

# Code of Conduct & Ethics

## Definition

**Shareholders:** The owner of one or more shares of stock in the Bank, commonly also called a “stockholder”. A shareholder should have his/her name registered with the Bank, and may hold a stock certificate which has been signed by him/her.

**Stakeholders:** Any person or entity that has a relation with the Bank stakeholder. Stakeholders of the Bank include the Bank’s depositors, shareholders, creditors, customers, suppliers, employees, the society and other related parties.

## Basic Rights of Shareholders and Stakeholders

### Shareholders

Rights to review and participate in the decisions related to amending the Bank’s Article and Memorandum of Association, as well as the decisions related to non-ordinary transactions which might affect the Bank’s future or activity, like mergers, sale of a substantial portion of its assets, or winding up of subsidiaries.

Rights of meeting participation, comments and recommendations (if any) on any improvements required, rights of contributing in the decision-making of any significant changes being made in the Bank.

Rights of expressing an opinion on the appointment of members of the Board of Directors.

Rights to have accurate, comprehensive, detailed, sufficient, and timely essential information in order to evaluate investments and make informed decisions.

Rights for receiving dividends and for participating and voting at the General Assembly meetings.

Rights for minority / foreign shareholders to be treated on equal basis and be given the opportunity to rectify any mistreatment in their rights.

## Stakeholders Rights

Right to be treated on a just and equitable basis, to open and clear disclosures of the relevant information and to roles and Responsibilities .

## Board of Directors

The Board of Directors are accountable to the shareholders and stakeholders of the Bank; The Board of Directors must emphasis on the equitable and fair treatment of all shareholders, including minority and foreign shareholders, and give them the opportunity to question the Board and rectify any violations preventing them for exercising their rights. The Board ensures that the Bank's bylaws, policies and practices accentuate the importance of respecting stakeholders' rights as per relevant laws, bylaws and instructions, and confirm their rights to rectify any violations of their rights in line with the relevant laws. The Board of Directors oversees the Chief Executive Officer and other Senior Management in the vocational and ethical operation of the Bank on a day-to-day basis and assures that the long-term interests of shareholders and the stakeholders are being served.

The Board of Directors have the ultimate responsibility to protect the interests of the shareholders and the stakeholders by ensuring that the Bank's business is managed in a prudent manner and is financially sound. The Board ensures that all risks, which might affect the Bank's business, particularly its shareholders and the stakeholders, are properly managed. The Board provides an assurance that the role of the Board is not restricted only to profitability but also takes into account the risk impacts on the interests of depositors and the Bank's financial stability. The Board encourages the shareholders to actively participate at General Assembly meetings and vote for or against any proposal put forward in such meetings. This includes, but is not limited to;

- Notifying the shareholders of the General Assembly's date and time and agenda sufficiently before the meeting.
- Apprising them of voting rules and procedures.
- The location and timing of the meeting should be announced for the public as per related laws, rules and regulations.
- Disclosing the capital structure or any arrangements which might result in certain shareholders controlling the Bank.

- Enabling the shareholders to read and review the minutes of meetings of the General Assembly meetings.
- Preparing a statement of financial and non-financial penalties imposed on the Bank during the financial year according to Article (85) of Law No. 21 of 1968.

Such statements will be read by the Bank's Chairperson at the Annual General Assembly meetings. Moreover, the Board ensures that there is an effective and efficient disclosure system in place within the Bank to enable the shareholders and stakeholders to monitor the performance of the Bank and its management and exercise their rights.

## **Chairman**

The Chairman of the Board acts as the primary spokesperson for the Board and as a representative of the Board to shareholders and stakeholders. The Chairman presides over all shareholders' meetings and ensures that each shareholder and stakeholder is adequately and sufficiently informed of the performance of the Bank and provided with the relevant information in a timely manner. The Chairman ensures that the Bank has sound corporate governance standards in place in order to protect shareholder and the stakeholder rights. The Chairman ensures that shareholders meetings are efficiently and effectively organized with the assistance of the Board Secretary. The Chairman ensures that the Bank's management is aware of any problems or observations of either the Board or other stakeholders

## **Chief Executive Officer (CEO)**

The CEO fosters a high performance corporate culture within the Bank that promotes ethical practices, encourages individual integrity/accountability, and social responsibility. The CEO ensures that all operations and activities of the Bank are conducted in accordance with the applicable laws, regulations, the Bank's Articles of Association, sound business practice and in accordance with the policies and practices approved by the Board. The CEO ensures that the Bank's assets are adequately safeguarded and optimized in the best interests of the shareholders. The CEO establishes a transparent and comprehensive management reporting mechanism to the Board of Directors on all activities and performance results of the Bank.

## External Auditor

The External Auditor helps the shareholders by assuring the accuracy of the financial statements of the Bank are provided.

## Code of Conduct & Ethics Introduction

Kuwait International Bank expects its Directors and employees to perform their work to the best of their ability and to conduct themselves in a manner, which would reflect and enhance the Bank's image and reputation. This Code of Business Conduct and Ethics affirms this policy of the Bank and is a guideline to:

- Promote honest and ethical conduct that reflects positively on the Bank.
- Maintain a corporate climate in which the integrity and dignity of each individual is valued.
- Assure compliance with laws, rules and regulations that govern the Bank's business activities, and Assure the proper use of the Bank's assets.

The Code sets out standards on how every Directors, officer and employee should behave with all the Bank's stakeholders and general public, the ultimate objective of this Code is ensuring that KIB is perceived as an organization committed to high standards of integrity in all its dealings. This Code does not address every situation that may be encountered, and is not a substitute for a member of the Bank's exercise of good judgment and common sense.

### 1. Code of Conduct and Ethics:

KIB conducts its business with honesty and integrity, with respect for the interests of its business allies, and under Sharia compliance, and prevailing work principles Members of the Bank shall maintain the good reputation of the Bank and shall:

- Render, with integrity, a responsible and effective service of high quality which is accessible.
- Not abuse the authority that he or she has as a member of the Bank in dealings with any person, complainant or organization.
- Act fairly and impartially to all when exercising any discretion in the performance of duties.

- Exercise those powers conferred on them in a responsible manner particularly by:
  - Performing all their duties impartially without favoring anyone and without regard to status, sex, race, religion, political beliefs or aspirations.
  - Acting honestly, respectfully, transparently and in an accountable manner.
  - Treating all persons with equal consideration and objectivity.
  - Using any discretion vested in them sensibly, impartially and reasonably.
  - Refrain from divulging any information received in the course of their work and duties unless required by law or practical requirements.
  - Resist and report any offers of bribes or other forms of corruption emanating from any source; in their private life behave in a manner which does not bring discredit to or impair the dignity or reputation of the Bank.
  - Respect and apply this Code and if they have reason to believe that a violation of this Code or the law has occurred or is about to occur, report the matter to the Chairman, as applicable.

## **2. Conflict of Interests:**

The Board will take all reasonable measures to identify conflicts of interest that could harm the interests of the Bank.

The members of the Board should exercise their duties towards the Bank apart from the entity that appointed them. Members of the Board of Directors shall act at all times in the best interests of KIB rather than particular interests or constituencies. This means setting aside personal self-interest and performing their duties in transaction of the affairs of KIB in such a manner that promotes public confidence and trust in the integrity, objectivity and impartiality of the Board.

No Directors shall directly or indirectly receive any profit from his/her position.

A Directors must immediately disclose to the Chairman of the Audit Committee or the Chairman of the Board any situation that involves, or may reasonably be expected to involve, a conflict of interest.

The Bank expects its employees to avoid any personal activities and financial or non-financial interests which may conflict with their commitment to effectively perform their jobs. Any

employee who is actively engaged in business interests outside the scope of his employment at the Bank shall be required to disclose the details of such business activities in writing. An employee should obtain the approval of Human Resources Department before rendering services to another employer. Also, employees are not allowed to trade the bank stocks in any stock exchange and particularly Kuwait stock exchange employees should not engage in any outside business activity, project of investment which by its nature, or scope could:

- Involve a conflict of interest that might divert the employee from discharging their duties in an impartial manner.
- Interfere with the satisfactory performance of work with the Bank or divert employee from paying attention to his daily work.
- Result in a compromise or misuse of authority or information.
- Adversely affect the interests or reputation of the Bank.
- Personal or family matters must not at any time influence business decisions.

### **3. Related Party Transactions**

The Bank is committed to upholding the highest ethical and legal conduct in fulfilling its responsibilities and recognizes that related person transactions can present a heightened risk of actual or apparent conflicts of interest.

Two or more parties are related parties when:

- One party has direct or indirect control of the other party; or
- The parties are subject to common control from the same source; or
- One party has influence over the financial and operating policies of the other party to an extent that the other party might be inhibited from pursuing at all times its own separate interests;
- They are close family.

Related Party Transactions are governed by the Bank's Related Party Transaction Policy which states the rules and procedures that govern such transactions. Any credit extension to the Bank's related parties, including Board members, are made in accordance with the same terms and conditions as applied to other customers without any preferential terms and

in conformity with the instructions issued by the Central Bank of Kuwait. And Related Party Transactions must be disclosed in line with the requirements of the Central Bank and other regulatory authorities.

A Board member should refrain from participating in Board meetings that will involve discussing or voting on items related to private business of the concerned Board member. The Bank's Internal Audit Department will periodically review and verify the adequacy of the Bank's internal control systems in connection with related party transactions.

#### **4. Interaction with Others:**

Employees are expected to act with integrity and honesty in their dealings with customers and other parties with whom the Bank is connected and in all internal matters. No Directors, officer or employee should act in a manner, which could lead to any damage to our reputation. The manner in which we interact with others shall reflect the public's perception of the Bank's culture and values. Consequently, Directors and employees shall be made to realize the importance of their role as representative of an Islamic Bank in all interactions with customers, outside agencies.

#### **5. Data Confidentiality:**

Directors, officers and employees may become aware of non-public information. A Directors may never use Confidential Information for his or her own personal benefit or to benefit persons or entities outside the Bank. Directors shall not disclose Confidential Information outside the Bank either during or after their service as a Directors of the Bank, except with the express or implied consent of the Board or as required by law.

"Confidential Information" means all non-public information entrusted to or obtained by a Directors by reason of his or her position as a Directors of the Bank. It includes, but is not limited to, non-public information that might be useful to competitors or harmful to the Bank or its customers if disclosed, such as:

- Non-public information about the Bank's financial condition, prospects or plans, its marketing and sales programs and research and development information, as well as information relating to mergers and acquisitions, stock repurchases and divestitures;

- Non-public information concerning possible transactions with other companies/banks or information about the Bank's customers, suppliers or joint venture partners that the Bank is under an obligation to maintain as confidential; and non-public information about discussions and deliberations relating to business issues and decisions between and among employees, officers and Directors.

Respect for confidentiality is the cornerstone of trust and confidence as well as a legislated obligation. Board members must at all times respect the confidentiality of any client names and circumstances that might identify clients. Similarly, all matters dealt with by the Board during meetings and matters related to personnel, financial dealings, investments and business plans must be held in strictest confidence. Confidentiality means Directors may not relate such matters to anyone including immediate family members. The duty of confidentiality continues indefinitely after a Directors has left the Board.

All employees, must not disclose, copy or use, during and after their employment with the Bank, except in the proper course of employment duties with the Bank, as permitted by the Bank, as required by law, or where the disclosure is protected under corporate governance legislation, any:

- trade secret, intellectual property or any information concerning: the business, financial arrangements or position of the Bank; client lists or prospective client lists; advices to clients or other documents provided to clients; methods of operation, source codes or computer systems; proposals or plans for marketing, promotion or other business activities; any of the dealings, transactions or affairs of the business of the Bank or its clients; or any of the terms of contracts, arrangements or transactions between the Bank and its clients and customers;
- technical information pertaining to the Bank's business that is not in the public domain including, but not limited to, financial models, presentations, research activities and ideas;
- personal information including identity of employees, directors, consultants employed or engaged by the Bank; and
- any information which the Bank designates as being confidential or that might reasonably be expected by the Bank to regard as confidential, to any person or for any purpose.

All employees must take reasonable and necessary steps to maintain the confidentiality and prevent the disclosure of Confidential Information, immediately notify the Bank of any suspected or actual unauthorized use, copying or disclosure of Confidential Information, and

provide any assistance required by the Bank in relation to any steps the Bank may take to protect Confidential Information.

## **6. Accepting & Presenting Gifts:**

Directors and employees should refrain from accepting any gifts, either monetary or otherwise, from clients or contractors. Small gifts of minor monetary value not more than KD 25/- (such as corporate gifts, calendars etc. bearing the inscription of the giver may be accepted).

The offer of invitations, gifts, payments, services, hospitality or other benefits which could be seen to affect the concerned Directors or employee's ability to exercise independent judgment should in all cases be notified to the Head of HR. As a general rule, meals, refreshments, entertainment, accommodation or travel of reasonable value, should only be accepted on the basis that the expense would be deemed to be an appropriate business expense if it were to be charged to the Bank.

Employees must not solicit or accept gratuities, directly or indirectly, from clients, or other parties dealing with the Bank in connection with work that the employee is responsible for.

Gifts, sponsorships or invitations may not be accepted by an employee, where such could be deemed to influence or compromise the employee's position or any business decision by the Bank.

## **7. Bribery and Corruption:**

No Directors or employee of the Bank should, directly or indirectly, offer or accept bribes. Every demand for a bribe whether in business or privately must be refused and reported immediately to the Chairman or the CEO. All members of the Bank must not engage in transactions in which they have grounds to suspect that bribes are involved. Any attempts at bribery and corruption in all business segments both with regard to the work of our business partners and our own employees and colleagues must be discouraged and avoided. The Bank's business must be undertaken correctly and in observance of the law. Should we suspect that one of our partners does not act in compliance with our ethical principles, it must be made clear to him that we do not approve of this conduct and reserve the right to terminate the relationship.

## **8. Press:**

A Directors or any employee should be careful when socializing or interacting with the press by chance or appointment, as employees are not authorized to speak on behalf of the bank or release any information related to the bank's activities. Any such authorization must come from the authorized official from the Corporate Communications Unit.

## **9. Non-discrimination:**

A Directors or any employee must deal with current and prospective customers and colleagues without any discrimination because of race, color, religion, sex and creed. Hence, the work environment is to be free from disruptive influences, which can interfere with or interrupt the Bank's work, as such behavior or attitude may lead to termination.

## **10. Maintenance of Bank Equipment:**

All employees should preserve the bank equipment and use them effectively without wasting unnecessary stationary, electricity, effort or time.

## **11. Compliance with Laws and Regulations:**

All directors, officers and employees of KIB must abide by the prevailing local laws and regulations in their dealings and activities.

Any transaction undertaken in the name of the Bank that would violate the laws, rules or regulations of any country or its political subdivisions in which this Bank conducts business is prohibited. Any form of bribery or attempt of bribery to gain business or financial advantages to a government official or any other persons by directors, officers and employees is strictly prohibited.

Directors, officers and employees must not engage in fraud or any form of infringement of the rights of others and neither should they involve themselves or the Bank with contractors and clients intending to commit fraudulent or illegal activities.

All directors, officers and employees of KIB must be honest in all their dealings and communications with clients, auditors, superiors, and contractors.

Directors, officers and employees must abide by CBK instructions related to protection of banks' clients issued by virtue of circular No. (2/BS/IBS/2015/349) dated 5 July 2015 and

not to intentionally or unintentionally mislead existing or prospective clients about the results that can be achieved by utilizing the Bank's services. Furthermore, directors, officers and employees may not suggest tools that would violate the law in order to fulfill the requirements of the client.

If any uncertainty arises as to whether a course of action is within the letter and spirit of the law, advice should be obtained from the Bank's Chief Executive Officer or his designee.

Observing the law is a minimum requirement. The Bank's Code envisions a level of ethical business conduct well above the minimum required by law.

## **12. Anti-Money Laundering Controls:**

Money laundering refers to introducing money from criminal sources into the legal business cycle. The Bank is committed to preventing and combating money laundering. Every Directors and employee of the Bank must conduct only those transactions in which our partners have been clearly identified. In uncertain cases advice must be taken from the AML Unit to investigate the business background. in compliance with AML/CFT Law No.106 of 2013, as amended, and in order to prevent involvement in transactions possibly related to money laundering, all employees of the Bank must critically analyze the transactions underlying our commitment and document any suspicious elements

## **13. Personal Finances of Staff Members:**

All employees are expected to conduct and manage their personal and financial affairs in a responsible manner. Employees are expected to manage their credit matters professionally.

## **14. Confidential Reports (whistleblowing):**

Kindly refer to the attached Whistleblowing Policy.

## **15. Use of Bank's Assets:**

The Board and each Directors shall act as a guardian of the Bank assets and ensure that Bank assets are used for legitimate business purposes only. Directors, officers and employees are prohibited from using Bank assets, confidential or proprietary information or position for personal gain.

## **16. The Bank Has a Comprehensive Information Security Policy Approved by the Board of Directors**

The Bank's computers, networking resources, electronic communications systems (including e-mail), telephone and voice systems and other computer-processed information (collectively, bank's information technology systems") are the property of the Bank, and are provided as a tool to enhance and facilitate business-related communications. All employees, therefore, should use the Bank's information technology systems to provide service to customers and for other business purposes. The Bank's information technology systems may not be used to create, store or transmit information that is unusual, harmful, unlawful, sexually, discriminatory, harassing, profane, abusive or derogatory towards others. The bank's information technology systems may not be used to intentionally access web sites which contain illegal, sexually or racial content.

All Directors and employees are required to exercise the highest standards of corporate and social behavior in all of their information technology systems usage, language and communications.

## **17. Financial Relations with Customers:**

Financial relations shall not be established between staff accounts and customers' accounts. Employees shall not consent to act as an agent or an official power of attorney holder for or on behalf of any customer for managing their accounts. Bank's staff shall not provide collateral or stand guarantee for any facility extended by the Bank to any customer.

## **18. Intellectual Property:**

Intellectual property, including, but not limited to, patents, trademarks and copyrights, developed or otherwise acquired by KIB employees, using KIB resources during their employment with KIB and which is related to KIB's business is the property of KIB. All employees with access to KIB intellectual property must not improperly disclose or use the intellectual property either during or after employment with KIB, unless proper authorization is received.

## 19. Sexual Harassment

The Bank believes in providing its employees an environment free from all forms of discrimination and conducts which can be considered harassing, coercive, or disruptive, including sexual harassment. Anyone engaging in harassing conduct will be subject to discipline, ranging from a warning to termination.

Any unwanted physical, verbal or visual sexual advances, requests for sexual favors, and other sexually oriented conduct which is offensive or objectionable to the recipient, including, but not limited to: epithets, derogatory or suggestive comments, slurs or gestures and offensive posters, cartoons, pictures, or drawings would be considered as an act of Sexual Harassment.

Unwelcome sexual advances either verbal or physical, requests for favors and other verbal or physical conduct of a sexual nature constitute sexual harassment when:

- Submission to such conduct is either an explicit or implicit term or condition of employment e.g., promotion, training, timekeeping or overtime assignments.
- Submission to or rejection of the conduct is used as a basis for making employment decisions hiring, promotion, termination.
- The conduct has the purpose or effect of interfering with an individual's work performance or creating an intimidating, hostile, or offensive work environment.

Sexual harassment does not refer to occasional compliments of a socially acceptable nature. It refers to behavior that is not welcome, that is personally offensive and that debilitates morale.

Any employee who feels that he/she has been subject to sexual harassment, he/she must immediately report the same, verbally or in writing, to the HR GM, concerned Unit Head, or the respective department GM. In all cases, and by virtue of the applicable laws, the employee shall have also the right to refer the matter to the State official authorities.

The complaint would be investigated and appropriate action will be taken by the management of the Bank.

## **20. Customer Complaints**

Banks should give due attention to complaints raised by clients and customers, and should look into the matter accurately and professionally and provide their response at the earliest. All complaints must be routed through the Bank's Customer Complaints Unit.

## **21. Insider Trading**

Directors, officers or employees in possession of material information about the Bank must abstain from trading in its securities until such information is generally and publicly available by means of a press release or other public filing.

Such material "inside information" might include earnings estimates, stock and dividend activity, changes of control or management, pending mergers, sales, acquisitions, reserves numbers or other significant business information or developments.

Providing such inside information to others who then trade on it is also strictly prohibited.

## **22. Fair Dealing**

The Board will not resort to unethical or illegal activities in the conduct of Bank business including any improper dealing practice. Each Directors, officer and employee should endeavor to deal honestly and ethically with the Bank's directors, officers, employees, auditors, advisors, customers, suppliers and competitors while engaged in business on behalf of the Bank.

Non-compliance with this Code or the law or other unethical or impartial business practices while acting on behalf of the Bank are forbidden and may result in disciplinary action, including termination.

## **23. Corporate Opportunities**

Directors, officers and employees are prohibited from accruing for themselves personally or for members of their immediate family any opportunity that may be of interest to the Bank that is discovered through the use of corporate property, information or position unless such opportunity is first offered to the Bank and the Bank affirmative determines not to pursue

it. Each Directors, officer and employee will be prohibited from engaging into business that would result in competition with KIB.

Bank members who discharge civic responsibility through membership of public or quasi-public decision making bodies school boards, town councils, clubs, etc. should be alert to possible conflicts of interest and declare any such conflict as these institutions may also be the consumers of financial services and therefore actual or potential customers of the Bank. Accordingly, members must be scrupulous in declaring any such conflict of interest and judge carefully whether circumstances warrant withdrawal from deliberations on the placements of Bank's business. Where members do accept positions as directors in companies or other banks, in social or other clubs, they should avoid any potential conflict of interest by declaring the nature of their interest in formally constituted meetings of the organization and if required, to follow the organization's rules in respect to non-voting in such situations.

## **24. Health, Safety and Environmental Protection**

KIB is committed to conducting its business in a manner designed to protect the health and safety of its employees, its customers and the environment. KIB employees must comply with all relevant laws and regulations, and must promptly report to their management any conditions that may pose a health, safety or environmental hazard.

## **25. Compliance and Implementation**

Each Directors, officer and employee is responsible for knowing the contents of this Code of Conduct and adhering to the standards as detailed herein.

Questions of interpretation or application of this Code with respect to a particular situation should be addressed to the Bank's Chief Executive Officer or his designee. Such requests may be made in writing or orally and will be handled discretely.

Any suspected violation of applicable laws, rules or regulations or this Code, including any transaction or relationship that reasonably could be expected to give rise to a conflict of interest, should be reported promptly to the Bank's Chairman or his designee, without regard to the usual lines of reporting. Every reasonable effort will be made to ensure that all questions and information will be handled discretely.

## **26. Sanctions**

Disciplinary measures will be taken in the event of violations of the Code. This also applies to negligence in communicating this code and other guidelines. These measures will be carried out by the Human Resources Department following discussion with the employee's supervisor and may include termination of employment and prosecution.

## **27. Administration and Waiver of Code of Conduct:**

This Code of Conduct shall be administered and monitored by the Head of Human Resources. All members of the Bank are required to follow this manual at all times. Generally, there should be no waivers to this Code. However, in rare circumstances, conflicts may arise that necessitate waivers, which will be evaluated on case to case basis by the CEO. However for directors and executive officers, only the Board of Directors will have the sole and absolute discretionary authority to approve any deviation or waiver from this Code.

# **KIB Whistleblower Policy**

## **1. DEFINITION**

A whistleblower is defined as a person who, in good faith, submits evidence or maybe considered to be evidence, confidential or anonymous allegation of misconduct or potential wrongdoing

Whistleblowers are not those who raise issues or concerns through the normal business or management channels in an open, non-confidential manner.

## **2. INTRODUCTION**

All employees of Kuwait International Bank ("KIB") are encouraged to raise genuine concerns about possible improprieties in matters of financial reporting and other malpractices at the earliest opportunity, and in an appropriate way.

This policy is designed to:

- support KIB's core values;
- ensure employees can raise concerns without fear of suffering retribution; and
- provide a transparent and confidential process for dealing with concerns.

This policy not only covers whistleblowing relating to possible improprieties in matters of financial reporting, but also:

- fraud.
- corruption, bribery or blackmail.
- criminal offences.
- failure to comply with a legal or regulatory obligation.
- miscarriage of justice.
- endangering the health and safety of an individual.
- concealment of any of the above.

### **3. PRINCIPLES**

- All concerns raised by a whistleblower will be treated fairly and properly.
- It is imperative that all allegations are backed with evidence that could justify them.
- KIB will not tolerate the harassment or victimization of anyone raising a genuine concern.
- Any individual making a disclosure will retain their anonymity unless they agree otherwise.
- KIB will ensure that any individual raising a concern is aware of who is handling the matter.
- KIB will ensure no one will be at risk of suffering some form of retribution as a result of raising a concern even if they are mistaken. KIB, does not however, extend this assurance to someone who maliciously raises a matter they know is untrue.

### **4. PERSONS COVERED**

The Whistleblower Policy provides protections to all directors, officers, managers and employees who report, in good faith, suspected violations by other directors or staff members.

## 5. WHISTLEBLOWING PROCEDURE

If any employee believes reasonably and in good faith that malpractice exists in the work place, then he or she should report this immediately to the:

- Chairman of the Board [contact details].

The Chairman shall assess each case and will decide on the most appropriate investigation channels and recourses to deal with all complaints raised and, if necessary, will route them to the related committee (e.g. Audit Committee and/or Board of Directors to reach a decision).

If these channels have been followed and employees still have concerns, or if employees feel the matter is so serious that it cannot be discussed with any of the above, they should contact the regulatory entities.

Employees, who have raised concerns internally, will be informed of who is handling the matter, how they can make contact with them and if there is any further assistance required, KIB will give as much feedback as it can without any infringement on a duty of confidentiality owed by KIB to someone else.

Employees' identities will not be disclosed without prior consent. Where concerns are unable to be resolved without revealing the identity of the employee raising the concern, (e.g. if their evidence is required in court), KIB will enter into a dialogue with the employee concerned as to whether and, how the matter can proceed.

