

BAPCO ENERGIES B.S.C (CLOSED)
THE WHISTLEBLOWING POLICY

Version Control

Policy

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ABBREVIATIONS & GLOSSARY

Abbreviation	Description
Adverse Personnel Action	Any act, conduct, decision or failure to take appropriate action by management which may affect the Employee negatively, including but not limited to a disciplinary suspension contrary to the law; unlawful termination; an involuntary demotion; rejection during probation without reasonable justification; a performance evaluation in which the Employee's performance is generally evaluated as unsatisfactory; an involuntary resignation; an involuntary retirement; an involuntary reassignment to a position with demonstrably less responsibility or status as the one held prior to the reassignment; compensation; increment; promotion; job location; job profile; immunities; leaves; training; or other privileges.
Alleged Wrongful Conduct	Violation of law, breach of duty of care, infringement of the Company's Code of Conduct, misappropriation of monies, and actual or suspected fraud or abuse of authority of a financial or legal nature, or willful breach of Company Policy.
Audit Committee	The audit committee of the Company which has been established as a committee of the Board.
Board	The Board of Directors of the Company.
Chairman	The Chairman of the Board
Chairman's Office	The office of the Chairman which is represented by personnel overseeing the whistleblowing procedures or such other person(s) or service provider nominated by the office of the Chairman.
Code of Conduct	The code or manual sets out the Company's defined set of rules, principles, values, employee expectations, behaviors, and relationships that a business considers important and believes necessary for its success.
Company, or Bapco Energies	Bapco Energies
Ethics Committee	<p>A sub-committee of the Bapco Energies Audit Committee with accountability to oversee and monitor the overall Governance, Execution, and Reporting of whistleblowing cases arising from the Whistleblowing system established under the Chairman's Office.</p> <p>The Ethics Committee shall comprise of and led by independent representative(s) from the Chairman's Office and such other Board member or officers from Bapco Energies as nominated by the Chairman's Office representative(s).</p>

GCEO	The Group Chief Executive Officer of the Company
Good Faith	A sincere belief or motive without any malice or the desire to defraud others. An Employee shall be deemed to be whistleblowing in “good faith” if there is a reasonable basis to suspect Unethical and Improper Practices or any other Alleged Wrongful Conduct. Good Faith shall be deemed lacking when the Employee does not have personal knowledge of a factual basis for the whistleblowing or where the Employee knew or should have known that the whistleblowing is malicious, false, or frivolous.
Grievance	A grievance is any type of problem, concern or complaint related to work or the work environment. Grievances typically concern the employees exclusively, such as how they are being treated (personal interest), and do not impact the wider group/people within the Company.
Internal Auditor	The person in charge of the internal audit function of the Company.
OpCos	Companies owned by Bapco Energies which have operations, and which are majority-owned by the Company.
Policy	This Whistleblowing Policy
Unethical and Improper Practices	<ul style="list-style-type: none"> a) An act that does not conform to approved standards of social and professional behavior; and b) An act involving unethical business practices; and c) Improper, wrongful, or unethical conduct; d) willful breach of Company Policy; and e) Breach of the Code of Conduct or morally offensive behavior. <p>In general, the above conducts will be seen as wrongdoings (whether from financial, ethical, legal, environmental, operational or other perspectives) and include corruption, theft, fraud, misuse of company property or cash, and abuse of official position for personal gain.</p>
Whistleblower	A whistleblower is a person who blows the whistle in Good Faith following the process as prescribed in this Policy, including current, former, or temporary employees of the Company, vendors, contractors, or other service providers.
Whistleblow(ing)	Whistleblowing is a confidential and anonymous communication to the designated individual or authority within the Company to expose and/or inform the Company of alleged or potential fraudulent, immoral, unethical, or malicious activities, discrimination, or some other type of adverse occurrence that violates a law, regulation, policy, morals, and/or ethics and especially those matters that jeopardize the credibility and reputation of the Company.
Whistleblowing Channel	The channel or medium approved and described in this Policy to Whistleblow Unethical and Improper Practices as prescribed by this Policy.

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SECTION 1 – INTRODUCTION

- 1.1. Under the leadership and guidance of His Highness Shaikh Nasser bin Hamad Al Khalifa, His Majesty the King’s Representative for Humanitarian Works and Youth Affairs, Chairman of Bapco Energies”, Bapco Energies is committed to implementing the highest level of corporate governance and streamlined integrated control systems to deter, detect, and prevent improper or illegal activities.
- 1.2. This Policy is designed to detect and prevent wrongdoings that may impair the group financially, operationally, reputationally, or legally. Any member or stakeholder of the Bapco Energies group can play a role in reporting suspicious activity that the current internal controls may not detect. Fraudulent activities, illegal activities, or activities that may constitute malpractice, miscarriage of justice, unethical conduct, or any other act, which is not in line with the Code of Conduct, are all subjects that can be reported to the Chairman’s Office using the Whistleblowing Channel.
- 1.3. This Policy applies to all the Board members, executive management, senior management, and employees (of any classification) of the Company and OpCos with a majority shareholding in the Kingdom of Bahrain and overseas branches (individually or collectively referred to as “Employee(s)”). It also applies to those providing the Company with services, including agents, consultants, auditors, suppliers, and other service providers under contract with the Company (“Third Parties”). However, each OpCo may have a supplemental process and procedures to implement the directives of Bapco Energies and The Chairman’s office to carry out investigations and take corrective actions arising from Whistleblowing cases.
- 1.4. This Policy does not invalidate the Company’s Grievance procedure or its disciplinary process and procedures but is intended to focus on Whistleblowing cases to provide more avenues for Employees and Third Parties to disclose Unethical and Improper Practices.

SECTION 2 – OBJECTIVES

- 2.1. This Policy is designed with the following objectives:
 - 2.1.1. To create an environment whereby the staff and others are encouraged to reveal and report, without any fear of retaliation, subsequent discrimination, and of being disadvantaged in any way, any malpractice, fraudulent, illegal, immoral, unethical, or malicious activity or conduct, which in their opinion may cause financial or reputational loss to the Company.
 - 2.1.2. To provide Employees with the opportunity to escalate any Unethical and Improper Practices directly to the Chairman and prohibit managerial personnel from taking adverse action against Employees for doing so.
 - 2.1.3. To provide an internal mechanism for reporting, investigating, and remedying any wrongdoing in the workplace.

SECTION 3 – POLICY STATEMENTS

- 3.1. The aim of this Policy is to cover concerns raised by individuals that could have a material impact on the operations, performance, and reputation of the Company. It includes, but is not limited to, the following:

Financial Misconduct - examples include falsification or destruction of business or financial records, misrepresentation, or suppression of financial information. Non-adherence to internal financial reporting policy/controls, including management overrides and auditor's independence concerns.

Suspected Fraudulent Activity - examples include theft, defalcation, insider trading, market manipulation, corrupt practices, including giving or receiving bribes or other improper benefits, and over-billing or billing for services not performed. Breach of the Company's policies, laws, and regulations, such as conflicts of interest, breach of duty of care, and breach of anti-money laundering law.

General – examples include harassment or discrimination of any kind or conduct that may or could result in health and safety risks affecting not only the Company's Employees but also its contractors and the general public (such as substantial and imminent danger to the health or safety of one or more persons or to the natural environment); aiding and abetting an offender or deliberate concealment of any wrongdoing such as those mentioned above or noncompliance with legal, regulatory, and internal policies and procedures.

SECTION 4 - PROTECTION

4.1. The Company is committed to treat a Whistleblower's identity with utmost confidentiality. Confidential means that the Whistleblower's identity will be shared only on a need-to-know basis to effectively conduct any investigation and follow up action (including, if necessary, disciplinary action) on your concern, or where there is a legal requirement to do so. In addition, an Employee who Whistleblows internally will also be protected against any Adverse Personnel Action. Such protection, if made in Good Faith, is accorded even if the investigation later reveals that the Whistleblower is mistaken as to the facts and the rules and procedures involved.

4.2. If the Whistleblower makes an anonymous report, the Company may still investigate the Alleged Wrongful Conduct, but it may be more difficult to investigate an anonymous concern due to difficulty in obtaining specific details and/or answers to follow up questions. Regardless of how a report is made, we encourage you to share all the information you have concerning the Alleged Wrongful Conduct. Providing sufficient details will help the Company in conducting a thorough and effective investigation.

4.3 Any Whistleblower who reasonably believes that Adverse Personnel Action has been taken against him/her due to his/her disclosure of information under this Policy may seek redress in accordance with this Policy. If proven that the Whistleblower suffered any form of retaliation due to their disclosure, disciplinary action will be taken against any retaliator/s (including termination of employment, if warranted). However, this Policy does not protect a Whistleblower or an Employee from adverse action which occurs independently of his disclosure of Unethical and Improper Practices and is related to poor job performance or any other disciplinary action unrelated to a disclosure made under this Policy.

4.4. An Employee who knowingly and deliberately makes false allegations of Unethical and Improper Practices or Adverse Personnel Action under this Policy shall be subject to disciplinary action (including termination of employment, if warranted) in accordance with the Company's rules, policies, and procedures. Further, this Policy may not be used as a defence by an Employee against whom Adverse Personnel Action has been taken independent of any disclosure of information by him/her and for legitimate reasons or cause under the Company's rules and policies.

4.5. An allegation that could not be proven true due to a lack of sufficient evidence shall not necessarily constitute a false allegation.

SECTION 5 - CONFIDENTIALITY

5.1. This Policy encourages a robust speak-up culture and provides additional security that helps the Whistleblower feel comfortable reporting.

5.2. Particular care should be taken not to disclose the matter of Whistleblowing or the cause thereof to any person or entity outside the Company. Both the Whistleblower and the Company shall maintain the confidentiality of the subject of the complaint.

5.2. All concerns and complaints will be processed and treated in a highly confidential manner by the Company. Any individual making a disclosure may remain anonymous unless they agree otherwise. If individuals report their concerns anonymously, such anonymity will be respected.

5.3 However, whilst Employees can choose to remain anonymous, remaining complete anonymity may make it more difficult for the Company to investigate the issue or take the necessary action. Opting to disclose the Whistleblower's identity would allow the Company to contact the Whistleblower directly to discuss his/her concerns and assist with any questions or concerns that the Whistleblower may have about the process. This will help the Company to investigate the complaint more quickly and efficiently.

SECTION 6 - RIGHTS AND OBLIGATIONS (OF THE IMPLICATED PERSON)

6.1. Any of the Company's Employees implicated by the Whistleblowing report must be notified in good time of the claim made against him/her, provided that this notification does not impede the procedure's progress for substantiating the claim. The implicated person's identity will be treated with the utmost confidentiality.

6.2. The implicated person has the right to a fair hearing; if it is not possible to hear him/her directly, the chairperson of the Ethics Committee in consultation with the Audit Committee (if required) shall decide on the measures required. The implicated person is obliged to furnish factual and accurate information as known by him/her and to preserve the confidentiality of the case.

SECTION 7 – REPORTING PROCEDURES & INVESTIGATIONS

7.1. An Employee who observes or suspects Unethical and Improper Practices in the Company may report the matter through a Whistleblowing Channel and in accordance with the process set out in Appendix 1 hereto.

7.6. The Ethics Committee as established by the Chairman's Office will ensure that a quarterly report on all Whistleblowing cases (if any) and the corrective measures taken are furnished to the Audit Committee and/or Board (depending on the materiality of the matter).

7.7. Reporting can be made in any of the following ways:

- a. Speaking to your direct supervisor, line manager or personnel in the Company's human resources department if you are comfortable doing so; or
- b. Directly on the Company's website at: <https://www.bapcoenergies.com/en>

SECTION 8 - POLICY REVIEW

This policy should be reviewed periodically based on changes in the Company's processes, systems, or regulatory requirements.

Any questions or clarification that may arise on this Policy may be raised to the Chairman's Office or the Company's legal department.

SECTION 9 - COMMUNICATION OF THE POLICY

9.1. This Policy shall be made available to all Employees online via the Company's portal.

9.2. To ensure this Policy is the current version shall be maintained on the Company's network and the Company's official website.

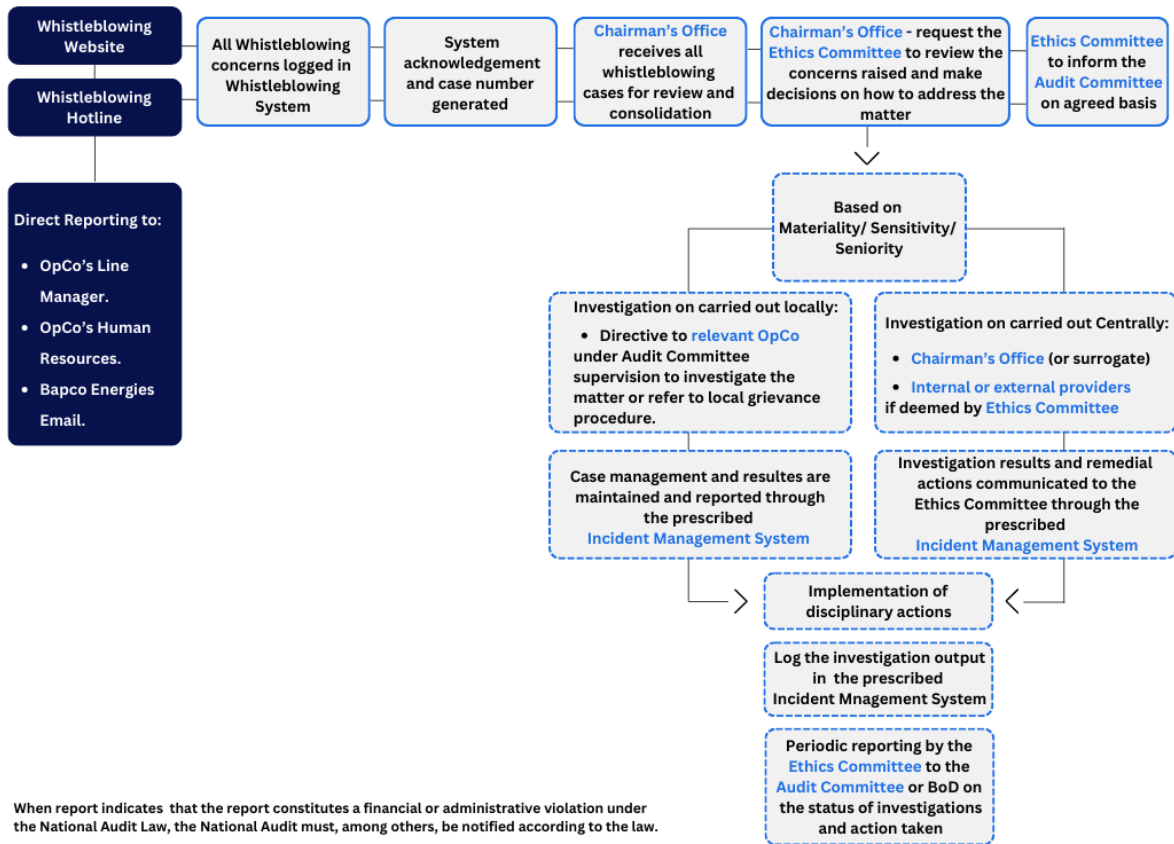
SECTION 10 - AMENDMENTS

This Policy shall be reviewed from time to time, and any material amendments to the Policy shall be approved by the Board save where it relates to its guidelines and procedures, which will fall within the purview of the Audit Committee in consultation with the Chairman's Office.

Appendix 1 – Reporting Procedures

1. Upon receiving a Whistleblower report, the Chairman's Office will request the Ethics Committee to review the concerns raised.
2. The Ethics Committee shall review the concerns raised and make a decision on how to deal with the matter. Substantiation of the allegations and investigations could be carried out by the Chairman's office (or surrogate), or where appropriate, shared with the relevant Opco's audit committee depending on the materiality and sensitivity of the concerns raised as determined by the Ethics Committee.
3. All investigations and actions taken whether performed by the Chairman's office (or surrogate) or carried out in the local operating companies, shall use the designated Incident Management System prescribed by Chairman's office for tracking and reporting.
4. If the Chairman's Office or the Ethics Committee deems it necessary to have available a resource with a specific skill set that is not available within the Company or subsidiaries, internal or external providers may be sourced to assist in the investigations.
5. The substance of the Whistleblowing case, the Whistleblower's identity, and the accused/implicated person shall be treated with utmost confidentiality unless disclosure is mandated by any regulatory process and/or legal proceeding.
6. If, subsequently, a Whistleblower believes that there has been a breach of confidentiality, the Whistleblower can complain to the Chairman's Office or the Ethics Committee, who will commission an investigation of the matter, and disciplinary action will be taken against the person who jeopardised the anonymity of the Whistleblower.
7. The Chairman's Office or the Ethics Committee may inform and involve other Company staff or external parties on a need-to-know basis to the extent necessary to assist them in discharging their duties including in order to investigate the allegations successfully.
8. The Whistleblower should not attempt to conduct investigations, interviews, or questioning personally.
9. The investigating team's investigation will be done thoroughly, in a timely manner, and fairly in coordination with relevant members of the Company's senior management where there is not conflict and practicable. The investigation will be independent of the Whistleblower and all other persons alleged to be involved in the Whistleblowing complaint.
10. The Chairman's Office or the Ethics Committee will keep the Audit Committee advised of the outcome of the investigations and will communicate the same to the GCEO and any other executive who will be involved in determining the suitable remedial action, including any disciplinary action, as it may be deemed necessary.
11. Depending on the materiality of the investigation results, the Ethics Committee or the Audit Committee in consultation with the Chairman's Office may (where appropriate) meet with the GCEO and other executive management to discuss the results and explore the available disciplinary actions.
12. In cases that pertain to high-level Company employees (executive management), the investigation results could be submitted directly to the Chairman's Office or the Ethics Committee where deemed appropriate.

Flowchart



Appendix 2 – Roles and Responsibilities

The roles and responsibilities of the respective parties under this Policy are as follows:

1. The Audit Committee promotes the independence needed for Whistleblowing combined with the authority to enforce decisions taken in response to complaints. In return, the Audit Committee reports to the Chairman on the complaints received, and actions taken.
2. The Ethics Committee shall manage the execution and administration of this Policy unless the Audit Committee or the Chairman, via the Chairman's Office, is of the view that the confidentiality of the information or the seniority of the involved persons require the report be administered directly by the Chairman's Office to promote utmost confidentiality and independence. Depending on the materiality of each matter, the Ethics Committee shall report its findings to the Audit Committee.
3. Where the Whistleblowing involves the OpCos, the Chairman via the Chairman's Office or the Ethics Committee may refer the matter to the respective OpCos, provided that the allegations are not directed to the management of such OpCos.
4. All Whistleblowing cases will be channeled to the Chairman via the Chairman's Office, to assess the complaints and refer the matter to the Ethics Committee or, where required, a specialized investigation committee, both of whom shall report back to the Audit Committee and the Chairman's Office on the findings of the investigation. The Chairman's Office regularly reports to the Chairman on updates on the policy and its execution.