

Almarai Whistleblowing Policy

version	Author	Effective date	Reviewed by	Approved by	Reason for change
1.2	Latefa Albaijan Ethics & Compliance manager	2025-02-16	Abdulahdi Alamri Head of Investor Relations, Governance and Compliance	The Board of Directors	Overall update & enhancement

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1. Overview

Almarai is committed to fostering a culture of integrity, transparency, and accountability. As part of this commitment, we have established a robust whistleblower program that encourages Employees and External Stakeholders to report any suspected misconduct, violations of the law, or breaches of our internal policies and procedures without fear of retaliation.

We believe that open and honest communication is essential for maintaining a safe, ethical, and productive workplace. By providing employees with a safe and confidential channel to report concerns, we aim to prevent and address misconduct promptly, protect our reputation, and uphold the highest standards of corporate governance.

We encourage all Employees to report any suspected wrongdoing, as such reports will be taken seriously and investigated thoroughly.

2. Purpose of this Policy

The purpose of this Whistleblowing Policy (hereinafter referred to as the “Policy”) is to set out the guidelines within Almarai (hereinafter referred to as the “Company”), and its affiliates or the companies over which the Company shall have direct or indirect control, for reporting suspected fraudulent activities or violations of Almarai’s Code of Conduct, internal policies and procedures and/or applicable laws and regulations. This Policy supplements, but does not supersede, applicable laws and regulations in the Kingdom of Saudi Arabia, the Company Bylaws, and other company policies.

3. Scope of this Policy

- 3.1. This Policy applies to all individuals associated with Almarai, including but not limited to:
 - 3.1.1. All Employees: Full-time, part-time, temporary, and contract employees. (together referred to as “**Employees**” within the scope of this Policy).
 - 3.1.2. External Stakeholders: Independent contractors, suppliers, vendors, consultants, seconded staff, casual and agency workers, volunteers, interns, agents, and any other individuals who have a business relationship with Almarai wherever located (referred to as “**External Stakeholders**”).

4. Acknowledgement Requirement

- 4.1. All Almarai employees, through the Legal and Compliance department or as delegated, shall sign a statement affirming that they:
 - 4.1.1. Have received a copy of this policy.
 - 4.1.2. Have read and understood this Policy; and
 - 4.1.3. Have agreed to comply with this policy.

5. Definitions and Abbreviations

For the purpose of applying the provisions of this Policy, the terms and abbreviations shall have the same meanings as indicated in the Company's Corporate Governance rules, unless the context requires otherwise.

6. Policy objectives:

This Policy is intended to provide guidance for Employees and External Stakeholders to report suspected misconduct or unethical behavior through whistleblowing. Examples of reportable issues include, but are not limited to:

- 6.1. Unacceptable accounting practices.
- 6.2. Irregularities or conduct that is in breach of the applicable laws and regulations, as applicable to the Company.
- 6.3. Fraud.
- 6.4. Bribery and corruption.
- 6.5. Deliberate misrepresentation of facts.
- 6.6. Failure to comply with legal obligations, including contractual terms or record-keeping requirements.
- 6.7. Abuse of delegated authorities.
- 6.8. Policy Violations.
- 6.9. Misuse of the Company assets.
- 6.10. Miscarriages of justice.
- 6.11. Health, Safety and Environmental Risks.
- 6.12. Data Protection/ Confidentiality breaches.
- 6.13. Harassment or Victimization.
- 6.14. Failure to comply with Professional Standards.
- 6.15. Other unethical conduct.

7. Whistle-Blowing Channels

- 7.1. Employees and External Stakeholders shall, in case they have a concern about existing or possible misconduct falling within the scope of this Policy, raise their concern anonymously or otherwise through any of the following channels:
 - 7.1.1 Whistleblower platform.
 - 7.1.2 Compliance Email: Compliance@almarai.com
 - 7.1.3 Direct Reporting: Reporting directly to their line manager or any other senior manager, who will then report it to the Ethics and Compliance Manager or the Ethics and Compliance Committee.
- 7.2. It is recommended that Employees or External Stakeholders report concerns at the earliest opportunity once they have become aware of such instances to reduce the chance of risk arising.

- 7.3. Upon receipt of the concerned incident, a written acknowledgment to the Whistleblower will be sent to ensure receipt within two [2] working days and make appropriate arrangements for an initial assessment.

8. Oversight Over Whistleblowing Procedures

- 8.1. The Internal Audit Department, as a third line of defense, shall independently assess the effectiveness of the whistleblowing mechanism.
- 8.2. The legal and Compliance Function shall put in place procedures and mechanisms to manage whistleblowing incidents and shall be the gatekeeper for receiving and managing whistleblowing cases.

9. Investigation process

- 9.1. The legal and Compliance Function shall, upon receiving a whistleblowing case, undertake an initial assessment to determine whether there is sufficient evidence to warrant further proceedings. The results of the initial assessment may be shared with the Head of Internal Audit if necessary.
- 9.2. Should an investigation be warranted, a team shall be formed to conduct an investigation into the matter (herein referred to as "Investigative Team"). The Investigative Team may include representatives of the Compliance Function, Internal Audit Department, other designated departments, or any other Company personnel.
- 9.3. The Investigative Team may appoint a person/entity outside of the company to help conduct the Investigation. Where it is determined that there is a sufficient basis to merit further proceedings, further investigation shall be undertaken to determine the substance and circumstances of the matter.
- 9.4. The Ethics and Compliance Committee will be notified of all Whistleblower reports through a closed session. Investigative outcomes will also be reported and written investigative reports will be available to the Ethics and Compliance Committee as requested by them or considered necessary by the Ethics and Compliance manager.
- 9.5. Company employees shall, where they have been found to be guilty of one or more of the forms of conduct described earlier in the Policy, be subjected to disciplinary action as per the relevant company guidelines.
- 9.6. In cases where there is a legal obligation to communicate information to public bodies responsible for the prosecution of crimes, the Legal & Compliance Department will be responsible for forwarding the report to the relevant competent authority.

10. Confidentiality

- 10.1. All personnel involved in the whistleblowing process shall maintain strict confidentiality regarding any disclosures and information made available to them during the course of the investigation.

- 10.2. The Company will protect the anonymity of the whistleblower to the utmost extent possible.
- 10.3. The Investigation Team that oversees the investigation shall not disclose the investigation report to any party except in cases where there is a legal requirement to do so or where prior authorization of the Ethics and Compliance Committee has been obtained.
- 10.4. While the Company will strive to protect whistleblower identity, there may be instances where disclosure is necessary to resolve a concern, especially if the whistleblower's personal evidence is crucial to the investigation. In such cases, the Investigative Team will discuss the matter with the whistleblower to ensure their protection against any potential harm.

11. Disciplinary Action

Company employees found guilty of misconduct as outlined in this Policy will be subject to disciplinary action in accordance with the relevant company guidelines.

12. Protecting Whistleblowers

- 12.1. The Company shall be fully committed to taking all measures necessary to protect Whistleblowers who have, in good faith, made reports through the whistleblowing mechanism, against any retaliation.
- 12.2. No employee who reports a violation of the Code of Conduct or company policies and procedures in good faith will face discrimination, harassment, retaliation, or adverse employment consequences.
- 12.3. Employees who retaliate against whistleblowers will be subject to disciplinary action.
- 12.4. Employees are strictly prohibited from conducting any independent investigation of facts and matters. They are not allowed to discuss any confidential matters related to such investigations, either within or outside the Company, without prior consultation with the Ethics and Compliance Manager or the designated contact point for reporting whistleblowing.
- 12.5. Whistleblowers must act in good faith and have reasonable grounds to believe that the reported information indicates a potential violation. False or malicious allegations will be considered a serious offense and may result in disciplinary action.

13. Implementing and Complying with this Policy

- 13.1. All employees and external stakeholders will have access to this Policy and are expected to be knowledgeable about its contents and implications.
- 13.2. The Legal & Compliance Department or as delegated shall:
- 13.2.1. Take appropriate actions to ensure that this Policy is implemented.
 - 13.2.2. Ensure that this Policy is being complied with by all departments within the Company.
 - 13.2.3. Respond to all queries related to the interpretation of this Policy.
 - 13.2.4. Raise awareness about the Policy among all Employees.

14. Deviation from the Policy

Deviation from the Policy is generally discouraged. Any deviation requires proper approval from the same level of authority that originally approved the Policy, in line with the approved Delegation of Authority.

15. Record Keeping

15.1. The Legal & Compliance Department shall maintain a secure register of investigation reports and recommendations issued by the Investigative Team. The register will track incident receipt dates, investigation processes, recommendations, and resolutions/corrective actions taken. This information will be retained for a minimum of ten (10) years from the investigation's closure, unless otherwise required by applicable laws. Reports may be shared with other departments with the approval of the Ethics and Compliance Committee for legitimate purposes.

15.2. The Legal & Compliance Department will archive all reports, including those based on false complaints, following the closure of any investigation. The department will also archive information related to unsubstantiated reports in case of subsequent disciplinary or legal proceedings.

16. Review and Approvals

16.1. The Legal & Compliance department is the custodian of this Policy.

16.2. The Legal & Compliance department shall review this Policy when necessary for its completeness, adequacy, and alignment to business imperatives (current and future). Any user may recommend changes to the Policy by adhering to the higher and appropriate direct reporting line authority.

16.3. All amendments, additions, or deletions to the contents of the Policy should be properly documented and approved by the Board of Directors.