



# Hope

## Corporate Governance



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# 1. Board Charter

## ***1.1 Introduction***

The Board Charter formalizes Hope Venture Holding Company B.S.C (c) ("Hope" or the "Company") internal governing system, articulating the Board's role, responsibilities, authorities and governs the relationship between the Board, the General Manager, Shareholders and Stakeholders, in addition to encompassing provisions on the composition of the Board of Directors (the "Board") and board committees ("Board Committees").

The Board Charter sets the guideline of the policies and processes that would provide an effective governance system and a mechanism for transparency, accountability, integrity, and fairness.

To maintain the highest standards of corporate governance, Hope and its Board of Directors aims, on an on-going basis, to improve every aspect of the corporate governance.

## ***1.2 Objective***

The Board Charter shall set governance guidelines and serve as a reference for the Board of Directors in executing their roles, duties, and responsibilities.

## ***1.3 Core Principles***

- The Board is responsible for overseeing management performance on behalf of the shareholders.
- The Board shall give the management of Hope the authority and power to manage the Company without undue restraints.
- The Board shall ensure accountability while leading and facilitating effective management and efficiency in operations.
- The internal governance guidelines emerge from the key principles of the Corporate Governance: transparency, accountability, justice, and responsibility.

### ***1.4 Corporate Governance Framework and Principles***

The Corporate Governance principles are intended to facilitate the growth in value of the Company and in the underlying investment companies which ultimately leads to the growth of the economy of the Kingdom of Bahrain, as well as to provide levels of transparency expected by the general public.

The Board of Directors should monitor the Company's actions to ensure ethical behavior that

is in line with regulations, laws, governance standards and the standards of corporate citizenship.

The Board should ensure the appropriate development, execution, monitoring, and adjustment of the Company's strategies.

### ***1.5 The Company's Corporate Governance Structure***

1.5.1 The Board provides strategic guidance to the Company and acts in the best interest of the Company and its Shareholder.

1.5.2 The Board may form board committees and shall approve the appointments of Board members to various committees.

1.5.3 Where a committee is formed, specific terms of reference of the committee shall be established to cover matters such as the purpose, composition and functions of the committee.

1.5.4 The Board may elect to delegate certain responsibilities to Board committees, without abdicating its responsibility. This is to ensure sound decision-making and facilitate the conduct of business without unnecessary impediment.

### ***1.6 Hope Board of Directors***

The Board is accountable to Hope shareholders for the performance of the company. Thus, the Board's overriding objective is to ensure that reasonable profit and growth

targets are set and achieved, and risk is properly managed, within a business and governance framework which protects shareholders' interest.

### ***1.7 Role of the Board***

The primary role of the Board is to promote and achieve sustainable performance and long-term growth in the shareholder value of the Company.

The Board oversees the conduct of the Company's business by management and review of the Company's financial objectives and major corporate plans, strategies, and actions. The Board of Directors exercise leadership, enterprise, integrity, and judgment in directing the Company's, to promote the best interest of shareholders in terms of corporate governance, fiduciary responsibilities, compliance with applicable laws and regulations, and maintenance of accounting, financial and other controls.

### ***1.8 Board of Directors Duties and Responsibilities***

The Board's duties and responsibilities include, but not limited to, the following:

#### **Corporate Governance**

- 1.8.1 Setting standards and values governing the Company's business.
- 1.8.2 The Board is responsible for operating the Board in accordance with the Corporate Governance guidelines.
- 1.8.3 Ensuring accurate and timely disclosure of information and possible conflict of interest.
- 1.8.4 The Board has the authority to form committees to assist the Board with monitoring and overseeing Hope through the work delegated to them and shall ensure proper formation and operations of the Board committees.
- 1.8.5 Determining the types of remunerations for senior executives and directors, subject to the approval of the shareholders' general assembly, taking into consideration the provision of Article (188) of the Commercial Companies Law.
- 1.8.6 Setting a mechanism to regulate transactions with related parties in order to minimize conflicts of interest.

- 1.8.7 Assuring equitable treatment of shareholders.
- 1.8.8 Setting internal regulations which determine the Board's duties and responsibilities, including the obligations and responsibilities of the directors, which the Board shall not be exempt therefrom even if it forms committees or delegates certain duties to other bodies or individuals. The Board of Directors shall avoid issuance of general authorizations or authorizations with an unlimited duration.

### **Internal Control**

- 1.8.9 Establishing, maintaining, and supervising efficient internal control systems.
- 1.8.10 Overseeing the Company's reporting framework and internal controls and ensure compliance with relevant regulations, laws, and guidelines. In addition to the effectiveness and efficiency of Hope's internal controls.
- 1.8.11 Drawing, overseeing and periodically reviewing the company's plans, policies, strategies and key objectives.
- 1.8.12 Setting and generally supervising the regulations and systems of the company's internal control.
- 1.8.13 Adopting the commercial and financial policies associated with the company's business performance and achievement of its objectives.

### **Business Conduct**

- 1.8.14 The Board shall ascertain the proper management of the business by setting clear objectives, mission, and policies that the executives shall abide by.
- 1.8.15 The Board shall adopt a code of ethics to instill and reinforce a sound corporate culture that promotes lawful, ethical, and professional behavior.

## **Business Management**

- 1.8.16 The Board shall assess and approve Hope's business plan, budget, and strategy, ensuring its alignment with Hope's Vision, Mission and Purpose in addition to achieving sustainable short and long-term value creation.
- 1.8.17 The Board shall regularly monitor the company's affairs, measure the management's implementation of the company's initiatives and the progression of achieving strategic goals.
- 1.8.18 Ensuring Hope has adequate financial and human resources to achieve its objective.
- 1.8.19 The Board shall review and monitor Hope's financial performance and liaise with the Audit Committee and External Auditors
- 1.8.20 Determining Hope's optimal capital structure, strategies, and financial objectives.
- 1.8.21 Monitoring Hope's major capital expenditures, and possessing and disposing assets.

## **Risk Management**

- 1.8.22 Reviewing Hope's risk management framework and setting Hope's risk appetite within which the Board expects the company to operate.
- 1.8.23 Assessing major risks and reviewing options for their mitigations or avoidance, taking into consideration any current economic, social, and environmental risks or that may arise.

## **Communication with Hope's Shareholders & Stakeholders**

- 1.8.24 The Board shall create an open and transparent policy that would enable the shareholders and investors to be aware of matters that are affecting and impacting Hope.

- 1.8.25 The Board shall assess and approve Hope's communication plans and policies with the regulators, shareholders, and stakeholders and to monitor its implementation.

### **Performance Evaluation**

- 1.8.26 The Board shall be responsible for the appointment and assessment of the performance of the General Manager and the Board Secretary.
- 1.8.27 The Board of Directors shall review the independence of each director at least once a year in light of the interests disclosed by such directors in accordance with the criteria set forth in the Corporate Governance Code. Each independent director shall provide the updated information necessary for this purpose.
- 1.8.28 The Board shall review and approve the succession plan for the General Manager and to approve the changes in the organization and its structure.
- 1.8.29 Evaluating performance and operation results against strategic key performance indicators (KPIs) to ensure Hope is properly managed.
- 1.8.30 Monitor and oversee Hope affairs and operational progress to ensure Hope achieves the determined strategies and objectives.

### **Financial Reporting:**

- 1.8.31 Approving the company's annual financial statements and presenting them to the general assembly.

### **Whistleblowing Policy:**

- 1.8.32 The Board shall adopt a Whistle-blowing Policy, providing employees a channel to confidentially report and/or disclosure unresolved concerns, misconducts or any matter that could contribute to enforcing good governance practices. The anonymity of the whistle-blower shall remain anonymous unless otherwise

required by law or an approval from the whistle-blower to reveal their identity is obtained.

### ***1.9 Duties and Responsibilities of the Chairman:***

The Chairman is responsible for managing the Board and ensuring it functions effectively and for supporting the Board to competently accomplish their purpose associated to Hope's strategic direction through the facilitation, leadership, and guidance of the Board.

The following includes, but not limited to, the duties and responsibilities delegated to the Chairman:

- 1.9.1 Represent Hope before others.
- 1.9.2 Ensures that Hope's new directors, on their first appointment, are presented an induction program by the Company, the purpose of the induction is to brief the new directors on their role and responsibilities, strengthen their knowledge, understanding of the nature of Hope business environment.
- 1.9.3 Enhances the Board contribution to Hope by ensuring the Board are well-positioned and well-informed to fulfilling their role.
- 1.9.4 Ensure that the directors have access to the complete and accurate information in a timely manner.
- 1.9.5 Receive queries from directors.
- 1.9.6 Ensures proper conduct on Board meetings and proceedings, with the assistance of the Secretary.
- 1.9.7 Prepares Board and AGM/EGM agendas' and ensure that the Board discusses all information and items stated in the agendas for each meeting and facilitates discussions in a manner that will encourage healthy debates on matters that will be deliberated on.
- 1.9.8 Ensure effective communication between Hope's shareholders.

- 1.9.9 Hold meetings with non-executive and independent directors, without the attendance of the executives, to take their views on matters related to the company's activity, as applicable.

### ***1.10 Duties and Responsibilities of the Secretary***

The board secretary position has a wide-ranging responsibility including being present at all board meetings, being a custodian of the organizations records, the secretary is also responsible for maintaining accurate documentation and meeting any legal requirements such as annual filing deadlines.

The secretary's main responsibilities include:

- 1.10.1 Support the chairman in the leadership of the Board of Directors Office
- 1.10.2 Support the chairman of the board in preparation of the Board and AGM meetings
- 1.10.3 Monitoring compliance with Board policies and procedures.
- 1.10.4 Managing the corporate governance requirements related to the Board
- 1.10.5 Coordinating all logistics related to shareholders' meetings (General Assembly Meeting / Extraordinary General Meeting) with the Chairman.
- 1.10.6 Responsible for the timely dissemination and safekeeping of the Board briefing material, meeting agenda, meeting minutes, attendance, and other matters
- 1.10.7 Follow-up and facilitate the Board's decisions.
- 1.10.8 Documenting and maintaining the Board meetings and proceedings.
- 1.10.9 Taking minutes at board meetings, the AGM and other meetings on the request of the Chairman (such as committee meetings) and delivery of final minutes to all individuals in the distribution list.
- 1.10.10 Ensuring access to the committees' minutes of meetings and including them within the Board's meeting papers.
- 1.10.11 The Secretary shall be mindful of relevant laws, regulations, governance, and inform the Chairman and the Board of any matters that can arise.

1.10.12 All directors shall have unrestricted and direct access to the Board Secretary and vice-versa.

### ***1.11 Access to Information***

1.11.1 The Board shall have unrestricted access to information pertaining to Hope from the Chairman.

1.11.2 The Board may rely upon the information provided by the Management Team in relation to matters within their responsibilities and area of expertise.

1.11.3 The Board may rely upon the information provided by a Board Committee in relation to matters within the committee's delegated responsibilities and the scope of their duties.

### ***1.12 Board Committees***

1.12.1 The Board may form Board Committees to delegate any of their responsibilities.

1.12.2 The committees are obliged to report to the board on the matters assigned to them by the board.

1.12.3 The committees shall submit a report including their findings, matters of concern, recommendations, action points, or any information deemed appropriate.

1.12.4 Collectively, the board is accountable for the decisions made by any of the committees and shall review their effectiveness and performance.

1.12.5 The Board may form other committees as deemed necessary.

### ***1.13 Board Remuneration***

1.13.1 The Board of Directors shall receive remuneration as approved by the Board of Directors.

### ***1.14 Ethical Standards***

- 1.14.1 The Board of Directors are expected to adhere to the highest standard of ethical behavior and compliance with the relevant laws, regulations, corporate governance, and the Code of Professional Conduct and Ethical Values.
- 1.14.2 Each Director shall exercise due diligence and due care when exercising their powers and discharging its duties.
- 1.14.3 Each Director shall act ethically and exercise independent and objective judgement while actively contributing to the functions of the Board.

### ***1.15 Conflict of Interest***

- 1.15.1 Directors shall act in good faith and in the best interests of Hope and adhere to the conflict of interest policy.
- 1.15.2 Directors shall proactively identify and report to the Chairman of any interests that could potentially conflict or conflicts with the interest of Hope.
- 1.15.3 Prior to a Board Meeting, a director shall immediately inform the Board Chairman of the conflicted matter. Where conflict of interest exists, the Director shall not receive the relevant materials and documents and the Chairman shall recuse the Director from the deliberation of the concerned matter where conflict of interest exists during the Board Meeting.
- 1.15.4 Directors shall minimize the possibility of conflict of interest in their involvement by restricting their involvement in other business and relationships that could compromise their objectivity and that could lead to conflict of interest.
- 1.15.5 In case of conflict of interest, a director shall take reasonable measures to resolve or manage the conflict, if possible.

### ***1.16 Confidentiality***

- 1.16.1 All disclosed information of Hope and the proceedings of the Board meetings shall be kept confidential, an exception is made for information or materials required to be disclosed to comply with the regulations and law or as approved by the Board to be disclosed.

### ***1.17 Review of the Board Charter***

- 1.17.1 Upon the adoption of the Board Charter, the Board of Directors endeavor and are unreservedly committed to complying with the board charter to promote strong and effective corporate governance and to exercise and discharge their penal powers and responsibilities as practiced in the Company's business dealings on the basis that sound Corporate Governance plays a crucial role in perpetuating a prosperous business.
- 1.17.2 The Board shall review the Board Charter at a periodic basis to ensure it reflects to any changes in the legal and regulatory practices and is aligned with the Board's objectives and responsibilities.



## 4.2 Code of Professional Conduct and Ethical values ("Code of Ethics")

# **1. Code of Professional Conduct and Ethical Values**

## **1.1 Introduction**

The members of the Board of Directors (the "Board") of Hope Ventures Holding B.S.C (c) ("Hope" or the "Company") have adopted the Code of Professional Conduct and Ethical Values (the "Code") for the members of the Board (the "Directors") to provide guidance to discharge their responsibilities and duties towards the Company in a professional and ethical manner.

The Code is designed with the purpose to further enhance best practices in relations to the governance of Hope, it outlines the general principles that govern the operation of the Board.

The objective of the Code is to foster a culture of honesty, integrity, and accountability through the establishment of a set of ethical principles, the promotion of ethical conduct, and the prevention of unethical practices.

## **1.2 Scope**

1.2.1 The Policy applies to the members of Hope's Board of Directors including the Executive Management Members.

## **1.3 Director Responsibilities**

1.3.1 The Board of Directors are accountable to the shareholders, as owners of the company. Therefore, collectively, the board should endeavor to ensure that the responsibilities of the board are specified and are clearly understood by each Director, and to make certain that the board fulfils its purpose of achieving business prosperity with sufficient care and competence, while mindful of the interests of the shareholders and stakeholders, through the exercise of leadership and good judgement.

1.3.2 The Directors shall ensure that the Company is properly managed and is financially viable to protect the interest of the Company and the shareholders.

- 1.3.3 Individually, a Director shall be diligent in discharging their duties and responsibilities to the Company and shall have sufficient knowledge of Hope's business nature, affairs, and the laws and regulatory requirements affecting the company.
- 1.3.4 At all times, the Directors are expected to demonstrate their commitment to Hope through the attendance and active and constructive participation in all Board and Board committee meetings, of which they are a Chairman or a member.
- 1.3.5 Directors may raise any inquiries deemed necessary in relation to matters penetrating to Hope to ensure the management manage issues appropriately and achieve the objectives set.

#### ***1.4 Integrity***

- 1.4.1 At all times, the Directors shall act in good faith and in the best interests of Hope and shareholders.
- 1.4.2 Directors shall not use their official power to achieve their own self-interest.
- 1.4.3 New interests, employments, or appointments that arise in any of the government or private companies, and any changes shall be disclosed by the Director to the Chairman and the Board.
- 1.4.4 The Directors shall use their power and carry out their fiduciary obligations responsibly.
- 1.4.5 Directors shall adhere to the values of equality and respect for others. Discrimination, on the basis of gender, age, religion, or any other such factors, is a violation of this Code.
- 1.4.6 Each Director shall ensure that no one is unlawfully discriminated.

### ***1.5 Confidentiality***

- 1.5.1 The Directors must adhere to their responsibility towards maintaining Hope's confidential information. Therefore, Directors must not disclose, or allow to be disclosed, confidential information acquired during or after their term, unless authorized by the Board, or as required by the laws and regulations.
- 1.5.2 The Directors shall not use information obtained for their personal benefit, or for any purpose other than discharging their duties and responsibilities as the Directors of Hope.

### ***1.6 Gifts***

- 1.6.1 The Directors must not accept gifts or benefits which may, or may reasonably appear to, compromise their objectivity, integrity, or place the Director under an improper obligation.
- 1.6.2 The Directors shall make responsible decisions concerned with the acceptance and of modest gifts to avoid reputational risk. Thus, the Directors must ensure that the gifts would not impair, or be perceived to, impair their judgement, and can stand up to public scrutiny.

### ***1.7 Dealings***

- 1.7.1 The Directors shall act fairly, honestly and in an ethical manner with Hope's shareholders and stakeholders.
- 1.7.2 The Directors shall not take unfair advantage through concealment, misrepresentation of material facts, or any unfair dealing practices.

### ***1.8 Protection and Appropriate Use of The Company's Resources***

- 1.8.1 The Directors must protect and preserve Hope's resources and must use such resources as efficiently as possible, guarding against waste and abuse.

- 1.8.2 The Directors shall make appropriate use of the Hope resources made available to them for the performance of their duties.

### ***1.9 Accuracy of Financial Records***

- 1.9.1 The Directors shall ensure that the integrity of financial information and that it accurately reflect on the Company's business performance and transactions.
- 1.9.2 The Directors shall ensure that the financial records are not misleading or prepared to be misleading.

### ***1.10 Compliance with the Regulations, Laws, and Policies***

- 1.10.1 All Board of Directors must comply and with Corporate Governance Law, Hope's Articles of Association, the Board Charter policies and any other relevant laws, regulations. Additionally, the Board shall endeavor to ensure the Company's complies with the laws and regulations governing its operation and is responsible for ensuring proper implementation of the Company's policies and codes designed to promote ethical conduct.
- 1.10.2 The Board shall oversee the compliance of Hope's employees to the rules, regulations, and laws applicable the Company.

### ***1.11 Conflict of Interest***

- 1.11.1 The Directors must adhere to the ethical principles and conduct in their business dealing, the exercise of their penal powers and the discharge of their duties and responsibilities as a Board member of Hope.
- 1.11.2 The Board of Directors shall be responsible for avoiding conflict between their personal interests, or the interests of any associated company or person and their duties to the company and shall not take improper advantage of their position as a Board Director to gain, personal advantage or an advantage for any associated person which might cause detriment to the Company.

- 1.11.3 A Director should be proactive in identifying and avoiding conflict of interest and when a conflict of interest, or potential conflict of interest is identified, a prompt and full disclosure must be made to the board, and Director shall refrain from participating in the deliberation and voting of the conflicting or potential conflicted matter.
- 1.11.4 Board members shall declare their first-degree relatives prior to their employment by Hope to the Board.
- 1.11.5 The Directors shall refer to and comply with the conflict-of-interest policy.
- 1.11.6 The Director's Declaration of Conflict-of-Interest form shall be submitted by all the members and updated upon any changes in the circumstances.

### ***1.12 Encouraging the Reporting of Illegal or Unethical Behavior***

- 1.12.1 The Board of Directors must practice and promote ethical behavior, and shall encourage employees to report concerns of any illegal or unethical behavior, actual or suspected cases of wrongdoing, misconduct or matters that may be perceived to be violating any legal and regulatory requirements and impacting Hope's business interest, in accordance with the Company's Whistle-Blowing Policy.

### ***1.13 Implementation of the Code:***

- 1.13.1 Each Director is obligated to read and comply the provisions of Code.
- 1.13.2 The Chairman of the Board shall monitor adherence to this Code.
- 1.13.3 The Code does not anticipate every situation or circumstances that may arise. Therefore, the Code is intended to serve as a source of reference of the guiding principles for Directors.
- 1.13.4 When situations, circumstances, or questions arise which are not covered by the Code, personal adherence to the generally accepted principles of honesty,

integrity, fairness, professionalism, and justice should determine a Director's behavior.

- 1.13.5 Any breaches or violations from a Director of any of the laws, regulations and the Code shall be reviewed and investigated by the Board. The Board shall determine the necessary remedial, corrective, or disciplinary actions.



## 4.3 Conflict of Interest Policy

# 1 Conflict of Interest Policy

## ***1.1 Introduction***

Hope Ventures Holding Company B.S.C (c) ("Hope" or the "Company") is committed to abiding to the highest corporate governance standards, which encompasses integrity, honesty, accountability, and transparency. This would require that there must be no conflict of interest or any act to be perceived to be conflict of interest between the personal interests of Hope's Board of Directors (the "Directors") and their respective responsibilities to fulfil Hope's mandate.

Under this policy, conflict of interest shall be defined as a situation or circumstance that places, or could reasonably be perceived by others as placing, the Directors, in a position where their personal interests may influence or compromise the directors discharge of their duties and responsibilities with objectivity and independence.

Conflict of interests occurs when a Hope's Director personal interests influences or is perceived to influence their performance, or conflicts or perceived to conflict with their official duties and responsibilities to Hope. Additionally, any benefits gained or perceived to gain the director an advantage due to their position at Hope shall be considered as a conflict of interest.

Failure to identify and manage conflict of interests could lead to adverse consequences to Hope, the Directors, shareholders, and stakeholders. Thus, the provisions of the conflict-of-interest policy are designed to protect Hope and the aforementioned parties.

Hope directors must familiarize themselves, and abide to the provisions and processes set in this policy to identify, avoid, or mitigate the risks associated with conflict of interests, those risks include, but not limited to, the following:

- Failure to comply with the legal and regulatory obligations.
- Impairment to the independence or objectivity of the Director, impacting their decisions or actions in discharging their duties and responsibilities.
- Engagement in an unethical conduct.

- Reputational risk due to the appearance of impropriety.
- Litigation risks.

The policy sets out a mechanism for the identification of potential or actual conflicts of interest and provides guidelines on how to address and manage conflict of interest, to ensure Hope acts, and is perceived to act in accordance with its values to maintain public trust and confidence.

### ***1.2 Scope:***

The Policy applies to the members of Hope's Board of Directors and Senior Officers.

### ***1.3 The Limitation of The Policy***

The Policy cannot describe all conflict-of-interest situations and circumstances that may arise. Thus, the Board of Directors must use good judgement to avoid the appearance of impropriety.

### ***1.4 Examples of Conflict of Interest:***

A conflict of interest may arise if a member of the Board of Director personal or business interest may impair their objectivity and independence when performing their duties and responsibilities. Board members must avoid any conduct that would constitute a conflict of interest.

Examples of situations or circumstances that may result or appear to result in a conflict of interests include the following:

#### **Gifts and Benefits**

Soliciting and accepting substantial gifts, cash, or benefits. Therefore, Board of Directors shall not solicit or accept gifts, cash, benefits, or anything of monetary value, other than gifts that could reasonably be believed that it cannot appear as influencing the business judgement and objectivity of the Director.

The directors shall make responsible decisions concerned with the offer or acceptance of gifts, directors must ensure that the gifts would not impair or be perceived to impair judgement and can stand up to public scrutiny.

### **Employment of Related Persons**

The employment of a first-degree relative may raise questions regarding the objectivity, integrity, and fairness in the recruitment process and work relationships, it may be perceived Hope incorporates nepotism practices in the workplace. Thus, Board members shall declare their first-degree relatives prior to their employment by Hope to the Board and shall not influence the recruitment process of Hope.

The Director who has a first-degree relative, and is an employee, regardless of position, of Hope must ensure that the relationships does not affect Hope nor the Director's credibility.

### **Use of Hope's Resources and Facilities for Personal Advantage:**

Using Hope's resources and facilities for personal advantage or can be perceived as misuse of powers. Hence, the Board of Directors shall not use Hope's facilities, personnel, or any other resources for personal and unauthorized use.

### **Outside Employment and Business Interests:**

A Conflict of Interest may occur between the Board of Directors outside employment or business interests and the interest of Hope. A Board of Director shall make the necessary disclosure to the Board.

## ***1.5 Board of Directors Conflict of Interest Policy***

- 1.5.1 The Board of Directors have the duty and responsibility to maintain the objectivity and integrity of the decision-making processes of the Board and shall ensure that all members of the Board of Directors are free from conflict of interest or potential conflict when discharging their duties and responsibilities.

- 1.5.2 The Board of directors must adhere to the Director's Code of Professional Conduct and Ethical Values.
- 1.5.3 Conflict of Interest occurs when The Board of Directors duty to act solely in the best interests of Hope is compromised by personal or business interests.
- 1.5.4 Each board member must inform the Board of Directors of any outside interests that arises and could or will conflict with the interests of Hope, this includes their relationships, activities, or responsibilities with other organizations.
- 1.5.5 Each Director has the duty to disclose information of all situations or circumstances that could lead to or be perceived as conflict of interest.
- 1.5.6 The members of the Board have the responsibility to identify, avoid or minimize any cases of conflict of interest. Therefore, the board of directors shall:
  - Proactively identify conflicts of interests and shall disclosure such conflicts in accordance with the applicable policies and procedures.
  - Refrain from any activity or action that might be detrimental to Hope.

### ***1.6 Conflict of Interest Procedures for the Board Members***

- 1.6.1 Each Board member has the obligation to make an appropriate disclosure of all the material facts, when actual or potential conflict of interest arises.
- 1.6.2 The Director who has declared a conflict of interest shall not participate or be present during the board deliberation, decision making process, and shall not attempt to influence the voting of the Board with respect to an actual or potential conflict of interest in which they are involved.
- 1.6.3 Any disclosure of conflict of interest made from a member of the director and the subsequent actions taken shall be documented in the minutes
- 1.6.4 Board of Directors must submit a conflict-of-interest declaration, unless otherwise disclosed during the Board of Directors meeting, and the disclosure has been recorded in the meeting minutes.

### ***1.7 Breach of Conflict-of-Interest Policy***

- 1.7.1 If the Board has reasonable cause to believe a Board member failed to disclose any actual or possible conflict of interest, the Board shall provide the concerned member of the Board the opportunity to explain the alleged failure to make a disclosure.
- 1.7.2 The Board shall be responsible for reviewing, investigating, and taking the necessary measures concerning any case of non-compliance to the conflict-of-interest policy.

### ***1.8 Communication of The Conflict-of-Interest Policy***

To reflect on Hope Fund's commitment towards honesty, transparency and accountability, the conflict-of-interest policy shall be circulated to the Board of Director.

### ***1.9 Review of the Policy***

The conflict-of-interest policy shall be reviewed at a periodic period, any updates shall reflect on changes in the regulatory and legal framework and the business need. Any amendments made to the policy shall be approved by the Board of Directors.



## 4.4 Whistleblowing Policy

# 1. Whistleblowing Policy

## ***1.1 Introduction***

Hope Ventures Holding Company B.S.C (c) ("Hope" or the "Company") strives to conduct its business with integrity and professionalism. Thus, it is critical for Hope to be alerted of any actual or potential improper conduct or wrongdoing that could compromise Hope's values and reputation. The Whistle-blowing policy provides a channel which would enable the employees to support Hope with maintaining and ensuring the compliance of ethical practices and conduct in the workplace by reporting any wrongdoing and conducts that fails to meet the fundamental principles set by Hope.

The Whistleblowing Policy aims to demonstrate Hope's commitment to an open and accountable management. The policy is prepared to allow employees to raise serious concerns by disclosing information and reporting any suspicion or knowledge of illegal practices, dishonest fraudulent activity, malpractice, unethical conduct, or any matter that violates the law and Hope's principles at the earliest possible opportunity rather than overlooking the problem.

The whistle-blowing policy aims to provide employees the confidence to report genuine concerns and emphasis that complaints from the whistle-blowers shall be taken seriously and shall be investigated fairly and diligently, without any discrimination, in a confidential manner.

## ***1.2 Scope of the Whistle-Blowing Policy***

This policy applies to all individuals in the employment of Hope, whether permanent or temporary, and those providing a service to Hope including consultants, auditors, or any service providers under contract with Hope.

### ***1.3 Implementation of the Whistle-Blowing Policy***

The Board of directors (the "Board/BOD") shall be responsible for the implementation of the Policy. The Board may maintain a record of any reported concerns and the outcomes in a manner that reserves the confidentiality of the whistle-blower.

### ***1.4 Wrongdoings and Matters Considered Improper Conduct***

Employees can report a whistleblowing complaint to report any past, present, or likely future improper conducts or wrongdoings, including, but not limited to the following:

- Bribery, Corruption, and fraud.
- Failure to comply with proper financial reporting standards.
- Abuse of power by Hope's managers and employees.
- Misuse of Hope's resources.
- Discrimination
- Failure to comply with the provisions of the laws and regulations.
- A deliberate concealment of information related to a misconduct.
- Detrimental actions taken against the Whistle-blower.
- Breaches of Hope's policies and Code of Conduct.
- Any violates of Hope's values and principles.

### ***1.5 Protection of the Whistle-blower under the Policy***

All reported cases submitted by the whistle-blowers shall be dealt with strict confidentiality and their identity will not be disclosed unless otherwise required by the law or with the consent of the Whistle-blower.

Hope is commitment to protecting the Whistle-Blower against retaliation, victimization, discrimination or any unfair employment practices. Thus, any party that retaliates, victimizes, or discriminates against an employee for reporting a concern or wrongdoing in good faith shall be subjected to disciplinary action.

## ***1.6 False Allegations***

Hope expects the Whistler-blowers to act in good faith and have reasonable grounds for reporting a whistleblowing complaint. Thus, no action will be taken against the whistle-blower who reasonably believed that the allegations are substantially true and were not proven during the investigation. However, if the allegations are proven to be malicious or with the foreknowledge that the claims are untrue, the anonymity and protection of the Whistle-blower shall be revoked, and disciplinary action may be taken after proper investigation.

## ***1.7 Whistle-blowing Procedure***

Reporting or disclosing any improper conduct can be made verbally or in writing. If the Whistle Blower preferred to submit a written report, Hope advice the whistle-blowers to provide sufficient details including the following information on the improper conduct or wrongdoing:

- The description of the misconduct
- The name of the individuals involved of committing the improper conduct
- The identity of the witnesses if any
- Any supporting documents or evidence
- Any information or details deemed to be useful to facilitate the investigation.

The whistleblowing should be reported to the BOD and could be submitted by:

- Handing it in writing to Operations Manager or the General Manager ("GM")
- Verbal communication with the Operations Manager or GM.
- Sending to the Operations Manager or the General Manager through email.

The whistleblowing should be reported to the Operations Manager. However, if the concern relates to, or the concern was raised to the Operations Manager with no action is taken, or the Operations Manager was unavailable, then it should be reported to the General Manager, all reports shall then be reviewed by the BOD.

### ***1.8 Whistleblowing Process***

When the concern is reported in writing, Hope encourages the whistle-blower to reveal their identity or contact details on their report enabling Hope the option to obtain further information if deemed necessary to investigate the concern raised. Hope shall respect the anonymity of the whistle-blower if they choose to remain anonymous.

The recipient will acknowledge the receipt of the whistle-blower's report and concerns within 10 days of a concern being raised if sent through an email address. The Operations Manager or the General Manager will be responsible for investigating the matter and will determine the most appropriate course of action.

The recipient shall promptly perform a thorough investigation, with objectivity, fairness and confidentially towards the parties involved. The investigator shall decide the appropriate manner to conduct the investigation of the reported issue, depending on the nature and seriousness of the issue raised by the whistle-blower, the investigator may conduct the investigation internally or may resort to an external body.

### ***1.9 Review of the Policy***

Hope shall review the policy at a periodic basis to ensure it reflects on any changes in the regulatory requirements or business need. The Policy and the amendments that may be incorporated shall be approved by the Board of Directors.