



Jubail Energy Services Company (JESCO)

Conflict of Interest Policy

1. INTRODUCTION

- 1.1 This conflict of interest policy (this Policy) forms part of the corporate governance framework of Jubail Energy Services Company (JESCO). JESCO aims at maintaining the highest professional and ethical standards in the conduct of its business and accordingly expects all its employees (including temporary employees), individuals on secondment, interns, trainees and other persons engaged by and working under the direction and control of JESCO (each an employee) to avoid situations involving any relationship or activity that might impair, or even appear to impair, their ability to make objective and fair decisions when performing their work-related duties. The purpose of this Policy is to set forth rules which JESCO employees must comply within avoiding and managing conflicts of interests.
- 1.2 This Policy was approved by resolution of the JESCO's board of directors on 11 September 2019 and shall be effective as of such date. This Policy supersedes any other policy previously applicable and concerning the subject matter hereof. This Policy shall be reviewed regularly, and any amendments hereto are subject to the approval by the board of directors.

2. TERMS AND EXPRESSIONS

- 2.1 In this Policy, the following terms and expressions shall have the meaning they bear as follows unless the contrary intention appears:

Passive Investment means:

- (a) cumulative holding by the employee and their relatives of an ownership interest of less than (i) fifty percent (50%) of a privately held business (regardless of its legal form) or (ii) five percent (5%) of the issued share capital of a publicly traded company; and
- (b) in general, inability to control the composition of the board of directors or other governing body of the business in such manner that its affairs are conducted in accordance with the instructions of the employee and/or their relatives.

Relative means

- (a) father, mother, grandfather and grandmother (and their ancestors).
- (b) child and grandchild (and their descendants).
- (c) sibling, maternal and paternal half-sibling (and their children).
- (d) husbands and wives.

Management means Managers, Directors and CEO

3. CONFLICT OF INTEREST

3.1 A **Conflict of Interest** exists where the interests and loyalty of an employee do or may conflict with the interests of JESCO or its affiliates interfere with their objectivity and impartiality in performing their work duties or exercising their judgment when representing JESCO in a situation which creates an appearance of such conflict, interference or other impropriety.

Without limiting the generality of the foregoing, a Conflict of Interest includes the following situations in which employees shall neither engage nor participate:

- (a) having direct or indirect (including, through relatives) ownership, financial or personal interest in; being an officer, director or member of another governing body of; or being otherwise engaged in or employed by: any business, commercial or investment activity which:
 - (i) does or seeks to do business with the JESCO or its affiliates (such as consultants, contractors, vendors, joint venture partners, customers, etc.) other than holding a Passive Investment therein;
 - (ii) could be detrimental to, or in direct or indirect competition with, the business of JESCO or any of its affiliates, other than holding a Passive Investment therein;
 - (iii) may otherwise conflict with their ability to perform their job duties or exercise their judgment at work with impartiality and objectivity.
- (b) using JESCO property, business opportunities, confidential and proprietary information obtained during employment with JESCO for personal gain or gain of relatives (whether financial or otherwise);
- (c) any other activity (cultural, political, recreational or social) which could reasonably conflict with JESCO interests or interfere with the performance of their duties (such as hiring or supervising any Relative as an employee of JESCO or any of its affiliates); and
- (d) conducting any business activity, transaction and/or decision-making process for or on behalf of JESCO or its affiliates conflicting in fact or in appearance with their interest or the interest of their relatives.

3.2 Determining whether a conflict of interest exists may not always be easy to do. Employees who think they have, or plan activities which may potentially create or involve, a Conflict of Interest or have any question in this respect should seek advice from management. Before engaging in any activity, transaction or relationship that might give rise to a Conflict of Interest, employees must seek review from their managers and the Human Resources Department.

4. DECLARATION

4.1 Upon commencement of their employment with JESCO, all employees shall sign a written document (in the form attached to this Policy as Annex 1 or such other form as

may from time to time be provided by JESCO, the **Declaration**) to acknowledge reading and understanding this Policy, to undertake to abide by its rules, and to disclose to all of the employee's direct or indirect interests in any other business, commercial or investment activity. The foregoing disclosure with respect to Passive Investments shall include only those concerning business, commercial or investment activities which do or seek to do business with JESCO or its affiliates; or which could be detrimental to, or in direct or indirect competition with, the business of JESCO or any of its affiliates.

4.2 The currency of the Declaration shall be renewed / updated:

- (a) annually based on a request by JESCO Human Resources Department;
- (b) when a new interest in business, commercial or investment activity which is subject to disclosure under this Policy is obtained;
- (c) when an employee is assigned to a managerial position or new business role within JESCO or any of its affiliates; and
- (d) generally, upon the occurrence of any event which would cause the information previously disclosed in the Declaration to become obsolete.

5. **GIFTS, PRIVILEGES, HOSPITALITY, ENTERTAINMENT, BUSINESS COURTESIES**

5.1 Receiving gifts, privileges, hospitality, entertainment and any other business courtesies is governed by JESCO Anti-Bribery and Anti-Corruption Policy. The objective of the relevant rules set forth therein is to prevent bribery and corruption as well as conflict of interests.

6. **CONSEQUENCES**

6.1 Failure to abide by this Policy, particularly failure to disclose any situation that poses an actual or potential Conflict of Interest or to renew/update the Declaration as required hereunder, may subject the employee to disciplinary action, including termination of employment.

-----End of the policy-----