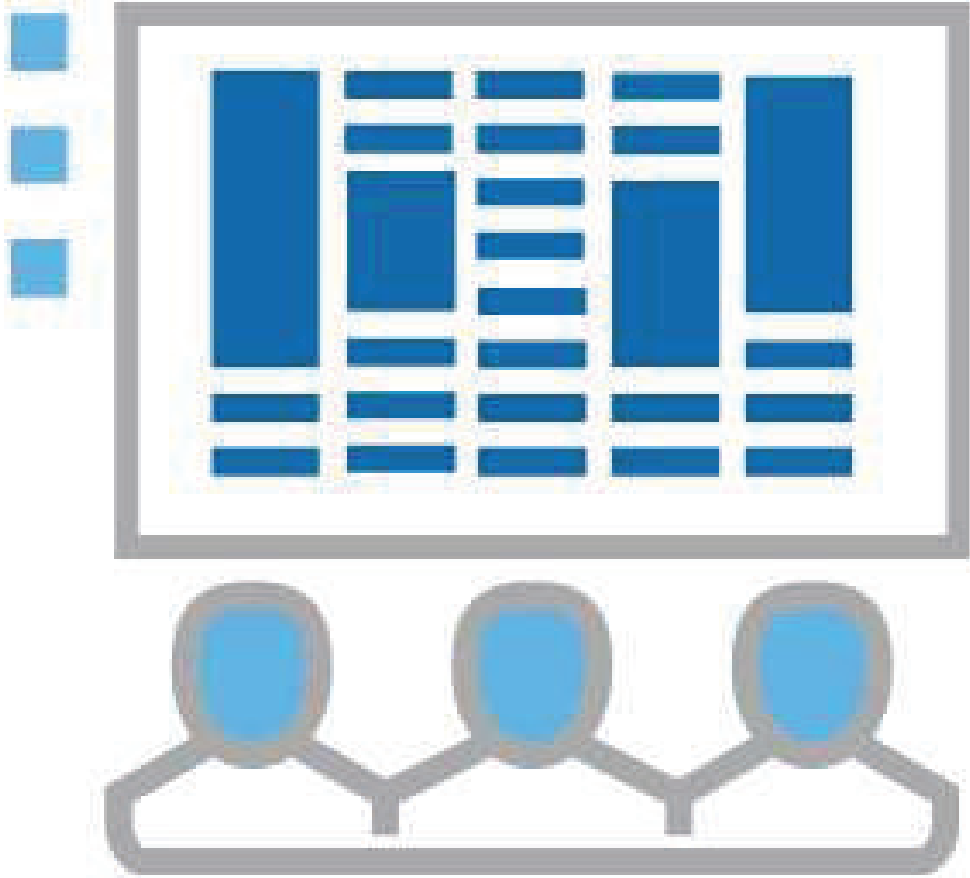


Chapter Eighteen





Professional Conduct Policy and Rules

First: Introduction:

This Policy of professional conduct “the Policy” of Takween Advanced Industries Company “Takween Group, a Saudi public joint stock company, was prepared in accordance with the requirements of the regulatory authorities in the Kingdom of Saudi Arabia, and in accordance with the Corporate Governance Regulations and the Registration and Listing Rules issued by the Saudi Capital Market Authority, the Labor Law mandated to be implemented by the Ministry of Resources, and In accordance with the principles of The Oversight Anti-Corruption Authority (Nazaha), and the best known practices. Takween Advanced Industries confirms, through the application of the contents of this Policy, the desire to establish and improve the rules of professional and ethical conduct within the group, and given that this conduct is not Just adhering to the laws and the importance of strengthening the confidence of investors, stakeholders and society in the Company. This policy does not only cover the laws and legislations applicable in the Kingdom of Saudi Arabia, but it has been prepared also in accordance with the best international principles and practices.

Second: Our Vision:

Takween seeks to occupy a leading position in the transformational industries of wrapping polymers used in fast-circulated consumer goods and the manufacturing of consumer goods in the middle east and world markets. Takween also seeks to become a leading and distinguished company with regard to realizing profitable investments, developing and growing its activities, enhancing its relationships with its partners, customers and acquiring their satisfaction and loyalty.

First: Our Mission:

Takween seeks to own, develop, operate the latest polymer technology for the production of high-quality product packs, along with non-woven textiles used for fast circulated consumer goods and consumer goods in the middle east and the whole world. Takween principally focuses in becoming a partner that the large advanced textile companies would choose. In addition, Takween seeks to accomplish its mission through understanding the needs of its customers and motivating its staff to meet the needs of the market and Takween’s customers by using the latest technologies and equipment to develop production and quality methods. Takween seeks and focuses on the long-term partnership with its customers in the global and local markets beside having a positive influence on its stakeholders through professional work by optimizing the use of its manufacturing facilities and constant supervision of its production lines inside the Kingdom of Saudi Arabia and all aboard.

Fourth: Our Objective:

At Takween Group, we aim to develop a high professional and ethical culture that all employees and workers within the group, including the members of the Board of Directors, adhere to. The Policy for Professional Conduct specifies the rules, principles, values and standards of professional conducts that guide the group’s decisions, procedures and systems in a way that contributes to achieving benefit for the main stakeholders, and the rights of all parties that deal with them are respected and contribute to the field of their activities. In addition, the “Policy” is a guiding document for the employees and workers of the group, which contributes to creating a highly professional work environment that organizes the group’s work with its agents, representatives and other parties.

We, in Takween Group, consider ourselves responsible for adhering to the group’s code of professional conduct, and we strive to work with integrity and honesty when carrying out business dealings with other parties. The application and adherence to the principles and rules of the Policy of Professional Conduct includes all employees and workers of the Company, including senior executives, managers, employees and workers in the company and any entity that represents a training group in any way.

Fifth: Our Role / Commitment:

We, in Takween Group, seek to implement the highest standards of professional and ethical conducts, and we

also seek to maintain trust between the Company on the one hand and the stakeholders on the other hand, as these standards include, but are not limited to, integrity, fairness and transparency, and the company, in return, expects to have the same treatment from all other parties.

We are, in Takween Group, report any illegal matters or events for the concerned authorities to find out and address them.

We also consider that each employee is responsible for the decisions he/she makes related to his/her professional and ethical conduct within the Company, regardless of whether the principles and rules of the Professional Conduct Policy clarify the policies and procedures in this regard or not.

Sixth: Laws and Regulations:

We, in Takween Group, respect the laws of the Kingdom of Saudi Arabia, as well as the laws and regulations of the countries in which Takween Group conducts its business. In the event that there are any questions or inquiries related to local and international laws and regulations, please contact the Compliance and Legal Affairs department to answer these inquiries.

Seventh: Environment, Occupational Health and Safety:

1. We, in Takween Group, are committed to creating and providing a safe and healthy work environment by following the laws and regulations of public health and safety, in order to avoid the occurrence of work injuries, practices and accidents related to the environment and occupational health and safety as soon as they occur, and to cooperate with any investigations or audits that are carried out by the supervisory authorities.
2. We respect the environment and consider it one of our most important priorities and strive to reduce the environmental impact of activities related to waste, heat emissions and smoke.

1. The Relationship of the Group with the Shareholders:

- (a) In its endeavor to form a distinguished relationship with shareholders, Takween Group has developed plans and strategies that, if applied, contribute to the Company obtaining a good level of returns and revenues that meet the goal and ambition of the investors to invest in the Company.
- (b) The existence of corporate governance-related policies and procedures within the Company that enhance the principle of transparency and disclosure to shareholders, which leads the Company to obtain a good reputation as a result. Subject to this principle, the methods and mechanism for distributing profits to shareholders determined by the Company.

2. The Relationship of The Group with The Employees:

- (a) The Group provides equal employment opportunities for all, guarantees all employment rights applicable under laws and regulations, and seeks to protect its employees from any unfair conditions that may arise from discriminatory factors.
- (b) The Company is committed to its responsibility to achieve the principle of fairness, equality and transparency in dealing with the employees and workers of the group.
- (c) The group considers its employees the basis for its success. Accordingly, the Company is committed to treating all employees with respect and confidence and building long-term relationships with them in accordance with the labor law in the Kingdom of Saudi Arabia and the countries in which it operates, and in accordance with internationally applicable human rights. Provided the Company does not employ underage workers.
- (d) Takween Group is committed to providing healthy and safe working conditions for employees.
- (e) Takween Group deals with all employees and workers on the principle of equality with regard to their appointment and promotion. Further, the Remuneration Policy of the group is based on objectivity, non-discrimination and shall be disclosed to all.
- (f) Takween Group evaluates its employees and workers on objective grounds related to performance which

they shall be remunerated based on.

- (g) Takween Group organizes training programs for all employees and workers in the group. Such programs shall be available to all, in order to develop their skills and capabilities.
- (h) Takween Group, with regard to transparency in dealing with employees and workers, has a system to maintain constant and continuous communication with employees and workers by holding meetings with them and consulting them regarding matters related to their working conditions and other issues concerned to them.

3. Group Relationship with Customers:

Customer satisfaction is one of the group's most important priorities, and the Company's relationship with customers is determined by providing safe, high-quality products and services at a reasonable price and providing after-sales services, as well as by the group's endeavor to fulfill its promises to customers.

4. The Relationship of The Group with Its Business Partners:

- 1. Takween Group believes that its long-term relationship with its business partners (suppliers, clients, partners, etc. ...) is based on respect, trust and justice, which are the basis for its success, and the Takween Business Partners Group will encourage its participation in the application of professional standards and ethical.
- 2. Takween Group is committed to dealing with suppliers, customers and other parties that apply such laws and regulations in the countries in which they practice activities.
- 3. For more information, please see to the Conflicts of Interest Policy adopted by Takween Group.

Ninth: Work Ethics:

- 1. Preventing and avoiding conflicts of interest:
 - (a) Takween Group has developed policies and procedures for identifying conflict-of-interest mechanisms in order to assist members of the Board of Directors, employees, employees of the group and other stakeholders in identifying cases of conflict of interest that may result from dealings between them. The group has expanded by setting the necessary procedures to deal with these cases immediately they happen.
 - (b) The nature and degree of the actual or potential conflict of interest that the person having interest faces with the group must be disclosed, and this disclosure must be made in detail. The members of the Board of Directors, employees and workers of the group must sign the required disclosure forms upon their appointment, which confirm their receipt of the conflict-of-interest policy, its reading and commitment. Including what is stated in it.
 - (c) All employees and workers of Takween Group are obligated to work for the benefit of the group. Accordingly, all situations in which personal and professional interests overlap with the interests of the group must be avoided. Conflict of interest can be defined as any activity or work by which the employee, worker or member of the Board of Directors in Takween Group can achieve personal or financial gains, which are inconsistent with or conflict with the interest of the Group.
 - (d) For more information, please see the group's approved conflict of interest policy.
- 2. Entertainment and Gift:
 - (a) Customers and suppliers should not be encouraged to provide entertainment services and gifts to the employees and workers of the Company. The employees and workers should not accept entertainment services and gifts. However, excluded from entertainment services and gifts are the regular promotional materials that are distributed to the employees and workers of the Company for the purpose of advertising, such as calendars, cups, and tools office.
 - (b) If the nature of the work requires that there be lunch or dinner meetings, the Company's representatives and on some occasions shall bear the costs of these meetings.
 - (c) Employees and workers must not borrow money or accept entertainment services and gifts from any Company or organization (or anyone who directly or indirectly represents a company or institution) that has

transactions with Takween Group.

- (d) When representatives of Takween visit a supplier or customer, Takween Company shall pay the costs of transportation and living, and it is not permissible to oblige the supplier or customer to pay travel and transportation expenses and other expenses associated with such visit.
- (e) It shall be possible in some circumstances for the Company to present a gift to a specific person or entity as a symbol of gratitude and gratitude. In such cases, the prior approval of the CEO of the Takween Group must be obtained for such gifts.
- (f) A grant or gift shall not place the recipient in a position in which he / she is (or may be seen as) accepting a humiliating settlement or influenced by acceptance; The gift or benefit may not be used as a substitute for a remuneration or compensation for an individual for work or services.
- (g) Accepting gifts and grants shall not put the employee under any kind of pressure as a result of such acceptance. Further, in no way should these gifts or grants be considered as a means for the employee to do the work required from him to perform.

3. Employment outside Takween:

- (a) Employees and workers who wish to engage in other work or job outside the official working hours must obtain the necessary written approval to do so in accordance with the internal procedures of the Takween Group.
- (b) The Company does not allow the employment of workers who violate the residency and work regulations, whether in the Kingdom of Saudi Arabia or in the countries in which it carries out its activities, which also applies to the transactions that take place with other parties.
- (c) (According to the Saudi Labor Law): An employee shall not work at any time of the leave for another employer, and if the employer proves that the employee has violated this rule, the employer may deprive him/her from his/her salary for the duration of the leave or recover from the worker what has been paid him / her already.

4. Inside information:

- (a) Stakeholders shall take into account avoiding the use of information they receive from the Company and using such information in buying selling the Company's shares in a way that enable them to achieve personal interests.
- (b) Stakeholders shall bear in mind that the use of internal information is at their personal responsibility, without any responsibility on the Company. Further, they shall bear the legal consequences of the violation of such obligation.

Tenth: Anti- Bribery, Corruption and Fraud:

1. Anti-bribery:

Takween Group has developed policies and procedures that guarantee the reduction of bribery within the Company due to the nature of this offense and its negative effects on achieving the principles of correct conducts.

2. Anti-Corruption:

Takween Group seeks, through its internal systems and procedures, to limit the exploitation of the functional influence of the employees of the Company and the stakeholders. The Company defines corruption as any procedure that results in the employee or worker exploiting his/her position in order to achieve personal interests.

3. Anti-fraud:

- (a) Takween group has developed unified instructions to combat financial fraud, discover systems that are suspected of violating the principle of functional integrity, and discover any activity directed against the group that is suspected of being fraudulent or characterized by dishonesty.
- (b) Immediately investigate this activity and pursue it by legal means, and take appropriate disciplinary and

legal measures against any employee involved in an activity characterized by dishonesty, and this includes informing the competent authorities to take the necessary action, and clarifying the steps that must be taken when suspected fraud or any activity characterized by dishonesty.

- (c) The anti-fraud policy also includes the procedures that must be followed to discover and recover lost funds. When employees and officials deal with suspected dishonest matters, they must act in accordance with the professional rules and ethics followed in the company and they are responsible for that and they are held accountable for it.
- (d) The company has also identified a set of disciplinary and legal measures that would contribute to reducing the occurrence of this phenomenon.
- (e) Employees and employees of the group must not ignore the disclosure of fraud that occurs within the Company or engage in misleading conducts
- (e) Employees and employees of the group must not ignore the disclosure of fraud that occurs within the Company or engage in misleading conducts
 1. Signing, modifying, canceling or destroying an official document using fraudulent means.
 2. Give a fake name or address.
 3. Disposing of group property without permission.
 4. Intentional misuse of information.
 5. Misuse of planned budget, including cash.
- (g) In all cases, the Company expects employees to adhere to anti-fraud policies and procedures and to report them as soon as they are discovered via e-mail (wecare@takweenai.com) without taking any action that would lead to held the employee himself accountable
- (h) For more details on bribery, corruption or fraud please read our anti-fraud policy.
- (i) Disclosure of Violation Policy:
 - (g) Takween Group believes in its values and principles of responsibility, integrity, excellence, partnership, co-operation, loyalty and commitment. The policy engorges to report violations of these values and protects them, while at the same time protecting disclosing persons from any harm.
 - (k) Violations include financial and administrative corruption, violation of applicable laws and regulations, violation of Company policies and procedures, violation of the environment, health and safety procedures, inappropriate conducts or violation of public and moral order, and misuse of Company property or assets. The scope of reported violations in the policy also includes all violations, misconduct, unlawful acts, unethical conducts, or acts that violate the Company's policies, values, procedures, and directives issued by any individual act or that represents Takween or what Takween may bear as a direct or Indirect result of violation work, and whether it was done by an individual or group of the Company's current employees, Board Members, committee members, subsidiaries, joint ventures, contractors and suppliers, customers, partners or volunteers.
 - (l) The company welcomes any information that helps to process, detect irregularities, promote and protect its values by reporting it via e-mail (wecare@takweenai.com).
 - (m) For more information, kindly see the Violation Reporting Policy published by the Company.

Eleventh: Protection of the Company assets and data:

1. Intellectual property:

- (a) With reference to the "Business Dictionary", intellectual property is the knowledge, creative ideas and outputs of the human mind that can have commercial value, which laws and legislations protect. The scope of "intellectual property rights" for the Takween Group includes, for example, but not limited to:

1. Trademarks.
 2. Copyrights.
 3. Logos and trademarks.
 4. Product design.
 5. Trade secrets.
 6. Means of communication and operations
- (b) All employees and workers of Takween Group shall be obligated to verify in advance before using the trademarks and logos belonging to the group. They also shall submit a report to the Risk and Compliance Department for any suspected misuse of any of the group's intellectual property rights
- (c) All employees and workers of Takween Group shall respect the intellectual property rights of others; The inappropriate use of the intellectual property of others results in the group and its working employees being subjected to indispensable legal action
- (d) Any intellectual rights resulting from the employee performing his/her work using the Company's resources shall be the exclusive property of the Company
- (e) If there are any inquiries about intellectual property rights, please contact the Legal Affairs Department to clarify these inquiries

2. Use of company equipment and resources

- (a) All employees shall protect the group's assets, funds, property, equipment, facilities and other assets, and ensure that they are used efficiently for commercial purposes appropriate to the Group's business.
- (b) Under no circumstances may the Company's equipment or resources be used for personal gain, and any misuse of property that the group may be exposed to, whether by employees and workers, or others, is necessary

3. Protection of information technology and data:

- (a) The computer systems and networks of Takween Group must be used in relation to its commercial business, and the employees and workers must observe the highest level of professional conducts when using these systems.
- (b) The employees and workers of the Company are required to use the Internet and e-mail messages for work purposes only, as the unnecessary and unauthorized use of the Internet leads to pressure on the network and the lack of discipline in the use of the Internet and e-mail may open the door to some great risks that will affect data, information and systems security; If we do not follow proper security discipline.
- (c) In order to protect the information and data security of the Takween Group, employees and workers must secure their computers and all-important equipment, and they must wear their ID badge clearly while they are in the group's headquarters, and not tamper with the security and safety devices with the intention of disabling them.

Twelfth: Information Security:

1. All employees and workers of the Takween Group who have confidential or undisclosed information for any reason are obligated to use this information for commercial and business purposes, and they should not in any way use this information for the purpose of trading in securities.
2. We, in the Takween Group, believe that we must do what is required of us to protect the confidential information and data of the Takween Group and not disclose it under any circumstances. This includes business strategies, contracts, projects, and financial projections. We are fully aware that misuse of any of this information to obtain personal benefit or achieve any benefit to a third party is a prohibited matter and a serious breach of the terms and principles of this Policy and may lead to disciplinary and legal actions.
3. All employees, especially human resources, financial and internal auditing personnel, who deal with information about employees and workers in the group must not disclose this information to any individual or

organization that is not authorized to do so.

Thirteenth: Personal Responsibility - Commitment and Violations

1. We, in Takween Group, are committed to maintaining a healthy and positive work environment, and are committed to protecting the rights of employees and workers in the group by applying the principles and rules of this Policy.
 - (a) All employees and workers in Takween Group must for any violation or violation of this code directly and without delay.
 - (b) All reports received about any violations or infringements are treated seriously and with strict confidentiality.
 - (c) Any person who attempts to retaliate against the person who reported a violation or potential violation of the rules and principles of professional conduct in good faith will not be tolerated.
2. We, in Takween Group, expect all employees and workers in the group to carry out their duties and duties required of them within the scope of work in accordance with the meaning and purpose of this Policy.
3. If there are any inquiries regarding this Policy, the employee can consult or ask:
 - (a) The employee's Direct Manager;
 - (b) Group Human Resources Manager;
 - (c) Ethics Committee by sending an email to (wecare@takweenai.com).
4. As a leader and manager, the employees of Takween Group can rely on the following:
 - (a) Encouraging and reinforcing complying to the rules and principles of this Policy through personal commitment.
 - (b) Ensure that employees who work in the specialized department fully understand the rules and principles of this charter.
 - (c) Ensure that the rules and principles of this policy support the implementation of the Company process and procedures.
 - (d) Encouraging employees to be responsible for their actions and for any violation of the rules and principles of this policy.
 - (e) Encouraging employees to report any violations or infringements of the rules and principles of this charter, and ensuring that they are not subject to retaliation in accordance with the policy and procedures for reporting violations and abuses.

5 Complaints and grievances:

- (a) We, in Takween Group, believe that the harmonious working relationships between employees are important factors that lead to the efficient and effective performance of operations for the group as a whole.
- (b) However, in some cases specific grievances and complaints may arise, and to help maintain a positive work environment; The company encourages all employees and workers who have some grievances to try to address these grievances and avoid internal disputes and conflicts between employees and in the event that a solution is not reached, the Group's grievance policy is implemented.
- (c) The aim of the complaint policy is to provide justice to employees and workers in resolving disputes and conflicts related to work within a Takween Group at all levels.
- (d) The procedures mentioned in this policy mean the procedures that are used when there is difficulty in resolving the contentious issues.
- (e) Complaints may include work assignments, work schedules, working conditions, annual evaluations, or the interpretation or application of a specific rule, system, or policy.

