness and review the implementation of this policy, regularly considering its suitability, adequacy and effectiveness. Any improvements identified will be made as soon as possible.
- 9.3 Internal control systems and procedures will be subject to regular audits to provide assurance that they are effective. Quality Assurance manager will report to the CEO at least annually on the application of this policy.

AMENDMENT HISTORY

DATE	REVISION NO.	AMENDMENT DETAILS
01-07-17	000	INITIAL ISSUE
18-11-18	001	ISO Clause Ref from ISO 9001:2008 to ISO 9001:2015
01-11-20	002	Annual Review