



GIB Group Outsourcing and Third-Party Supply Code of Conduct

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1 INTRODUCTION

1.1 Purpose of the document

The Outsourcing and Third-Party Supply Code of Conduct of Gulf International Bank B.S.C., its branches and subsidiaries (whether owned directly or indirectly) (collectively referred to as the “GIB Group”, “we”, “us” or “our”) sets out the principles which all suppliers and their employees, agents, subsidiaries, affiliates and subcontractors (wherever located) that provide goods or services to the GIB Group must comply with in their business activities and interactions with GIB. We want to work only with suppliers and third parties whose standards and behaviours are aligned with ours. In particular, we expect our suppliers and third-party providers to comply with relevant legislation, and to behave in a responsible, fair and ethical manner at all times. In behaving responsibly, the GIB Group has particular regard to how its business supports sustainable development, which we define by its contribution to the United Nations’ Sustainable Development Goals¹. This document forms part of how the GIB Group aims to achieve its sustainability-related goals.

This Outsourcing and Third-Party Supply Code of Conduct is a general statement of GIB’s expectations and requirements with respect to its Suppliers, and it should be read in addition, and without prejudice to any Supplier obligations set forth in: a) requests for proposals (RFPs), invitations to bid, or other solicitation documents, or b) agreements by and between GIB and the Supplier. In the event of a conflict between this Outsourcing and Third-Party Supply Code of Conduct and any GIB solicitation documents or applicable agreements, the terms of GIB’s applicable solicitation documents or agreements will prevail.

¹ See Annex for more information on the United Nations Sustainable Development Goals

2 CODE OF CONDUCT

2.1 Compliance with Laws and Regulations and Strive to Follow Best Practices

GIB's Suppliers must comply with all applicable laws, codes, and regulations, and continuously strive to follow best practices in terms of regulatory compliance and good governance wherever they operate. When conducting business with GIB, Suppliers must also comply with the legal, regulatory and code requirements governing applicable procurement documents and agreements (including but not limited to proposals, invitations to bid, solicitations, and resulting contractual and purchasing agreements).

2.2 Environmental requirements

GIB Group strongly believes that a healthy environment is integral to the health, wellbeing and development of our society, business and economy. We are thus committed to ensuring that our business is environmentally sustainable.

We expect our suppliers and third-party providers to abide by all applicable environmental legislation and regulations where they operate.

We encourage our suppliers to:

1. Have an environmental policy that sets out clear commitments and targets to improve environmental footprint, including carbon, energy, water and chemical usage.
2. Implement optimised measures to progressively reduce and minimise greenhouse gas emissions that are within their control.
3. Reduce dependency and consumption of electricity generated by gas and shift to renewable energy sources where possible.
4. Reduce water consumption.
5. Adopt an environmentally friendly waste management approach.
6. Fully and proactively comply with relevant environmental permits / licenses / consents.
7. Seek to ensure that climate-related risks are fully embedded in the firm's risk management approach and corporate governance.
8. Take a proactive approach to disclosures around climate-related issues.

2.3 Social requirements

2.3.1 Equality, diversity, human capital development

GIB Group is committed to creating an environment that is equal, diverse and inclusive. We are committed to human capital development. We promote an inclusive and good² working environment for all our employees.

We expect all of our employees to treat each other fairly and equitably. We are committed to maintaining a work environment that supports productivity, personal goals, dignity and self-respect of all employees, free of offensive behaviour, intimidation and harassment. Such principles also apply to all employees' dealings with customers, suppliers and other stakeholders.

We expect our suppliers and third-party providers to share our commitment.

Specifically, we expect them not to unreasonably discriminate on the basis of gender, race, colour, language, ethnicity, religion and political view. This includes during employee recruitment, promotion, training, performance assessment and remuneration. We also expect our suppliers and third-parties to adopt and enforce policies that prohibit discrimination or harassment (including sexual harassment) and to monitor against it.

Further, we expect our suppliers and third-party providers to comply with local and global regulations relating to modern slavery,³ labour standards and human rights (as applicable per local Labour Law) including ensuring that all employees are above the minimum age of employment as determined through international regulations. We also expect our suppliers and third-party providers to comply with relevant minimum wage requirements for employees in all countries and across the supply chain.

In addition, we encourage our suppliers and third-parties to perform the appropriate due diligence on work conditions based on internationally recognised standards and report on them. In the case

² A good working environment is an environment that motivates employees to perform their best. It includes both company culture (e.g. a workplace that is free of bullying and harassment) and ergonomics (including good lighting quality)

³ Modern slavery is defined as the recruitment, movement, harbouring or receiving of children, women or men through the use of force, coercion, abuse of vulnerability, deception or other means for the purpose of exploitation

where our suppliers and third parties use sub-contractors, we expect them to comply with all applicable laws and other regulations pertaining to employee and individual rights.

GIB Group will seek to ensure, where reasonably practicable, that its contractors, suppliers and other business partners are contractually obliged to comply with terms that reflect the spirit and intention of the regulations in their own businesses and in their own supply chains in support of the general eradication of modern slavery.

2.3.2 Health and wellbeing

The GIB Group is concerned for the health and wellbeing of its staff both at work and those on company business. We are committed to providing a safe and healthy working environment.

We expect our suppliers and third-party providers to adhere to the applicable health and safety legislation and regulations in force in their jurisdiction and take the necessary measures to ensure their employees have a safe and hygienic working environment. We also expect our suppliers and third-party providers to adhere to all applicable government guidelines about specific health threats (such as those related to pandemics).

At a minimum, we expect our suppliers and third-party providers to do the following:

1. Have a Health and Safety risk register that is reviewed on a regular basis;
2. Promote health and wellbeing of employees, including mental health;
2. Provide and maintain a safe and healthy working environment for all employees and visitors;
3. Provide the necessary information, instruction and training to evacuate the work premise in case of emergency;
4. Train employees on hazard identification and have a formal process for undertaking workplace risk assessments;
5. For safety in the workplace, ensure that buildings comply with building maintenance and appropriate safety standards.

2.4 Governance

2.4.1 Accountability and ethics, Bribery and Corruption

The GIB Group strictly prohibits, and will not tolerate, illegal practices such as fraud, corruption, bribery or any form of kickback, payoff any other type of improper payment and benefit or any other inducement having a similar corrupt effect whether in the form of cash or not.

We expect our suppliers and third-party providers to adhere to the same standards as the GIB Group. We expect our suppliers and third-party providers to operate with integrity, and to have measures in place to safeguard against illegal practices. In addition to this, we expect our suppliers to have policies in place describing how they deal with fraud, corruption and bribery including strict oversight over gifts and corporate entertainment. The Supplier agrees to fully cooperate with GIB in any investigation of suspected illicit behaviour.

By signing the Acknowledgment of this Outsourcing and Third-Party Supply Code of Conduct, the Supplier agrees to adhere to a strict 'No Tolerance' policy for bribes and kickbacks.

GIB reserves the right to terminate the agreements with the Supplier and pursue legal recourse against the Supplier and third parties in the event of any breach of applicable ant-bribery and corruption policies and applicable laws, rules and regulations.

2.4.2 Gifts, entertainment and hospitality

Suppliers and third-party providers are prohibited from offering GIB Group staff (either directly or indirectly) any form of improper⁴ payment, gift or benefit that could raise the suspicion of or an actual conflict of interest.

Suppliers must also disclose any personal, financial or other interest linking them to an employee of GIB Group which could interfere in any way in their relations or otherwise create the appearance of a conflict of interest.

2.4.3 Ethical sourcing

GIB Group is committed to sourcing all of its goods and services in a responsible and ethical manner. We expect our suppliers to do the same. Suppliers and third-party providers are expected to adopt and comply with the ethical business standards set out in this document and to only source products and services from third parties that conduct their business in a similar fashion.

2.4.4 Fair competition

We expect our suppliers and third-parties to comply with the relevant national and international antitrust and competition laws. Suppliers and third-parties shall not, directly or indirectly, engage in collusive bidding, price discrimination or any other unfair trade practices.

⁴ Likely to conflict with or influence an employee's in his / her role, responsibilities or decision-making process at GIB

2.4.5 Supply chain monitoring

GIB Group is concerned with the practices of its suppliers and its suppliers. As such, we expect our suppliers to put in place the appropriate screening criteria for the selection of their vendors, outsourcing and third-parties and suppliers.

2.4.6 Data protection, confidentiality and intellectual property

GIB Group is compliant with local Personal data protection laws applicable to the GIB Group and expects its suppliers to abide by these when dealing with GIB.

We also expect our suppliers and third-party providers to treat any information received from GIB with the utmost confidentiality. Such information is to be held in a secure manner and is to be safeguarded in order to ensure that the information is not disclosed to other parties without GIB's permission. Suppliers and third-parties are expected to adhere to the GIB Group Information Systems Acceptable Use Policy.

Further, we expect our suppliers and third-parties to respect the intellectual property rights of GIB, its affiliates and business partners. We expect our suppliers and third-parties to manage their business in a manner that protects intellectual property.

2.5 Compliance and monitoring

All business partners, including suppliers and third-party providers, distributors, consultants and independent contractors are expected to comply with the Outsourcing and Third-Party Supply Code of Conduct.

GIB uses a questionnaire covering all aspects of the Outsourcing and Third-Party Supply Code of Conduct as part of the selection process, and to provide ongoing assurance, of suppliers' behaviour and standards in line with the Code of Conduct. Where local laws and regulations are less demanding, the principles set out in this Code will prevail if they do not breach any legal provisions in force.

Suppliers will maintain appropriate records to substantiate compliance with the terms and conditions of this Outsourcing and Third-Party Supply Code of Conduct and provide such evidence to GIB upon request. In addition to the questionnaire, GIB's monitoring activities may include on-site inspections of facilities, review of publicly available information, or other measures necessary to assess Supplier compliance with this Outsourcing and Third-Party Supply Code of Conduct. Such monitoring activities may be performed at any time and in addition to any audit rights which may be set forth in an agreement with GIB. Based on the assessment of information

made available to GIB, GIB reserves the right (in addition, and without prejudice to, all other legal and contractual rights) to disqualify any potential Supplier or to terminate any relationship and/or agreement with a current Supplier which GIB has found to be in violation of this Outsourcing and Third-Party Supply Code of Conduct, without liability.

Suppliers also undertake that their designated employees and representatives who have a work-connection with GIB will participate in all necessary training, whether provided by the Suppliers or by professional trainers, to ensure compliance with the Suppliers' commitments herein.

The requirements of this Outsourcing and Third-Party Supply Code of Conduct are not subject to waiver. No GIB personnel, no Suppliers, and no Supplier Employees & Representatives are authorized to propose or approve conduct inconsistent with this Outsourcing and Third-Party Supply Code of Conduct.

Should a Supplier or a third-party wish to raise concerns about a potential or actual violation of this code of conduct, they could do so through contacting Group Procurement on group.procurement@gib.com. Suppliers and third-parties are encouraged to report concerns and violations in a timely manner to the Head of Procurement at GIB.

SUPPLIER ACKNOWLEDGMENT

By signing this Acknowledgement, the undersigned Supplier acknowledges and agrees to abide by the Outsourcing and Third-Party Supply Code of Conduct, and will ensure that all of its employees, directors, agents, representatives and subcontractors are aware of and will abide by such policies and principles in the process of preparing and submitting bids, proposals, or other business-related communications to GIB, for provision of goods and services to GIB, and during the performance and administration of all agreements entered into with GIB for such purposes.

Authorised Signatory's signature⁵: -----

Name: -----

Title: -----

Company name: -----

Date: -----

⁵ Only a duly authorised company representative is able to provide signoff on the form

3 ANNEX: THE UNITED NATIONS SUSTAINABLE DEVELOPMENT GOALS

The United Nations Sustainable Development Goals (SDGs) were established in 2015 as a blueprint to achieve a more sustainable and a better future by 2030. The SDGs are a set of 17 goals that address global challenges such as poverty, inequality, climate change, environmental degradation, peace and justice.

Figure 1: The United Nations Sustainable Development Goals



For more information, visit this [link](#).