

UNITED GULF BANK BSC (C)



Code of Conduct

Date of Last Review : March 2024

Date of Current Review : 31st July 2025



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1. Introduction

The reputation and integrity of United Gulf Bank B.S.C., (UGB, the Bank), are valuable assets that are vital to the Bank's success. Each Director and employee of the Bank is responsible for conducting its business and working in a manner that demonstrates a commitment to maintaining the highest standards of honesty, integrity, good faith, due diligence and care, while upholding the best interests of the Bank, its shareholders and other stakeholders.

The Central Bank of Bahrain's (CBB) rulebook related to High Level Controls states that, the "Board must:

- (a) Approve an appropriate code of conduct/ ethics that outlines the acceptable practices that all Board members, senior management and other staff must follow in performing their duties, and the unacceptable practices/ conduct that must be avoided; and
- (b) Ensure that the corporate values, professional standards and codes of conduct it sets, together with supporting policies, are adequately communicated throughout the Bank."¹

Scope of Application:

This Code of Conduct is applicable to members of UGB's Board of Directors, Senior Management and Employees (UGB Staff). It should be read in conjunction with the other relevant policies related to:

- the Anti Money Laundering Policies & Procedures Manual.
- the Corporate Social Responsibility Policy.
- the Cyber and Information Security Policy.
- the Human Resources Policy and Procedures Manual
- the Conflict of Interest Policy
- the Environment, Social and Governance (ESG) Policy.

¹ HC 1.2.1

2. Conduct with respect to employment

2.1 Stance on human rights, women's rights, child and forced labour

UGB recognizes that the threat of abuse in terms of human rights, child and forced labor are pervasive global problems. As a responsible corporate citizen, the following principles have been adopted to reinforce the core value of treating employees, shareholders, and stakeholders with dignity:

- The Bank respects human rights and is committed to ensure that there is no discrimination based on religion, gender, nationality, origin, language, faith, religion, physical ability, or any other social vector.²
- The Bank recognizes that women's rights are specifically enshrined in international human rights declarations, and are committed to follow a policy of gender equality and the empowerment of women. Female workers are treated to all the provisions governing the employment of male workers without discrimination in similar situations.³
- The Bank has a zero tolerance policy on the use of child or forced labour in any of its operations in Bahrain or through its subsidiaries across the world. The exploitation of children, their engagement in unacceptably hazardous work, and the physical punishment, abuse, or involuntary servitude is condemned.
- The Bank expects the suppliers and contractors with whom it does business to uphold the same standards. If it comes to the attention that these principles have been violated, the business relationships will be discontinued at the earliest. Contracted suppliers are expected to affirm annually their compliance annually to a supplier code of conduct. This is enforced by the HR & Administration Department.
- A 'child' is defined as anyone who is less than 15 years of age. In accordance with Bahrain's Labour Law, it is prohibited to employ anyone who is less than fifteen years of age.⁴

2.2 Employment of relatives

In order avoid current or potential conflicts of interest, the process of UGB's staff selection and remuneration is based on an objective evaluation of qualifications, experience, ability and suitability. The hiring of immediate relatives including spouses, children, brothers and sisters of Directors and employees of UGB is prohibited. Any exception to this rule, must be approved by the Chairman of the Board of Directors. At the discretion of the UGB's management, this

² BC-B.1.1

³ Article 29 of Bahrain's Labour Law for the Private Sector, 2012

⁴ Article 24 of Bahrain's Labour Law for the Private Sector, 2012



restriction may also extend to relatives up to the second degree, as defined by the Labour Law of the Private Sector, Kingdom of Bahrain.⁵

2.3 Hiring and internships

The Bank has a separate HR policy that sets out observance of values such as transparency of the recruitment process and equal treatment of all applicants, in particular regarding the development of an attractive, open and sustainable environment for employees. This is complementary to the principles outlined in the 2023-26 National Labour Market Plan of the Kingdom of Bahrain. Senior UGB staff who are involved in the recruitment process are forbidden to solicit applications for vacancies in lieu of monetary / non-monetary favours.

Hiring and internships are provided solely on merit and must be in line with the Bank's internship policies. Candidates are informed about the recruitment process and the selection criteria and career development prospects. They undergo multiple interviews to ensure that there are no bias or pecuniary interests involved in hiring practices. It should be noted that all temporary workplace internship and apprenticeship education programs for younger persons will be closely supervised to ensure that morals, safety, health and compulsory education are not compromised in any way.

2.4 Personal Employment elsewhere

No UGB staff is to have an outside interest or employment that encroaches on the time or attention which should be devoted to the employee's duties at the Bank; adversely affects the quality of work performed; competes with the activities of UGB; involves any use of the equipment, supplies or facilities of UGB or adversely affects the good name of UGB. Any member of UGB staff who is interested in outside employment or interest must seek the prior approval of the CEO. Such employment or activities may be undertaken only after approval is received in writing.

2.5 Outside Partnerships, Partnerships, Sole Proprietorships, Other Business Entities

Prior written approval from the CEO must be obtained before any member of UGB's staff accepts a position as officer or director of a company or becomes a member of a partnership, limited liability company, sole proprietorship or any other business entity, irrespective of whether it is independent or whether it does business with the Bank.

2.6 Professional organizations, charitable, educational or other civic affairs.

Members of UGB's staff are encouraged to take part in professional organizations, charitable, educational, and other civic activities, so long as such activities do not impair the performance or

⁵ Relatives are used to refer to any person who has a "close" relation with a Director or an employee. "Close" relation refers to relation by blood or marriage, whose living arrangements resemble those of a first or second degree blood relative. This includes parents, step-parents, grandparents, in-laws, spouses or domestic partners, children, step-children, adoptive children, grandchildren, siblings, uncles, aunts, cousins, nieces, and nephews.

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reputation of the Bank or conflicts with the employee's duties and or affects the employees' work performance. It is expected that the staff will conduct his/her activity with ethical best practices, integrity, and honesty, and in complete accordance with the Laws of the Kingdom of Bahrain. No prior written approval or annual declaration is required for these activities.

In cases where the employee represents the Bank in professional organisations either through written or verbal communication at a public forum including social media, the content must be approved by the CEO or in his absence, the Chief Audit Executive / Corporate Secretary. This is to ensure that there is no sensitivity in the contents that will inadvertently affect the Bank's image and reputation.

2.7 Gifts.

Directors and Employees are prohibited from placing bets or accepting cash or any assets from any person with whom they are associated with because of their being a director or employee of UGB. Token gifts and promotional material may be received or given provided their monetary value does not exceed **BD 100 cumulatively in a year** and

- they do not place the Director/employee under any commercial or moral obligation;
- No misconstructions, however ill founded, could be put upon the acceptance;
- The employee notifies his/her manager that a gift or hospitality has been made.

Hospitality in the form of lunches, dinners, and social events is permitted provided it falls within reasonable limits and does not infringe standards of propriety and decency. Any person accepting a gift contrary to these rules will be liable to disciplinary action, which may result in summary dismissal. If there is any element of doubt about any offer regarding the acceptance of gifts, gratuities or hospitality, guidance should be sought in advance from the Chairman of the Board of Directors, the CEO or the Chief Compliance Officer.

2.8 Anti Bribery & Corruption (ABC)

This section of the Code of Conduct documents the anti-bribery and corruption policy of UGB. It ensures that appropriate anti-corruption and bribery procedures are in place to avoid any violations of relevant laws and regulations, including among others, the U.S. Foreign Corrupt Practices Act and the U.K. Bribery Act of 2010, and the Wolfsberg Group's update guidance on anti-bribery. Each of the Bank's other subsidiaries has its own Code of Conduct/ ABC program, that is in line with the requirements of the laws of the jurisdiction in which it operates. It is UGB's Chief Compliance Officer's responsibility to ensure that Directors and employees are aware and properly trained with respect to their role to ensure compliance with this policy.

Directors and employees of UGB are strictly prohibited from promising, offering, giving, soliciting, or receiving anything of monetary value, directly or indirectly intended to improperly

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influence action or obtain an unfair advantage. It is also forbidden to permit facilitating payments (regardless of whether these are common practices in a particular country), which involve anything of monetary value to government / third party vendors to expedite or facilitate, routine, non-discretionary actions that would normally be part of the normal course of business.

Charitable and political donations that are linked to obtaining any improper advantage including facilitating payments are explicitly prohibited. All relevant expenditures will be properly documented, approved and maintained for a minimum period of five years. It is also forbidden for directors and employees to falsify books and records pertaining to any such payments.

It is reiterated that the Bank has a zero tolerance approach to bribery and corruption. It is a criminal offence to offer, promise, give, request or accept a bribe. Such acts will result in immediate dismissal from Board membership or the employment of the Bank.

2.9 Whistleblowing Policy

A separate whistleblowing Policy that has been developed to report violations of the Code of conduct, and which guarantees confidentiality of reporting / protection to the whistle-blowers. The relevant forms are available on the Bank's website: www.ugbbh.com.

2.10 Commitment of Corporate Funds

No Director or member of Senior Management, Officer or Employee is permitted to commit funds of UGB to a borrower or other entity, when any part of those funds will be to the direct or indirect personal benefit, of the Director, employee, officer or member of Senior Management committing the funds. Any commitment of payment of funds for the purposes of the Bank, must be made in accordance with the Authorised Signatory list and the Payment Authority Matrix approved by the Board of Directors.

2.11 Personal Investments

Personal investment by a member of UGB's directors, senior management or staff in securities of a publicly traded/ privately held company that is independent and has no conflict of interest with the activities of the Bank, is permissible without prior disclosure, provided that the total ownership does not exceed 5% of any class or type of issued shares or exceeding 5% ownership of the company.⁶ If it exceeds this threshold, it requires the prior approval of the Chairman or the CEO, and should be disclosed in the Annual Declaration of Compliance to the Chairman/ Chief Compliance Officer on an ongoing basis.

⁶ HC 1.2.4g

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If any of UGB staff or his/ her immediate family invests, directly or indirectly, in the shares or a percentage of 5% of any class or type of issued shares, or of a company or any percentage of ownership exceeding 5% in a partnership, limited liability company or operates a sole proprietorship doing business with UGB, that investment requires prior approval of the Chairman or the CEO. Further, the concerned UGB staff is prohibited from handling the account / transactions, or being involved in discussions or decision making related to such a company or business, or be in a purchasing position if the underlying business is a supplier to UGB. The interest of the staff should be disclosed in the Annual Declaration of Compliance with the Code of Conduct.

3. Confidential / Sensitive Information and Protection of Personal Data

As a financial institution, UGB is entrusted with protecting customer information, maintaining confidentiality, and complying with regulatory obligations. A single disclosure of sensitive information to an unauthorized platform can create cybersecurity, privacy, operational, and reputational risks to the Bank and lead to disciplinary action in accordance with applicable policies and procedures.

In adherence with the Principles of Business guidelines mandated by the CBB and Bahrain's Personal Data Protection Law No. 30 of 2018, the Bank adopts a stance of complete privacy and confidentiality for protecting personal data and sensitive information of all matters, including employee and client information.⁷ Conformity with these principles is applicable to members of the Board of Directors, Senior Management, and all employees of the Bank. Directors and employees are prohibited from using their positions to exploit the information that they have access to, for their own personal interests. The exception to this is where disclosure is allowed or provided in response to legal or regulatory requirements.

Information including personal data obtained with respect to the clients and employees of the Bank from any source other than public documents, is considered privileged and must be held in strict confidence. Personal data received from or about clients is to be used solely for corporate purposes and should be disclosed to employees of the Bank only as needed to discharge their assigned duties. In accordance with the CBB rulebook and Bahrain Personal Data Protection Law No. 30 of 2018, personal data is not to be transmitted, published or released to third parties concerning the accounts or activities of the Bank's customers unless:

- Such information is requested by the CBB or in implementation of any judicial order issued by competent court, the Public Prosecution, the investigative judge or the Military Prosecution;
- The release of such information is approved by the customer concerned; or

⁷ PB 1.1.4;

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- It is in compliance with the provision of the Law or any international agreements to which the Kingdom of Bahrain is a signatory.⁸

Intellectual Property

The rights, title and interest in all intellectual property that is developed by employees during their employment with the Bank, belong to UGB. This includes strategy papers, business plans, marketing strategies, contracts, client lists, internal policies and procedures, workflows and processes are proprietary information of UGB and is hence confidential. These and internal reports may not be disclosed, discussed or made available to anyone outside of UGB.

UGB employees are bound by their contracts of employment to continue to observe this level of confidentiality and integrity. Intellectual property may not be retained for use nor removed from the Bank at the time that the individual's employment with the Bank ceases. This is also in accordance with Article 71 of the Bahrain Labour Law for the Private Sector - 2012, which requires all employees to 'return any tools, records, documents related to work or unused materials in their custody after the termination of the contract of employment.'

In accordance with Bahrain Personal Data Protection Law No. 30 of 2018, UGB employees are required to notify their Direct / Line Manager immediately upon becoming aware of a personal data violation/ breach affecting client's personal data.

Protecting Confidentiality in the age of Artificial Intelligence (AI)

Unlike traditional applications, platforms. Information shared with AI platforms may be stored, processed, analyzed, or retained outside of UGB's environment. Once sensitive information is shared with an unauthorized external service, UGB may lose visibility and control over how that information is used, stored, or protected.

To safeguard UGB information and comply with regulatory and data protection requirements, employees must never enter, share, or upload:

- Customer or employee information or personal data
- Account details, financial records, or transaction information.
- Internal reports, meeting minutes, or business plans.
- Screenshots containing internal systems or confidential information.
- Usernames, passwords, authentication codes, or technical configurations.
- Any information classified as Confidential or Restricted.

⁸ BC-3.1.1.1

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Employees should also be aware that AI-generated content may contain inaccuracies, outdated information, or fabricated responses. Information generated by AI should not be considered authentic and must always be reviewed and validated before being used for business purposes.

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4. Conflict of interest

A 'conflict of interest' is defined as any situation in which a person's private interests are incompatible with the official responsibilities of that person within the UGB Group. Such a conflict would arise where any member of Senior Management, Officer or employee, has a personal interest - financial or otherwise, in a client, counterparty, borrower, supplier, or other person or company dealing with UGB. Each member of UGB staff is expected to manage his or her personal and business affairs to avoid situations that might lead to a conflict, or even the appearance of a conflict, between the staff's self-interest and his or her duty to UGB, its clients and other stakeholders⁹.

All Staff and Directors are expected to behave professionally such that they do not:

- Enter into competition with the bank.
- Demand/accept substantial gifts from the bank for himself or his associates.
- Misuse the Bank's assets.
- Use UGB privileged information to take advantage of business opportunities to which the company is entitled for himself or his associates.¹⁰

In any such situation, the person concerned must absent himself/herself from any discussions or decision making that involves a subject where they are incapable of providing objective advice, or which involves a subject or (proposed) transaction, where a conflict of interest exists. This is also reiterated in the Corporate Governance PPM related to Conflict of Interest. All abstentions and details of related parties' transactions that are conducted on an arm's length process, is disclosed in the annual Corporate Governance report.

Any staff member who has a conflict of interest must inform the Head of HR and Administration immediately of the same and disclose all material facts in the case of a contract or transaction involving him or her. The CEO then approves all potential conflicts of interest, as documented by the Head of HR. UGB Directors must inform the entire board of (potential) conflicts of interest in their activities in accordance with the separate board approved Disclosure of Conflict of Interest Policy.

⁹ HC 2.3.1

¹⁰ HC 2.3.2

5. Relations with Clients, Subsidiaries, Affiliates and the Regulators

Senior Management or employees may not borrow either directly or indirectly from a client of UGB or any other entity owned or controlled by UGB or its suppliers. Borrowing is permitted only from recognized lending institutions in accordance with the latter's terms and conditions.

Senior Management and employees are also expected to act in an open and co-operative manner with the CBB and other regulatory/supervisory bodies whose authority they come under¹¹.

Staff are also expected to undertake their fiduciary responsibilities seriously and safeguard the assets and deposits of the Bank's customers.¹² They must pay due regard to the legitimate interests and information needs of their customers and communicate with them in a clear, fair and transparent manner¹³. Staff who advise customers on investment decisions, must take reasonable care to ensure the suitability of such advice or decisions.¹⁴

Other responsibilities involved in dealing with customer include:

- Acting with due skill, care and diligence in all dealings with customers.
- Acting fairly and reasonably in all dealings with customers.
- Ensure that any advice to customers (if any) is aimed at the customers' interests and based on adequate standards of analysis;
- Provide sufficient and timely documentation to customers to confirm that their investment arrangements are in place and provide all necessary information about their products, rights and responsibilities;
- Maintain fair treatment of customers through the lifetime of the customer relationships, and ensure that customers are kept informed of important events;
- Ensure complaints from customers are dealt with fairly and promptly.
- Ensure that all information provided to customers is clear, fair and not misleading, and appropriate to customers' information needs; and
- Take appropriate measures to safeguard any money and property handled on behalf of customers and maintain confidentiality of customer information.¹⁵

¹¹ PB 1.1.8

¹² PB 1.1.6

¹³ BC-A.1.2

¹⁴ PB 1.1.7

¹⁵ BC 8.3.1



6. Communication with the Media

This section should be read in conjunction with UGB's Disclosure Policy.

In order to minimize the risk of inappropriate disclosure and to ensure a clear message is communicated to the public, UGB has designated a limited group of senior officials who are entitled to speak on its behalf when material information may be disclosed. They are the Chairman of the Board, the Chairman of the Board Audit Committee, the Chief Executive Officer, the, the Chief Financial Officer and the Chief Compliance Officer (the "Spokespersons"). The Chairman or the Chief Executive Officer may designate other directors, officers, other employees or agents to speak on particular matters or to respond to specific inquiries as necessary or appropriate. Unless so designated, no director, officer, employee or agent of the Bank may communicate on behalf of UGB with regulators, investors, shareholders, analysts and the media with respect to any disclosure that may include material information about the UGB Group. Spokespersons shall remain knowledgeable about UGB's public and the views of the investment community relating to the Bank. Further details are provided in the Bank's Disclosure Policy.

Officers and employees of UGB should refer inquiries from analysts and institutional investors about significant investor relations issues to the CEO or the Chief Financial Officer. Similarly, officers and employees of UGB should refer inquiries from the media to the CEO or any of the Bank's other Spokespersons. The CEO's approval should be procured before releasing any material information to the public.

6.1 Social Media, technology and artificial intelligence use.

Directors and Employees are required to follow the below guidelines:

- Not share confidential or any information related to the Bank that is not public
- Not open any social media accounts in the name of the Bank or that could be interpreted as belonging to the Bank.
- Not tarnish or malign the reputation of the Bank, any of its employees or its stakeholders.
- Not post hate, violent, threats, anti-religious, political or racist comments on the individual's social media hashtag.
- Not misuse technology that is entrusted to employees of the organization.
- Any plagiarism or unauthorized usage of artificial intelligence especially involving sensitive data, will be treated as a security breach will be subject to disciplinary actions in line with the Bank's personal data policies.
- The IT Department and Information Security function reserves the right to audit device usage and investigate incidents involving contravening the above principles.

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7. Unacceptable behaviour

The Bank's Code of Conduct prohibits certain actions by Directors, Senior Management, Officers and employees of UGB. This includes:

- Theft, embezzlement or misapplication of funds or assets or proprietary information in electronic or paper form.
- Breach of UGB's confidentiality including unauthorized disclosure of the Bank or its clients or its employee information over social media.
- Betting
- Market abuse or insider trading.
- Inability to honour personal financial commitments due to a high degree of debt.
- Assuming a false identity or submitting false certificates or testimonials.
- Unauthorized issuance of obligations or making or causing false entries to be made.
- Making any false statement or report to any legal or regulatory authorities in or outside the Kingdom of Bahrain.
- Being sentenced for a crime or a misdemeanour involving dishonour, dishonesty or immorality.
- Being under the influence of alcohol or drugs during the hours of work.
- Assault on any member of UGB staff or supervisors during employment.
- Acting in an irresponsible matter that compromises on health and safety standards of the Bank.

Examples of these include disregard of HR protocol with respect to environmental, fire, health and safety standards.

8. Expected Standards of Professionalism, Fairness, Behaviour and Language

It is the policy of the Bank that all employees should be able to enjoy a work environment free from all forms of misbehaviour including discrimination, and harassment from supervisors, colleagues, visitors or customers of the Bank. Care should be taken to ensure that all staff act with honesty, integrity, due skill, care and diligence always.¹⁶ The following behaviour is not acceptable under any circumstances.

- Employees shall not discriminate in dealings with any persons within or outside the Bank on account of gender, nationality, origin, language, faith, religion, physical ability or social standing.¹⁷
- Employees shall not misbehave with clients or colleagues inside or outside the premises of the Bank. Misbehaviour would include acts such as shouting, use of unparliamentary language, threatening, intimidation, physical assault etc.
- No employee shall use his / her position to intimidate or secure undue advantage from any other employee or external person or outside agency.
- Harassment is prohibited on any basis, including but not limited to an individual's age, sex, race, national origin, , ancestry, language, religion, social standing, physical ability, medical condition and disability.
- Misbehaviour by employees may result in disciplinary action up to and including termination of the employee who misbehaves.
- Harassment of employees by customers, consultants should be dealt by the immediate manager amicably without compromising on business relationships. In case the matter cannot be resolved politely, the intervention of management should be immediately sought for resolution and necessary action.
- Employees are forbidden from making any sexual advances or use of any sexual overtones with any client or colleague, including use of social media or any messaging applications.
- False accusations of misbehaviour will lead to severe disciplinary action, up to and including termination.

¹⁶ PB 1.1.1, PB 1.1.3

¹⁷ BC-B1.1.1



9. Environmental Protection

The Bank is committed for creating a healthy, clean and safe environment that adheres to local regulation and best practice. There is a commitment in practice to be environmental protection and sustainable practices that focus on being more energy efficient, conserve water, reduce greenhouse emissions, minimize waste, and adopt corporate social responsibility practices. Further details are available in the Bank's ESG Policy and CSR Policy.

10. Management, Systems and Controls

The Bank has developed internal controls, standards and procedures to ensure that all its assets are identified, protected and properly used, and that all business records, financial records and other reports are reliable, accurate and timely prepared and maintained. All members of Senior Management and employees are responsible for complying with all internal controls and recordkeeping standards and procedures. There will also be adequate human, financial and other resources sufficient to run the Bank in an orderly manner.¹⁸

The Internal Audit Department undertakes and conducts regular reviews as part of a risk based plan, to measure the effectiveness of internal controls and compliance, and to facilitate ongoing improvement. Internal Audit will also report any observations/violations/concerns regarding the adherence to this code of conduct, to the Board Audit Committee.

10. Enforcement Mechanism, Incident Reporting and Investigations

The Board of Directors empowers the Board Audit Committee to supervise matters upon its own initiative or as requested from any employee, officer or director. The Committee in turn will arrange for an investigation to be conducted by the Compliance Department / Internal Audit Department. To provide an unbiased viewpoint, one representative each from Compliance and Internal Audit will jointly conduct the investigation. They will have the authority to collect statements, reports and documentation to aid in the investigation as well as to interview individuals, including the person whose conduct is questioned. Upon consideration of the information available to the Committee, it will determine whether a violation of the Code of Conduct has occurred and, whether a waiver should be granted. If a violation has occurred, the Corporate Governance Committee will be notified accordingly, and disciplinary action will be taken in line with the Bank's HR policies.

It is important to investigate any breaches to the Code of Conduct, as failure to do so, may call into question as to whether the Bank meets its licensing conditions. In the case of approved

¹⁸ PB 1.1.9

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persons, it calls into question as to whether they continue to meet the 'fit and proper' requirements for the function for which they were approved by the CBB¹⁹.

11. Waivers

A waiver of any provision of the Code of Conduct for any UGB staff may only be granted by the Chairman or the CEO. Any such waiver and the reasons for the waiver must be documented and maintained by the Compliance Function.

12. Dissemination

All members of UGB Staff are expected to read and understand this Code of Conduct. Any questions regarding the guidelines should be directed to the Chief Compliance Officer. This Code will be a part of the Human Resources Policy Guidelines and is expected to be understood and complied with by all UGB Staff.

13. Annual Certification of Compliance

All UGB staff will be required on an annual basis, to confirm their adherence to UGB's Code of Conduct. The key objective of this affirmation is to enforce the highest standards regarding professional conduct, conflicts of interest, insider trading & confidentiality. Disclosures on Personal Investments, will also be part of this Annual Statement .

The Chief Compliance Officer (CCO) will provide an annual refresher presentation on the Code of Conduct, to all UGB Staff. While all staff are encouraged to attend, this session is mandatory for new employees. The latest copy of the presentation is posted on the Bank's intranet, so that it is always accessible to staff.

The affirmation by staff will be addressed to the Chief Compliance Officer within the stipulated timeframe of one month from the date of the presentation. The CCO in turn, will address his/her affirmation to the CEO and the Chairman of the Bank Audit Committee. All completed forms will be provided to the Human Resources Department, who in turn will file these in the personnel files of the employees.

It should be noted that all new employees will be asked to sign this statement upon joining the Bank.

14. Annual Certification of Compliance by Dealers

¹⁹ PB B.2.1

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In addition to the annual certification mentioned above, employees engaged in foreign exchange, money market, and interbank dealing activities have to sign an additional affirmation to the Code of Conduct for Bank Dealers and Foreign Exchange and Money Brokers in the Foreign Currency and Deposit Markets. This Code provides additional rules in respect of certain kinds of practices followed by financial institutions. The CBB expects all their institutions to be in full compliance with the Code.²⁰

14. Undertaking to the Bahrain Bourse

Bahrain Bourse Undertaking

UGB is a member of the Bahrain Bourse in its capacity as a broker – dealer. As per the rules of the Bahrain Bourse, any director, officer, employee or agents of a Member of the Bahrain Bourse, must not wilfully make, furnish or permit the making or furnishing of any false or misleading information, statement or report to BHB.²¹ All Directors of UGB and employees of UGB who are approved persons, have to fill out an undertaking to the Bahrain Bourse (see Appendix 2) after their appointment. This will be submitted by the Compliance Department to the Bourse, along with the identity documents of the approved person.

15. Posting of the Code of Conduct

The Code of Conduct will be available to all staff on the UGB Intranet.

16. Review of the Code of Conduct

This Code of Conduct will be reviewed at least once in two years or as and when there are significant changes to the Bank Code of conduct, ethical framework or regulatory rules.

²⁰ BC-2, CBB Rulebook – Volume 1

²¹ Section 10, 10.53 Listing Rules

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Appendix 1 : Annual Certifications.

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UNITED GULF BANK B.S.C. (c) ANNUAL EMPLOYEE CERTIFICATION

To: The Chief Compliance Officer

I confirm receipt of UGB's **Code of Conduct** ("the Code")

I understand that the Code refers to the more important rules and regulations applicable to UGB's Directors and employees and that it sets out certain principles and standards that must be observed at all times.

I understand that failure to comply with the rules, regulations; policies and procedures set out in this code may have serious consequences for UGB and/or its employees and may result in my dismissal.

I hereby undertake to familiarise myself with the contents of the Code and, in case of doubt, to consult my Supervisor or the Chief Compliance Officer.

I am aware that I have to declare in writing, my interests in other enterprises or activities (whether as a shareholder of above 5% of the voting capital of a company, a manager, or other form of significant participation). My ownership and managerial interests in other companies are listed below:

#	Name of Company	Ownership Stake (%)

(Please use a separate sheet if you need to include more information)

I am aware that I have to declare in writing, any relatives of mine²² who are employed by UGB, as mentioned below.

#	Name of Relative	Relationship

I also declare that I hold the following Directorships²³ as of the date of signing this affirmation.

#	Name of Company	Directorships Held	Year of assuming the Directorship

In particular I confirm that I have read, understood and agree to adhere to UGB's procedures set out or referred to in the Code of Conduct.

Employee name:

Employee signature:

Date:

²² The term 'relatives' is used to refer to any person who has a "close" relation with an employee. "Close" relation refers to relation by blood or marriage, whose living arrangements resemble those of a first- or second-degree blood relative. This includes parents, stepparents, grandparents, in-laws, spouses or domestic partners, children, step-children, adoptive children, grandchildren, siblings, uncles, aunts, cousins, nieces and nephews.

²³ Please list all Directorships that you hold, either in your personal capacity or representing the Bank.

Date of Last Review : March 2024

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ANNUAL CERTIFICATION FROM DIRECTORS

To: The Chairman of the Board of Directors

I confirm receipt of UGB's **Code of Conduct** ("the Code")

I understand that the Code refers to the more important rules and regulations applicable to UGB, its directors and its employees and that it sets out certain principles and standards that must be observed at all times.

I understand that failure to comply with the rules, regulations; policies and procedures set out in this code may have serious consequences for the firm and/or its employees and may result in my dismissal.

I hereby undertake to familiarise myself with the contents of the Code and, in case of doubt, to consult the Chairman of the Board of Directors

I am aware that I have to declare in writing, my interests in other enterprises or activities (whether as a shareholder of **5% or above 5% of the voting capital of a company**, a manager, or other form of significant participation). My ownership and managerial interests in other companies are listed below:

#	Name of Company	Ownership Stake (%)

(Please use a separate sheet if you need to include more information)

I am aware that I have to declare in writing, any relatives of mine²⁴ who are employed by UGB, as mentioned below.

#	Name of Relative	Relationship

I also declare that I hold the following Directorships²⁵ as of the date of signing this affirmation.

#	Name of Company	Directorships Held	Year of assuming the Directorship

In particular I confirm that I have read, understood and agree to adhere to UGB's procedures set out or referred to in the Code of Conduct.

Director name:

Director signature:

Date:

²⁴ The term 'Relatives' is used to refer to any person who has a "close" relation with an employee. "Close" relation refers to relation by blood or marriage, whose living arrangements resemble those of a first or second degree blood relative. This includes: parents, step-parents, grandparents, in-laws, spouses or domestic partners, children, step-children, adoptive children, grandchildren, siblings, uncles, aunts, cousins, nieces, and nephews.

²⁵ Please list all Directorships that you hold, either in your personal capacity or representing the Bank.

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Appendix 2 :
Undertaking by UGB's Directors and Senior Management
for the Bahrain Bourse.

Date of Last Review : March 2024

Date of Current Review : July 2025

استمارة تسجيل الأشخاص المعتمدين REGISTRATION OF APPROVED PERSONS APPLICATION



معلومات عامة عن الشركة GENERAL COMPANY INFORMATION	
Application Date	تاريخ تقديم الطلب
Member/ Company Name	اسم العضو/ الشركة
Licensed under CBB Rulebook No.	مرخص تحت مجلد قواعد مصرف البحرين المركزي رقم
Registered Office Address	العنوان المسجل للمكتب

تعيين وتسجيل شخص المعتمد Appointment and Registration of an Approved Persons

We are desirous of appointing and registering the following person as an Approved Person upon the terms and subject in all respects to the Rules of BHB which are now in force, as may be amended from time to time and all directives, ruling and guidelines issued by BHB.

Name	الاسم
Date of Birth	تاريخ الولادة
Male / Female	ذكر / أنثى
CPR / Passport No.	رقم بطاقة الهوية / جواز السفر
Address	العنوان
Designation	المسمى الوظيفي
Academic Qualification	

We enclose herewith:

1. A copy of the letter from CBB authorizing the appointment of the above named;
2. An undertaking by the above named in the prescribed form; and
3. The non-refundable fee of BD

Key Authorized Person Name	
Position	
Date	
Signature	
Corporate Stamp	

Required Documents

1. Copy of CPR and Passport. - Attached
2. Copy of Series 7 and /or Series 79 Certificate (If applicable).
3. A copy of Curriculum Vitae (CV) of the applicant. - Attached
4. A copy of CBB/Home Market Securities Regulator approval. - Attached

تصريح من قبل الشخص المعتمد DECLARATION UNDERTAKEN BY APPROVED PERSON

To: BAHRAIN BOURSE B.S.C. ("BHB")

In consideration of BHB approving the application for my registration with BHB as an [Approved Person*] in accordance with the Rules of Bahrain Bourse ("the Rules"), I hereby irrevocably and unconditionally undertake and agree as follows:-

- (a) To be bound in all respects by and to comply with the Rules which now are or may hereafter be in force and all directives rulings and guidelines issued by BHB in so far as they apply directly or indirectly to an Approved Person;
- (b) To indemnify and keep BHB fully indemnified from and against all losses, damages, costs, expenses, actions and claims or otherwise which BHB may incur arising out of any act or omission on my part or failure by me to comply with any provisions in the Rules and/or any directives and guidelines issued by BHB; and
- (c) Notwithstanding my cessation to be registered as an Approved Person with BHB for any reason whatsoever, I further undertake to continue to be bound by the Rules which now are or may hereafter be in force and all directives rulings and guidelines issued by BHB in so far as they may relate to any act or omission that I may, in the opinion of BHB, have committed or omitted to do during the period of my registration with BHB.

I hereby acknowledge that the approval of the application for my registration as an Approved Person with BHB hereunder, or any indulgence or delay in making any demand or instituting any action by BHB shall not constitute or be deemed to operate as a waiver by BHB of any of its/their rights hereunder or under the Rules.

Applicant Name:

Applicant Signature:

FOR BHB INTERNAL USE ONLY

للاستخدام الداخلي فقط

Application Received on	تاريخ استلام الاستمارة
Received by	استلم من قبل
Application Status	وضع الاستمارة
Complete ☐	مكتمل
Not Complete ☐	غير مكتمل
Director of Trading Operations	توقيع مدير إدارة
Directorate Signature	عمليات التداول
CEO's Signature	توقيع الرئيس التنفيذي

المستندات المطلوبة

1. نسخة من بطاقة الهوية وجواز السفر.
2. نسخة من شهادة Series 7 و Series 79 (إن وجد).
3. نسخة من السيرة الذاتية لتقديم الطلب.
4. نسخة من موافقة مصرف البحرين المركزي/ هيئة الأوراق المالية في السوق المحلية.



DEALER CODE OF CONDUCT ACKNOWLEDGEMENT

This Code of Conduct is issued in line with the requirements of the Central Bank of Bahrain (Central Bank of Bahrain) Rulebook – BC-2 and sets out the minimum standards of market practice, integrity, confidentiality, and professional behavior expected from all employees engaged in foreign exchange, money market, and interbank dealing activities. It is intended to ensure fair, transparent, and orderly market conduct and to safeguard the integrity of the Bahrain financial market.

This Code applies to all employees involved in foreign exchange transactions, money market and deposit activities, interbank dealings, and related brokerage activities. Compliance with this Code is mandatory and forms part of the responsibilities of all relevant staff.

Compliance with Applicable Rules and Regulations

I acknowledge my responsibility to comply with all applicable laws, regulations, and guidelines, including the CBB Rulebook (BC-2), and the Bank's internal policies, procedures, and market conduct standards.

Market Conduct and Integrity

I acknowledge that I must at all times act with honesty, integrity, and professionalism in all dealing activities. I will ensure that my conduct does not manipulate, mislead, or distort market prices or conditions, and that all transactions are conducted in accordance with accepted market practices and standards.

Confidentiality and Market Practice

I acknowledge that I must maintain strict confidentiality at all times in respect of client information, counterparty details, and any non-public or price-sensitive information obtained in the course of my duties. I confirm that such information will not be disclosed, shared, or used for personal gain or any purpose other than authorized business activities.

I also confirm that all foreign exchange and money market dealings will be conducted in a fair, transparent, and orderly manner, in line with accepted market practices, and that I will not engage in any conduct that may mislead counterparties, manipulate prices, or compromise market integrity.

I understand that any breach of confidentiality or improper market conduct must be reported in accordance with the Bank's escalation procedures and may result in disciplinary action.

Confidentiality and Information Handling

I will maintain strict confidentiality of all client, counterparty, and proprietary information and will not disclose or use such information for personal or unauthorized purposes.

Dealing Practices and Market Discipline

I understand that all quotations, negotiations, and transactions must be properly communicated, recorded, and confirmed in accordance with internal procedures. I will not engage in any conduct involving unfair pressure, improper inducements, misuse of broker relationships, or any practice that undermines market discipline or integrity.

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Systems Usage and Reporting

I acknowledge that all trading systems and access rights must be used strictly for authorized business purposes only. I will maintain the confidentiality of my login credentials and will promptly report any suspected breach, irregularity, or dispute through the appropriate escalation channels.

Compliance and Responsibility

I understand that compliance with this Code is mandatory and forms part of my employment obligations. Any breach of this Code may be treated as a serious matter and may result in disciplinary action and/or regulatory reporting. I also confirm that I am required to comply with both the letter and spirit of the Code at all times.

Possible Personal Impairments to my Independence

confirm that I have reviewed my personal situation with respect to UGB and related group companies and am not aware of any circumstances that may impair my ability to uphold the Central Bank of Bahrain (Central Bank of Bahrain) Code of Conduct in accordance with Module BC-2.

Responsibility to Update This Disclosure

I understand that I am also responsible for promptly submitting written notification should any circumstance arise during the course of the year that may impair, or appear to impair, compliance with the Dealer Code of Conduct in accordance with the CBB Rulebook Module BC-2.

Identify areas that may be affected by the above situations:

I acknowledge that I have received, read, and understand the Central Bank of Bahrain's Code of Conduct for Bank Dealers and Foreign Exchange and Money Brokers in the Foreign Currency and Deposit Markets.

Employee Name:

Signature:

Employee Title:

Date:

Date of Last Review : March 2024

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Version Control

Version #	Date Reviewed	Date of Board Approval	Originator/ Modified By	Reason for Issue / Re-Issue
1	Nov 2008	4 Nov 2008	Compliance	Separation from the HR Manual
2	Mar 2011	10 May 2011	Compliance	Incorporation of changes in the CBB rulebook (Module HC), deletion of references to the MD, and addition of the reference to UGB's Key Persons Policy
3	May 2013	9 May 2013	Compliance	Incorporation of references to the revised Labour Law for the Private Sector – 2012 and inclusion of the affirmation of the Code of Conduct for Directors.
4	January 2015	28 Feb 2015	Compliance	Updating the new definition of authorised persons; inclusion of the reference to personal hedging strategies with respect to remuneration rules; inclusion of the reference to the Financial Advice Program.
5	February 2017	28 Feb 2017	Compliance	Updating the affirmation section to include details on relatives employed by the Bank and Directorships held by the employee.
6	May 2018	14 May 2018	Compliance	Inclusion of a section related to UGH, inclusion of the Bahrain Bourse undertaking.
7	July 2019	8 Aug 2019	Compliance	Inclusion of the section of Anti-bribery & corruption and re-organization of sections.
8	February 2021	28 Feb 2021	Compliance	• Inclusion of clauses related to Bahrain Personal Data Protection Law. • Updated reference to the Bahrain Bourse undertaking. • Additional examples of unacceptable behaviour
9	February 2023	28 Feb 2023	Compliance	• Inclusion of additional responsibilities involved in dealing with customers; • reiteration that that all regulated financial services provided by the Bank / Company will be done without any discrimination

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Version #	Date Reviewed	Date of Board Approval	Originator/ Modified By	Reason for Issue / Re-Issue
9	February 2023		Compliance	• clarification that the limit for gifts is BD 100 cumulatively • clarification on content having to be approved by the CEO or in his absence, the Chief Audit Executive, in cases where the employee represents the Bank in professional organisations either through written or verbal communication at a public forum including social media.
10	March 2024	14 May 2024	Compliance	• Inclusion of a stance on human rights, women's rights, child and forced labour • Inclusion of guidelines on hiring and internships
11	July 2025		Compliance	• Inclusion of a section on social media • Inclusion of a section on environmental protection • Strengthening the section on intellectual property • Reiteration of a zero tolerance policy on bribery and corruption. • Removal of references to UGH. • Inclusion of the revised Appendix 2 to reflect the new form used by the Bahrain Bourse.
12			Compliance	• Formalization of the additional affirmation by Dealers to the Dealer's Code of Conduct

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