

Alpha Data



ANTI-BRIBERY AND CORRUPTION POLICY

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UPDATING

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1. Introduction

1.1. Document Custodian

- 1.1.1. This Policy is owned by Alpha Data [PJSC] ("**Alpha Data**" or the "**Company**"), which has ultimate responsibility for implementing this Policy.

1.2. Document Maintenance

- 1.2.1. This Policy shall be reviewed annually by Alpha Data in liaison with the Company's Compliance and Legal Departments to ensure applicability and continuity in accordance with the approved DoA.
- 1.2.2. Any changes to this Policy may be requested to and/or initiated by Alpha Data under the following circumstances:
 - a) There is a consensus that change is needed, a new Policy direction is required, or that old strategies are not working as well as they could;
 - b) The current Policy exposes Alpha Data to unnecessary risk;
 - c) Practical application of this Policy identifies issues and appropriate action to remedy these issues;
 - d) The current Policy does not reflect industry best practice; and/or
 - e) There are changes to the "**Applicable Laws**" and regulations.
- 1.2.3. Any proposed amendments to this Policy shall be approved by the Board of Directors (the "Board") in line with the approved DoA and incorporated into this Policy in line with the Authority.
- 1.2.4. An amendments table will be kept to record the changes in this Policy, along with an approvals table which will be kept to record the approval of new versions of this Policy from time to time.

1.3. Document Purpose

- 1.3.1. The purpose of this Policy is to outline the guidelines relevant for Alpha Data to conduct its business in an honest and ethical manner and deal with potential Bribery and Corruption matters in compliance with the UAE Relevant laws and regulations and in line with leading practices.
- 1.3.2. Alpha Data takes a zero-tolerance approach towards all forms of Bribery and Corruption and all forms of retaliation against those who report potential Bribery and Corruption matters in good faith.

- 1.3.3. This Policy applies to all individuals working within and for Alpha Data at all levels/grades. It is a mandatory requirement that all individuals subject to this Policy are fully familiar and compliant with its content.
- 1.3.4. This Policy also applies to Third Parties engaged by Alpha Data, including suppliers, service providers, consultants, advisors, contractors, and joint venture partners as well as any Government Officials.
- 1.3.5. This Policy shall be read in conjunction with Alpha Data's Code of Conduct, Related Party Transactions Policy, Conflict of Interest Policy, Fraud Risk Policy, Disclosure and Transparency Policy, Whistleblowing Policy, and other applicable policies, laws, and regulations.

(Refer to the relevant policies for further information)

- 1.3.6. If any provision of this Policy contradicts with Applicable laws and regulations, the Applicable Laws and regulations shall supersede the requirements of this Policy from the date such Applicable Laws and regulations become effective, and the Policy shall be updated to ensure compliance with such Applicable Laws and regulations.
- 1.3.7. Alpha Data's foreign subsidiaries/branches, if any, are responsible for ensuring that their policies and practices are consistent and compliant with any anti-bribery and corruption requirements of applicable local law and with this Policy.

2. Policy

2.1. Objective

- 2.1.1. Alpha Data is committed to the prevention, deterrence and detection of fraud, bribery and all other corrupt business practices. It is Alpha Data's policy to conduct all of its business activities with honesty, integrity and the highest possible ethical standards and vigorously enforce its business practice, in all of its operations, of not engaging in bribery or corruption.

2.2. Guidelines

- 2.2.1. Alpha Data's Employees, Directors and Board Committee Members shall carry out their business roles and responsibilities in an honest and ethical manner and observe the provisions of international legislation concerning Bribery and Corruption in respect of its conduct both when working in the UAE as well as overseas.
- 2.2.2. Alpha Data's operations shall be conducted with similar levels of integrity and shall not vary depending on where the work is conducted or with whom.
- 2.2.3. In protecting its reputation, as well as that of its Employees, Directors and Stakeholders, Alpha Data shall establish adequate mechanisms to ensure laws and regulations are observed.
- 2.2.4. For this reason, Alpha Data shall not accept any behaviour or action from Employees, interns and consultants, Directors or Board Committee Members which involve giving or taking Bribes or could be construed or interpreted as a promise to give, an offer or receive or give any benefit, award, or similar to another person to obtain preferential treatment. For instance, it would be unacceptable for an Employee to accept any form of inducement in exchange for prematurely disclosing contract specifications during a tender process, as this constitutes preferential treatment.
- 2.2.5. Similarly, Alpha Data shall not accept any behaviour or action, which may be construed or be interpreted as corrupt behaviour or action.

2.3. ABC Risk Assessment

- 2.3.1. Risk assessments shall be carried out at an entity level on a regular basis, not less than annually. The level of risk within each department covered will directly influence the depth and regularity of the commensurate risk assessment. Risk assessments shall assess inherent risks and corresponding controls to arrive at a residual risk level in line with the risk rating criteria documented in Alpha Data's risk management framework. Risk assessments shall always consider the inherent risk of Bribery and Corruption. It shall be noted that ABC risk assessment shall be part of the annual risk assessment performed at the entity level.
- 2.3.2. Assessing the risk of Bribery and Corruption necessitates consideration of geographical risks, sectoral risks, transactional risks, Third Party risks, and more. Heightened risk activities include transactions with the government, particularly in Gift expenditures, especially for government officials, use of Company assets for the benefit of Third Parties for non-business

purposes, charitable and political donations and other corporate relations activities, sponsorships, and giving employment to persons connected with government officials.

[Refer to Appendix 5 of this Policy for specific guidance related to assessing the risk of Bribery and Corruption when entering a new jurisdiction as well as Alpha Data's Risk Management Policy for further information]

2.4. Reporting

2.4.1. Any Employee, Director, or Board Committee Member, who encounters a situation or is aware of any situation that is not in line with Alpha Data's Code of Conduct or any of its approved Policies shall be reported using any of the available reporting channels outlined in Alpha Data's Whistleblowing Policy.

[Refer to Alpha Data's Whistleblowing Policy for further information]

2.4.2. The Company's Compliance Department shall ensure that information pertinent to anti-Bribery and corruption Compliance and breaches are reported up the chain, and as appropriate to the board, through the following:

- Incidents identified by the Compliance Department as part of the continuous compliance monitoring process.
- Audit findings observed during regular or special internal audit reviews (as requested by the "ARCC"). It shall be noted that it is the responsibility of the Internal Audit department to report any compliance breaches identified through the internal audit reviews to the Compliance department.
- Whistleblowing cases filed in line with the whistleblowing channels at Alpha Data.

2.4.3. The Company's Compliance Department shall evaluate each Bribery or Corruption incident reported and determine the necessary next steps.

2.4.4. It shall be noted that if the individual who the case is raised against is one of the following:

- Board Member;
- Board Committee Member;
- Executive Management; or
- If the breach has a material impact on the company.

Then, in any of the above cases, the Chairman of the Board shall ensure any Bribery or Corruption event discussed is documented in the minutes of the Board or Board Committee Members' meeting, as appropriate and shall inform the General Assembly ("**GA**").

[Refer to Alpha Data's whistleblowing Policy for further information]

2.4.5. Reporting an existing or potential Bribery or Corruption event shall not have any repercussions or retaliation and shall be kept strictly confidential among the relevant parties

and in line with the confidentiality and protection provisions contained in the Company's Whistleblowing Policy.

(Refer to Alpha Data's Whistleblowing Policy for further information)

- 2.4.6. When reporting a breach of this Policy, the relevant party shall issue a report, which includes as a minimum:
- a) Relevant party's name, title, department and Employee number, if relevant;
 - b) A description of the situation under review and supporting documentation if available;
 - c) Name of the entities and/or individuals involved in a potential Bribery or Corruption event; and
 - d) The location of the incident.
- 2.4.7. The Board shall report all Bribery and Corruption incidents through authorized legal channels, if necessary.
- 2.4.8. If in doubt, consultation with the Company's Compliance Department is recommended.

2.5. Confirmation

- 2.5.1. All Employees, Directors, and Board Committee Members, upon onboarding and annually thereafter, are required to sign an undertaking form confirming their compliance with this Policy and all Applicable Laws and regulations, including a declaration regarding their awareness of any instances or potential occurrences of Bribery and Corruption within Alpha Data.
- 2.5.2. The Company's Compliance Department along with support from the Company's HR Department shall be responsible to drive the confirmation process to ensure all Employees, Directors, and Board Committee Members have signed the undertaking form.
- 2.5.3. Suppliers and other Third Parties shall sign Alpha Data's standard Pre-qualification questionnaire ("PQQ") and confirm their adherence to this Policy prior to being engaged with Alpha Data in line with Alpha Data's Procurement Policy.
- 2.5.4. The Company shall have an in-place mechanism to ensure compliance when conducting business with customers in regard to anti-Bribery and Corruption practices and Applicable Laws and regulations.
- 2.5.5. For Directors or Board Committee Members, the Board Secretary shall obtain a signed undertaking form for anti-Bribery and Corruption confirmation on an annual basis to confirm their adherence to anti-Bribery and Corruption measures.

(Refer to Alpha Data's Corporate Governance Manual for further information)

2.6. Investigation and Disciplinary Action

- 2.6.1. An investigation process shall be initiated against Employees, Directors or Board Committee Members who could have potentially breached this Policy, in line with Alpha Data's Code of Conduct.

(Refer to Alpha Data's Code of Conduct for further information)

- 2.6.2. Failing to report "**Turning A Blind Eye**" to unacceptable conduct or deliberately ignoring signs that suggest an individual may be engaging in Bribery or other forms of Corruption is also considered to be violations of this Policy.

- 2.6.3. Any Employee who knowingly agrees, incites, or assists in committing such offences shall be considered an "**Accomplice**" if the offence is perpetrated as a result of said agreement, incitement, or assistance.

- 2.6.4. Breaching this Policy might also subject Employees, Directors or Board Committee Members to disciplinary actions or dismissal in line with Alpha Data's Code of Conduct.

(Refer to Alpha Data's Code of Conduct for further information)

- 2.6.5. Any suspected or identified misconduct behaviour shall be reported using any of the available reporting channels outlined in the Alpha Data Code of Conduct and the Alpha Data Whistleblowing Policy.

(Refer to Alpha Data's Code of Conduct and Whistleblowing Policy for further information)

2.7. Roles and Responsibilities of the Policy Custodian

- 2.7.1. The Company's Compliance Department is the custodian of this Policy and has the overall responsibility for its implementation, monitoring its effectiveness, managing queries, and providing guidance on its implementation. The custodian shall be responsible for the following:

- a) While the Risk department shall be responsible for conducting regular risk assessments at the entity level, the Compliance department shall be responsible for collaborating with the Risk department in identifying the relevant ABC risks and ensuring the Anti-Bribery and Corruption controls remain adequate and preparing a report to the Company's Audit, Risk and Compliance Committee ("**ARCC**") on the ABC key risks and their mitigation and status;
- b) Ensuring that information pertinent to anti-Bribery and Corruption compliance and breaches are reported up the chain, as appropriate, to the Board and as per the Delegation of Authority matrix ("**DoA**");
- c) Ensuring that all Employees, Directors, and Board Committee Members are signing an undertaking form confirming their compliance with this Policy in liaison with the HR department and reporting results to the Board, as needed;
- d) Liaising with the Company's HR and Legal Departments to ensure that disciplinary actions are adequate and in line with internal policies and Applicable Laws and regulations;

- e) Reviewing and managing any requests received regarding facilitation payments/Gifts/Entertainments as well as providing advice and guidance on the same; and
- f) Ensuring that this Policy and other Anti-Bribery and Corruption procedures remain relevant to Alpha Data and in line with Applicable Laws and regulations and with industry best practices.

2.8. Training

- 2.8.1. To promote this Policy, Anti-Bribery and Corruption compliance training is recommended for all Board Committee Members and Employees of Alpha Data. A minimum of one (1) mandatory Anti-Bribery and Corruption compliance awareness session per annum shall be provided. Failure to complete the mandatory awareness session may result in disciplinary action. Additionally, such Anti-Bribery and Corruption compliance training is strongly encouraged for Third Parties who act on behalf of Alpha Data, but their participation is not mandatory.

3. High Risk Areas Identification and Prevention

3.1. Use of Corporate and Personal Funds

- 3.1.1. The use of money belonging to Alpha Data to fund any activities which are prohibited under this Policy is strictly prohibited in all circumstances (e.g., corporate bank cards, petty cash, cash advances, etc.).
- 3.1.2. Further, the use of personal funds to finance any activities which are prohibited under this Policy is also strictly prohibited in all circumstances. Unreimbursed expenses for a prohibited activity do not justify breaching this Policy or committing any criminal offence.

3.2. Facilitation Payments

- 3.2.1. Facilitation payments are not permissible under this Policy, except in circumstances where personal safety is threatened.
- 3.2.2. Given the Company's commitment to prohibiting facilitation payments, all persons subject to this Policy shall report to the Company's Compliance Department any request for a facilitation payment to be made on the Company's behalf.

3.3. Use of Company's Assets

- 3.3.1. Alpha Data expects its Employees to moderately use Company's assets and for business purposes only.
- 3.3.2. Employees shall follow any instructions issued by any responsible official for an asset in regard to use and Anti-Corruption.
- 3.3.3. Any reported non-compliance of the aforementioned commitment shall be treated in accordance with the Company's Code of Conduct.

(Refer to Alpha Data's Code of Conduct for further information)

3.4. Entertainment and Gifts

- 3.4.1. Reasonable corporate Entertainment and promotional, or other business expenditures that seek to better present Alpha Data or establish cordial relations, shall be recognized as an established and important part of doing business. Such Entertainment and Gift giving expenditures shall not be lavish or excessive or be used to influence other people to secure business or a business advantage for Alpha Data. Such Entertainment and Gift giving expenditures shall be connected to the Company's core businesses and to the functions of the recipient/beneficiary. To the fullest extent possible, invitations shall be addressed to an organization unit rather than to a specific individual, such that the most appropriate individual recipient/beneficiary is determined "**in house**" by the relevant agency, ministry, entity, or establishment.

- 3.4.2. As set forth below, all corporate Entertainment and Gifts provided and received by any Employee shall be recorded in the Company's Entertainment and Gifts register maintained by the Company's Legal Department.
- 3.4.3. Any Gift that is accepted by a Board Member of symbolic or simple value of AED 500 or less or any Entertainment, shall be disclosed to the Board.
- 3.4.4. In addition, the following provisions, applying specifically to Entertainment and Gifts, shall always be complied with and in line with the applicability provisions mentioned in section 1, clause 1.3.3 and 1.3.4 above of this Policy:

Entertainment:

- 3.4.5. From time to time, it may be appropriate for the Company in the course of legitimate business dealings to provide reasonable and proportionate Entertainment to Third Parties or receive such Entertainment. However, the Company shall ensure that any such Entertainment does not constitute, nor risk being perceived as constituting, Bribery.
- 3.4.6. In line with relevant leading practices (FCPA and UK BA), Entertainment may be received/provided if the following rules are adhered to:

a) No Lavish, Costly or Inappropriate Entertainment:

- Any form of Entertainment that might be considered lavish, expensive, or inappropriate shall be strictly prohibited in all circumstances. This includes the provision/receipt of lavish and expensive meals, overnight stays in costly hotels and any form of adult Entertainment.
- The total cost of any Entertainment provided to/received from a person on one occasion shall not exceed AED 500 or the local currency equivalent. Expenditures in excess of AED 500 or the local currency equivalent shall be approved in advance and in writing by the immediate Line Manager, and the Company's Compliance and Legal Departments.
- The Company's Legal Department, when providing or authorizing the provision/receipt of Entertainment on the behalf of Alpha Data, shall keep full records of the Entertainment in the Company's Entertainment and Gifts register to enable the Company to audit and verify compliance.
- The appropriate approval form and process contained at Appendix 3 "**Gift and Entertainment Reporting**". The form shall be completed and submitted for approval.

b) Entertainment To Be Paid for Directly:

- Alpha Data shall pay the cost of any Entertainment provided directly to the relevant service provider (i.e., the restaurant or hotel in question).

- In exceptional circumstances, it may be necessary to reimburse Third Parties for the cost of Entertainment which the Company is paying for. This shall be only permitted if the following requirements are met:
 - Such indirect payments shall not become a matter of routine or course;
 - Reimbursement shall not be provided where there is any suggestion that the service provider in question is in some way connected with the Third Party to whom the Company is making payment and/or that such Third Party will receive a commission or “**cut**” from that service provider of any payments which it receives from the Company;
 - Original itemized receipts from the applicable service providers shall be obtained from the Third Party to whom payment is being made – copy or generic receipts generated by that Third Party itself are not acceptable; and
 - No cash allowances.
- Under no circumstances are cash or cash allowances (such as the provision of “**per diem**” cash payments to individuals which the Company has no Control over the spending of and no receipts evidencing payments from that money are expected to be provided) to be paid/received.

c) Business Representative to be Present

- It is only appropriate for the Company to fund Entertainment at which representatives of Alpha Data are present or which is clearly endorsed by or connected with the Company. However, the provision of specific Entertainment for specific individuals where no representative of the Company is present is prohibited in all circumstances.

d) Person to whom Entertainment may be provided/received from

- In the usual course of dealings, Alpha Data expects that Entertainment should only be provided to/received from those individuals with whom the Company has business dealings or is looking to have business dealings (for example, prospective or target clients) and should not as a matter of course extend to the family or friends of the individual in question. However, the Company also acknowledges that in certain circumstances and, provided that all other requirements of this Policy are met, it may be appropriate to extend some Entertainment to family members of an individual.

- In this respect, Alpha Data expects individuals to adopt a common-sense approach which reflects both the spirit and letter of this Policy to decide whether it would be appropriate in the circumstances to provide/receive Entertainment to/from family members and seek prior approval from the Company's Compliance Department. For example, hosting a table at a charity ball to which clients and their partners are invited is unlikely to result in any breach of this Policy, whereas paying for a client and their partner to go on holiday is clearly inappropriate. Such clarifications shall be made as part of the annual training conducted to educate and raise awareness to Employees.

e) Timing of Entertainment

- Entertainment shall not be provided to specifically influence or attempt to influence any Third Party/ Government Official to follow a particular course of action. Accordingly, careful consideration should be given to when any Entertainment is provided and under no circumstances should Entertainment be provided (nor should any offer be made to provide Entertainment later) during the course of negotiations between Alpha Data and any Third Party or whilst the Company may be tendering for the award of any work over which the recipient of any Entertainment may have any influence.
- In addition to applying where the Company is providing Entertainment to a Third Party/ Government Official, the above rules apply equally where a Third Party/ Government Official offers to entertain you.
- It is only permitted to accept Entertainment from Third Parties/ Government Official with whom the Company deals, and which meets all the above requirements.
- It is not permitted to accept any form of Entertainment, where doing so might be interpreted as accepting a Bribe or result in any suggestion that an Employee or a Director is obliged to act other than in the best interests of the Company or in breach of this Policy.
- All Entertainment that is provided or received by an Employee shall be recorded in the Company's Entertainment and Gifts register maintained by the Company's Legal Department in a format as contained in Appendix 3 "**Gift and Entertainment Reporting**". The relevant information should be completed, accompanied by receipts, and submitted.
- Any offer to provide you with Entertainment, which, if accepted would constitute a breach of this Policy, shall be reported as soon as possible to the Company's Compliance Department.

f) Gifts:

- From time to time, it may be appropriate for Alpha Data in the course of legitimate business dealings to provide/receive reasonable and proportionate small Gifts to/from Third Parties. However, the Company shall ensure that any such Gifts do not constitute (nor risk being perceived as constituting) Bribery.

- In line with leading practices (FCPA and UK BA), Gifts may only be provided/received on behalf of the Company if the following rules are adhered to:
- Non-Cash Gifts
 - Under no circumstances are cash Gifts to be provided/received on behalf of the Company. This prohibition includes not only cash but any form of "**cash equivalent**" such as Gift cards or vouchers.
- Gifts to Board Committee Members Guidelines
 - No Board Committee Member should be considered exempt from this Policy.
 - Board Committee Members shall disclose any Gifts they receive or are offered to the Board Secretary as soon as possible and follow his/her guidance on whether to return, donate, or keep the Gifts.
 - Board Committee Members shall exercise good judgement and discretion when giving Gifts to other Board Committee Members, Employees, or volunteers, and ensure that the Gifts are appropriate, modest, and in line with Alpha Data's applicable policies.
- Gifts to be of Nominal Value
 - Gifts shall be of nominal value and in no circumstances should any Gift be open to the accusation that it is lavish or excessive. Accordingly, the cost of any single Gift should not exceed AED 500. Expenditures in excess of AED 500 shall be approved in advance and in writing by the immediate Line Manager, and the Company's Compliance and Legal Departments. The written approval shall state the reason justifying the expenditures beyond the prescribed annual limit.
 - Any Gift that is accepted by a board member of symbolic or simple value of AED 500 or less, must be disclosed to the board of directors.
 - Cumulative annual expenditures related to Gift provision/receipt from any one individual in excess of AED 1000 shall also be approved in advance and in writing by the immediate Line Manager, and the Company's Compliance and Legal Departments. The written approval shall state the reason justifying the expenditures beyond the prescribed annual limit.
 - The Company's Legal Department, when providing/receiving or authorizing the provision/receipt of Gifts on the behalf of Alpha Data, shall keep full records of any Gifts provided/received in the Company's Entertainment and Gifts register to enable the Company to audit and verify compliance.
- Gifts to be Limited Only to Those Dealing with the Company

- Gifts may only be provided to/received from those individuals with whom the Company has business dealings. The provision/receipt of discrete Gifts shall not be received from/extended to the family or friends of the individual in question, although joint Gifts (such as the sending flowers to a client and their partner to mark the birth of a child) are permitted.
- Gifts to be Given/Received Openly
 - Gifts should be provided/received in an open and transparent manner. Gifts shall not be provided/received in secret, nor any attempt made to disguise the fact that a Gift has been provided/received on the behalf of the Company to a particular person.
- Timing of Gifts
 - Gifts shall not be provided to specifically influence or attempt to influence any Third Party/ Government Official to follow a particular course of action. Accordingly, careful consideration should be provided to when any Gift is provided and under no circumstances should Gifts be provided/received (nor should any offer be made to provide a Gift at a later date) during the course of negotiations between the Company and any Third Party/ Government Official or whilst the Company may be tendering for the award of any work over which the recipient of any Gift may have any influence.
- Non-Routine Gifts
 - Gifts shall not be provided as a matter of routine or course and should be linked in most cases to a particular occasion or event. For example, the provision of small promotional items such as branded pens or memory sticks or the sending of congratulatory flowers to a customer on the birth of a child.
 - Other than in the case of small promotional items which are being provided by the Company generally, Gifts provided to the same person repeatedly, even if in a small amount, may be considered to be a bribe.
 - In addition to applying where the Company is providing a Gift to a Third Party, the above rules apply equally where a Third Party offers a Gift to you.
 - All Gifts that are provided or received and are over AED 500 by an Employee shall be recorded in the Company's Entertainment and Gifts register maintained by the Company's Legal Department in a format as contained in Appendix 3 "**Gift and Entertainment Reporting Form**".
 - Employees and Directors are only permitted to accept Gifts from Third Parties with whom the Company deals with and meets all of the above requirements, and they shall not accept any Gift, where doing so might be interpreted as they accepting a Bribe or result in any suggestion that they are obliged to act other than in the best interests of the Company or in breach of this Policy.

- Third Party provides you with a Gift which if accepted, would constitute a breach of this Policy shall be reported as soon as possible to the Company's Legal Department.

3.5. Dealing with Third Party

3.5.1. The Company regularly deals with Third Parties, such as licensees, agents, consultants, joint venture partners, and suppliers, who may act on its behalf or otherwise be perceived as being connected with the Company. All such Third Parties are subject to this Policy in the same way as Directors, Board Committee Members and Employees of the Company are, and no Third Party shall be asked or authorized to do anything on the behalf of the Company that the Company is not permitted under this Policy to do directly, itself.

3.5.2. The following specific rules apply to the Company's dealings with any such Third Parties:

a) Due Diligence

- Before entering into any business arrangement with a Third Party who will be acting on the behalf of or representing Alpha Data, appropriate enquiries shall be made into their background, capabilities, and reputation. In particular, consideration shall be given as to whether there is any suggestion or risk that the Third Party in question might be particularly susceptible to engaging in Bribery or other forms of Corrupt activities.
- Any related party transactions shall be dealt with and reported to in accordance with Alpha Data's Related Party Transactions and Conflict of Interest Policies.
- Alpha Data's Pre-qualification questionnaire ("**PQQ**") for Third Parties shall be filled out prior to the onboarding/sourcing and updated regularly after any change in the data or information contained in the form.
- Whilst it is acknowledged that some limited dealings with such Third Parties may be necessary before the due diligence process on that Third Party has been completed and/or a written agreement entered into with the Company containing contractual protections related to Bribery and Corruption, this shall be considered to be the exception rather than the rule and in any event is only permitted if the following guidelines are followed:
 - It is never appropriate to engage Third Parties to undertake high-value, high-risk or complicated transactions without the due diligence process on that Third Party having been satisfactorily completed and a signed written agreement entered into;
 - It is never appropriate to engage Third Parties before the due diligence process on that Third Party has been satisfactorily completed and a signed written agreement entered into if there are any signs that such Third Party will (or is likely to) engage in Bribery or other Corrupt activities on the behalf of the Company; and

- Engaging Third Parties prior to the due diligence process on that Third Party having been satisfactorily completed and a signed written agreement entered into shall only ever be considered to be an interim measure. The unwillingness of a Third Party to participate in a timely manner in the due diligence process and/or delays or refusals to enter into a written agreement without good reason should be considered signs that such Third Party is susceptible to engaging in Bribery or other forms of Corrupt activities. It shall also be noted that dealings with individuals or organizations who adopt an unjustified or unusual degree of secrecy, including shell companies or other non-transparent corporate structures and/or who refuse to answer any reasonable questions about their conduct shall be considered to constitute warning signs that a Third Party with whom the Company is dealing may be particularly susceptible to the risk of engaging in Bribery or other forms of Corrupt activity.

b) Payments to Third Parties to be Reasonable and Justifiable

- The Company shall avoid the accusation that it has engaged in Bribery by paying “**Over the Odds**” to any Third Party business partner or contractor involved in any way in the Company's business.
- Whilst Alpha Data accepts that given the nature of its business there can be no definitive rule as to how payments to Third Parties shall be calculated, the following guidelines shall be adhered to, and which are aligned with leading practices:
 - In all circumstances, payments shall be commercially reasonable, commensurate with the goods or services which have been provided to the Company, and generally in accordance with the same level of charges made by other Third Party suppliers providing similar goods or services in the country in question;
 - Charges which are calculated by reference to significant commissions or success fees shall be used with caution and are not appropriate where they may motivate the Third Party in question to engage in Bribery or other forms of Corrupt activities;
 - No payment may be made to any Third Party unless and until an itemized invoice for the charges in question has been provided to the Company and those charges accord with the agreed payment arrangements with that Third Party;
 - Payments shall be made direct to the Third Party providing goods or services to the Company and remitted to a bank account located in the same country in which that Third Party is established. Payment in cash is not permitted; and

- Variations to the charges payable by the Company to Third Parties are only permitted where those are in accordance with the agreed terms of the relevant written agreement or are otherwise agreed to by the Company as commercially justifiable. Sudden requests by a Third Party to significantly increase the charges payable to them where there is no apparent increase in their costs or other good justification should be considered signs that such Third Party is susceptible to engaging in Bribery or other forms of Corrupt activities. Such requests by Third Parties shall be immediately reported in line with the Company's Whistleblowing Policy.

- *(Refer to Alpha Data's Whistleblowing Policy for further information)*

c) Charitable and Political Donations

- From time to time, the Company may make charitable donations either of its own volition or in response to requests from Third Parties. Such charitable donations shall be disclosed as part of the Company's annual report and as per the Company's applicable policies and procedures.
- Care shall be taken when making any charitable donation on the behalf of the Company to ensure that such donation is for bona fide charitable purposes and is not in reality a Bribe (or likely to be considered subterfuge for Bribery by an independent observer).
- Accordingly, all charitable donations to be made by the Company shall be pre-authorized by the relevant Line Manager and the Company's Legal Department and approved in line with the DoA.
- As a matter of policy, the Company does not make donations to political parties and no person is authorized to make or authorize payments to political parties which purport to be on the behalf of the Company. This prohibition extends not only to cash donations to political parties but also, to the provision of other assistance to political parties which would involve the Company including, but not limited to:
 - Campaigning on the behalf of political candidates on Company premises;
 - Allowing Company property to be used to assist in campaigning on the behalf of a political party (such as the printing of leaflets);
 - The purchasing on the behalf of the Company (or using business funds to purchase) tickets to fundraising events held by political parties;
 - Making donations on the behalf of the Company (or using Company funds to make donations) to "**Think Tanks**" or research bodies with a known affiliation to a particular political party or ideology; and/or
 - Authorizing any political candidate or party to represent that they are in any way affiliated with the Company.

- Any matters in relation to charitable donations require the completion of the form at Appendix 4 “**Charitable Donations Reporting Form**”.

[Refer to Alpha Data's Code of Conduct for detailed guidance.]

d) Sponsorship

- Unless specific authority has been granted by the Company, entering into any sponsorship arrangement on behalf of the Company or agreeing that any Third Party may represent that they (or their products or services) are in any way affiliated with or sponsored or endorsed by the Company shall be prohibited.
- Sponsorship or endorsement requests received shall be referred to the Company's Legal Department.
- If it is discovered that any Third Party is falsely claiming to be affiliated, sponsored, or endorsed by the Company, it shall be reported to the Company's Legal Department as soon as possible.

e) Declaration of Interests

- All Directors, Board Committee Members, Employees, licensees, officers, consultants, joint venture partners, and agents shall declare any personal or business interests that they or a close relative has in relation to any current or future business transaction related to Alpha Data. Any such interests shall be reported to the Company's Legal Department.

(Refer to Alpha Data's Conflict of Interest Policy for further information)

3.6. Examples of Behaviour Suggesting an Increased Risk of Bribery or Corruption

3.6.1. The following is a non-exhaustive list of conduct, circumstances, and actions which the Company considers to constitute warning signs that a Third Party with whom the Company is dealing may be particularly susceptible to the risk of engaging in Bribery or other forms of Corrupt activity:

- a) Dealings in any country which has been independently assessed or has a reputation for being particularly susceptible to Corruption – see for example the annual independent corruption perceptions index published by transparency international at <https://www.transparency.org/>;
- b) Dealings with individuals who have a close personal relationship with Governmental Officials, particularly if that official has responsibility for an area that might impact on the transaction under discussion and/or is located in a high-risk country as referred to above, or if a Governmental Official suggested the use or involvement in the transaction under discussion of a specific Third Party;

- c) Dealings with individuals or organizations who adopt an unjustified or unusual degree of secrecy, including shell companies or other non-transparent corporate structures and/or who refuse to answer any reasonable questions about their conduct;
- d) Dealings with individuals or organizations with little to no relevant experience regarding the services to be provided;
- e) Requests for the Company to make payment of charges due from it in cash; to countries other than that where the party receiving payment is based; to Third Parties not involved in the transaction in question; and/or in the absence of a formal receipt or invoice detailing how the charges in question have been incurred;
- f) Requests for sudden increases in charges for no apparent or justifiable reason; and/or requests for the Company to pay non-contractual, inflated or unexpected bonuses, commissions, or expenses claims;
- g) Any requests for the Company to assist in keeping transactions or accounts **"Off the Record"**;
- h) Refusal or unwillingness of individuals to allow the Company to deal with anyone other than them within their organization;
- i) Refusal, unwillingness, or undue delay in complying with the Company's due diligence processes or to submit to audit;
- j) Refusal, unwillingness, or undue delay in entering into a written agreement with the Company and/or continually raising further issues each time a written agreement looks likely to be concluded; and/or
- k) Any other request, conduct, or circumstance which appears to be suspicious or **"Not Quite Right"**, particularly if you would not wish your involvement with that request, conduct, or circumstance to become a matter of public knowledge.

4. Books and Records; Monitoring and Audit

4.1. Books and Records

- 4.1.1. Alpha Data shall maintain accurate books and records, as well as devise and maintain adequate internal accounting controls in line with international leading practices.
- 4.1.2. Employees, Directors, and Board Committee Members shall report any Gift/Entertainment that he/she turned down. Such incidents shall be recorded to the custodian of this Policy.
- 4.1.3. Any payment contemplated and not prohibited by this Policy shall be properly and accurately recorded and maintained in Alpha Data's books and records as well.
- 4.1.4. All Employees share responsibility for properly and accurately documenting the provision of anything of value provided to customers, potential customers, public servants, as well as all payments to Third Parties, in a manner that is transparent to monitoring and assurance.

4.2. Ongoing Audits

- 4.2.1. The Company's Compliance Department shall monitor the effectiveness and review the implementation of this Policy regularly, considering its suitability, adequacy, and effectiveness. Any improvements identified shall be made as soon as possible. Internal control systems and procedures shall be subject to regular audits to provide assurance that they are effective in countering Bribery and Corruption. This shall be done in collaboration with the third line of defence.
- 4.2.2. It is the responsibility of the Company's Compliance Department to report to the ARCC on a quarterly basis in relation to the performance of Alpha Data under this Policy and in relation to any incidents of Bribery or Corruption.
- 4.2.3. Alpha Data acknowledges that its business and potentially the risks of Bribery and Corruption it faces shall change over time, and it is the responsibility of the Company's Compliance Department to ensure that this Policy and other anti-Bribery and Corruption procedures remain relevant to the Company and to respond to other external stimuli that may affect the procedures that the Company needs to have in place.

5. Appendices

Appendix 1: Policy Definitions

Term	Definition
Applicable Laws	All laws, decisions, and regulations of the UAE, the Emirates Securities and Commodities Authority, and any other authority of the UAE relating to the trading, clearance, settlement, transfer of ownership and custody of securities which relate to or regulate the Company's Securities.
Accomplice	An accomplice is any person who is assigned by the Bribee or Briber to take a bribe and knowingly accepts the same.
Authority or SCA	The Securities and Commodities Authority in the UAE.
Board	The Board of Directors for Alpha Data is appointed by the Shareholders from time to time. Where a Board approval or resolution is required, it shall be deemed to include any Committee duly formed on behalf of the Board whose charter, terms of reference, or similar mandating document provides it authority to exercise certain authorities on behalf of the Board.
Board Secretary	The person appointed to act as the secretary of the Board.
Bribee	Any person who solicits, accepts, or receives for himself or for others, a Gift or payment of any sort, or a promise thereof, as consideration for using actual or alleged influence to obtain or attempt to obtain, from any public authority, a contract, order, decision, commitment, license, supply agreement, job, service, or privilege of any type.
Briber	Any person who promises, offers, or grants a Gift or payment of any sort, or a promise to a Bribee.
Bribery/Bribe	It is the offering, promising, giving, accepting, or soliciting of an advantage or anything of value (whether financial or otherwise) as an inducement for an action or omission that is illegal or a breach of trust.

Term	Definition
Board Committee Member(s)	An Alpha Data Board Committee Member.
Chairman of the Board Committee	The Chairman of the Alpha Data Board of Directors or ARCC.
Company	Alpha Data and its Branch, a publicly listed Company on ADX.
Committee(s)	Any of Alpha Data's Board Committees.
Corruption/Corrupt	It is the abuse of entrusted power for private gain.
Control	The power to direct the management and the policies of the company whether through ownership of the voting rights, by contract, or otherwise.
Disciplinary	The actions and procedures that the Company takes in response to an Employee failing to comply with a certain matter.
Director(s)	Someone elected or appointed to the Board to manage the Company's business and affairs.
Employee(s)	An employee of Alpha Data, which includes temporary, permanent, full-time, and part-time employees.
Entertainment	Any provision of experiences, events, or activities of value, such as meals, event tickets, travel arrangements, and hospitality.
Executive Management	The CEO and his/her direct reports who are responsible for managing the daily operations of Alpha Data and proposing and executing strategic decisions. Currently, it includes, among others, the CEO, CFO, CGO, CPO, and CTO.
General Assembly	A yearly meeting of the Shareholders of Alpha Data.
Gift	Anything of value including money, commissions, loans, payments of debt, property, charitable donations, hospitality, travel tickets, hospitality, employment opportunities, goods, or services.
Governmental Official(s)	An official, employee, agent, or representative of a company, business, enterprise, or other entity owned, in whole or in part, or controlled by any governmental entity.

Term	Definition
Line Manager	A person with direct managerial responsibility for a particular Employee in Alpha Data.
Not Quite Right	Not accurate, incorrect, or untrue.
Off the Record	Not published in the official record.
Over the Odds	More than the usual or expected amount.
Policy	Intentions and directions of an Organization, as formally expressed by its Top Management. (ISO 37301:2021)
Stakeholder(s)	Any person who has an interest with Alpha Data, such as the Shareholders, employees, creditors, suppliers, and potential investors.
Think Tank	A body of experts providing advice and ideas on specific political or economic problems.
Third Party/Parties	A person or body that is independent of the Organization. (ISO 37301:2021)
Turning A Blind Eye	The human act of pretending not to notice.

Appendix 2: Abbreviations

Abbreviation	Definition
ABC	Anti Bribery and Corruption
ARCC	Audit, Risk and Compliance Committee
CFO	Chief Financial Officer
CGO	Chief Growth Officer
CPO	Chief Product Officer
CTO	Chief Technology Officer
CSR	Corporate Social Responsibility
DoA	Delegation of Authority
FCPA	US Foreign Corrupt Practices Act 1977
GA	General Assembly
PJSC	Public Joint Stock Company
HR	Human Resources

PQQ	Pre-qualification Questionnaire
UK BA	UK Bribery Act 2010
UAE	United Arab Emirates

Appendix 3: Gift and Entertainment Reporting Form

All Gifts or Entertainment provided or received by an Employee where the value exceeds AED 500 (or the local currency equivalent) per person shall be recorded in the Company's Entertainment and Gifts register maintained by the Company's Legal Department in a format as set out below.

GENERAL:

A. **Employee Name:** *[Name of employee(s) who receives or provides the Gift/hospitality] - The system records the user.*

DETAILS OF THE GIFT OR HOSPITALITY:

- A. **Brief description of item:** *[Brief description of the object of the Gift/hospitality].*
- B. **Reason for Gift or hospitality:** *[Summarize the reason or occasion for the Gift or hospitality to be received provided].*
- C. **Date provided:** *[DD MM YYYY].*
- D. **Value (AED or local currency equivalent):** *[Provide the known or estimated value of the Gift or hospitality].*
- E. **Supporting documentation:** *[Upload button made available in the system].*

PROVIDER DETAILS:

- A. **Name of person or body:** *[Provide the name of the individual or organization providing the Gift or hospitality]*
- B. **Provider address:** *[Provider's official address].*
- C. **Contact name:** *[Give a name as a point of contact if an individual is not specified as the provider].*
- D. **Contact email or phone number:** *[Provider's contact details].*
- E. **Relationship to department:** *[Specify the relationship of the provider to Alpha Data (e.g., supplier, sponsor etc.).]*

LEGAL APPROVAL: *[buttons are provided for Head of Legal to provide answer - the action will be recorded in the system's audit history with username and time stamp]*

- Pending Approval
- Approved
- Approved with conditions (*edit box available for clarification*)
- Not Approved

Note: this Form is for Gifts and Entertainment given or received.

Remember: (i) obtain approval **PRIOR** to the meal taking place; (ii) if you are providing the meal then attach a copy of this form to your expense claim form; and, (iii) ensure that you keep the original copy form for your own records.

Appendix 4: Charitable Donation Reporting Form

Use this form to obtain approval for all charitable donations.

THE CHARITABLE DONATION

Description:

Currency and Value:

Purpose/Occasion surrounding the Charitable Donation:

Has the Charitable Donation already been Given? (select and complete appropriate box on the right)

Yes, it was Given on the following Date:	No, it is to be Given on the following Date:
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THE RECIPIENT OF THE CHARITABLE DONATION

Charitable Organization Name:

Charitable Organization Contact (name, title and phone number):

Describe nature and purpose of the Charitable Organization:

Does the Charitable Organization have any relationship with Alpha Data Commercial Business Associate, a Governmental Official, or any government? Yes/No

If yes, do the Charitable Organization and Alpha Data or a member of the Charitable Organization and Alpha Data currently have any business pending with each other? (e.g., contract, application, tender, approval, etc.) Yes/No

Has the Charitable Organization received other Charitable Donations from Alpha Data within the past 12 months? Yes/No

If yes, please describe each prior donation, currency and value, and date received and provide contact details for additional information: Yes/No

OTHER KEY DETAILS

Please attach to your completed form (i) a copy of the letter accompanying/to accompany the charitable donation; and, (ii) a copy of any correspondence from the Charitable Organization relating to the donation request.

Please list the names of other Alpha Data Employees and/or members involved in arranging the Charitable Donation:

YOUR DETAILS

Signature:	Name:	Today's Date:
Department:	Location:	
Telephone Number:	Email Address:	

APPROVAL DETAILS

Head of Department/Line Manager: (Required for all donations above AED 500 (or local currency equivalent))	Signature:	Name:	Approval Date:
Legal Department: (Required in addition to Line Manager Approval for all donations above AED 500 (or local currency equivalent))	Signature:	Name:	Approval Date:

Remember: (i) complete all forms (and required attachments); (ii) attach a copy of this form to your expense claim form/cheque requisition; and, (iii) ensure that you keep the original copy form for your own records.

Appendix 5: ABC Risk Assessment for Entering New Jurisdiction Checklist

Risk assessments should assess inherent risks and corresponding controls to arrive at a residual risk level. There are many elements to such a risk assessment, but the core assessment should include:

- a) Corruption risks associated with the country in which Alpha Data proposes to do business (e.g., jurisdictional cultures, and local customs and business practices, related to Gift giving, Entertainment, hospitality, charitable donations, political contributions, etc.);
- b) Corruption risks associated with the industry in which Alpha Data proposes to do business (e.g., requirement to operate in countries associated with high levels of corruption; high degree of interaction with government; high levels of regulation; prevalence of high value, complex and/or long-term contracts; business activities involving multiple business partners, stakeholders and/or complex contractual or corporate structures);
- c) Corruption risks associated with the activities that Alpha Data proposes to conduct (i.e., the transactions it proposes to conduct, the products and services it proposes to offer, etc.), particularly where those activities necessitate or might involve government touchpoints (e.g., state-owned, or state-controlled entities, public officials, etc.); and
- d) Potential liabilities created by any third-party business partners or contractors, joint venture partners, etc.