

KEY PERSONS DEALING PRINCIPLES

Arab Banking Corporation (B.S.C.)

November 2023

Overview

“Dealing” in the Securities of a Listed Company while in possession of Inside “Information/MNPI – Material Non-Public Information” is illegal. Such Dealings are prohibited to maintain the integrity of Financial Markets and to protect investors from market manipulation and abuse.

The Bank ABC Code of Conduct and other Group Standards are instrumental to help Employees (including Directors and Contractors) to always maintain the highest standards of ethical and professional behaviour. The Bank relies on its Employees’ personal integrity to protect the reputation of the Bank. The Bank sets clear standards and requires all Employees to act with the utmost integrity and honesty in all their professional dealings.

Key Principles

Bank Inside Information/MNPI may only be shared between “Key Persons (Group Permanent Insiders)”. An up-to-date Key Persons List must be maintained, periodically reviewed (at least annually), and shared with the Key Persons to ensure that the names appearing on the list are relevant and there are no Employees left out from the list. Any change in the list, either temporary or permanent, must be circulated to all Key Persons.

As a general principle and rule, Insiders are not allowed to deal in those securities for which they hold Insider Information/MNPI. Whilst this applies to all Employees of the Bank, the likelihood of insider trading is more for the Employees who routinely hold Inside Information/MNPI and are defined as a “Key Person”. The following principles should be adopted by Employees and Key Persons, as relevant to their role:

- No Key Person of the Bank may “deal” in the Arab Banking Corporation (B.S.C.) shares whilst in possession of Bank Inside Information/MNPI – Material Non-Public Information.
- All “dealings”, or holdings of, shares in Arab Banking Corporation (B.S.C.) by Key Persons must be disclosed to the Bahrain Bourse through the “Custodian” and should be conducted in accordance with this Procedure.
- No Employee (regardless of being classified as a Key Person or not) of the ABC Group may “deal” in the listed security of Arab Banking Corporation (B.S.C.) whilst in possession of “Inside Information / MNPI – Material Non-Public Information”.

- An approval from the “Custodian” of the list and Group Compliance must be sought, in case the information is to be shared outside the persons on the Key Persons List. In such cases, the individual with whom the information is shared should be included in the Key Persons List and should be informed about the “dealing restrictions” with respect to the securities of Arab Banking Corporation (B.S.C.) listed on Bahrain Bourse. However, any individual who is added to the list for a specific period/project should only remain on the list until such period / project is over. Thereafter, his/her name should be removed, and the revised list should be circulated to the Key Persons.
- No “Key Person” may, directly or indirectly, “deal” in Bank’s shares during a “Closed Period” without the prior approval of Group Chief Compliance Officer who may further engage the Company Secretary, Group Investor Relations and Group Legal.
- The announcement and duration of “Closed Period” may only be announced by the Group Investor Relations.

Key Requirements:

The following are the key requirements which should be discharged by the respective stakeholders:

- Maintain an up-to-date Key Persons (Group Permanent Insiders) list.
- Identification of Key Person and notification to the Custodian along with the respective forms within seven working days:
 - Each of the Board Members of the Group Board.
 - Each Employee of the Bank who is designated as a Senior Vice President or above.
 - Members of Group Finance, Group Strategy, Group Corporate Communications and Group Investor Relations
 - Each Employee of the Bank who is a member/regular attendee of:
 - Group Board Audit Committee
 - Group Board Risk Committee
 - Group Assets and Liabilities Committee (GALCO)
 - Any Employee of the Bank nominated by an above Key Person who that Key Person believes has routine access or visibility to the Inside Information. Periodically review Key Persons List (at least annually before the Annual General Meeting) and share with the Key Persons to ensure that the names appearing in the list are relevant and there are no individuals left out who should be part of the list.
- Any change in the list must be circulated to all Key Persons.

- An approval from the Custodian of the list and Group Compliance must be sought, in case the information to be shared outside the Key Persons List. In such cases, the individual with whom the information is shared should be included in the Key persons List and should be informed about the dealing restrictions.
- In case of uncertainty on whether any information received or held is Inside Information/MNPI, Employees must consult with Group Compliance for guidance.
- All Key Persons must certify (and submit to Group HR) their understanding of, and intent to comply with the Key Person Principles.
- Report any violations of this procedure to Compliance.

Breaches:

Any Key Person found to have breached the terms of these principles and procedures may be subject to the disciplinary procedures of the Bank; such disciplinary procedures may result in the termination of his/her employment or contract of service.

If a Key Person who is a service provider to any member of the ABC Group or who is an Employee or Officer of such a service provider is found to have breached these principles and procedures, the contract of such service provider may terminate without compensation.

Definitions

Bank	Arab Banking Corporation (B.S.C.) listed on Bahrain Bourse.
Inside Information (also known as MNPI – Material Non-Public Information)	<p>Information related to Arab Banking Corporation (B.S.C) (a company with shares listed on Bahrain Bourse) which is not in the public domain and:</p> <ul style="list-style-type: none"> • is precise in nature (a reasonable investor would consider it important, in the light of all available information, for the purpose of making an investment decision, including whether to purchase or sell securities or to cast a vote relating to the securities); and/or • would likely have an impact on the price of that Security; and/or • is information about the Bank which is material enough to disrupt or have an impact on financial markets.
Key Person(s) Also known as Group Permanent Insider(s)	<p>Any Employee who routinely has access or visibility to Insider Information, such as; Strategic Plans, Unpublished Financials, Forecast/Targets. At a minimum, the following are considered as Key Persons:</p> <ul style="list-style-type: none"> • Each of the Board Members of the Group Board. • Each Employee of the Bank who is designated as a Senior Vice President or above. • Members of Group Finance, Group Strategy, Group Corporate Communications and Group Investor Relations • Each Employee of the Bank who is a member/regular attendee of: <ul style="list-style-type: none"> ○ Group Board Audit Committee ○ Group Board Risk Committee ○ Group Assets and Liabilities Committee (GALCO) • Any Employee of the Bank nominated by an above Key Person who that Key Person believes has routine access or visibility to the Inside Information.
Custodian	The person or department who maintains the Key Persons List. Group Business Compliance Advisor - Group Compliance.
Employee(s)	Bank Employees, board directors, and contractors.
Key Person's Connected Parties)	<p>Any person on whom a Key Person has influence to make investment/financial decisions. At a minimum, this includes, in respect of a Key Person, their:</p> <ol style="list-style-type: none"> 1. spouse(s); 2. father, mother, son, daughter, brother, or sister (including any adopted or step, or legal guardianship); and/or 3. Any entity (corporate or not) of which such person has (alone or with any of the persons mentioned in 1 & 2) control of more than 10% of the voting power in such entity, whether such control is exercised individually or jointly.

<p>Closed Period (also known as "Blackout Period")</p>	<p>A period before the periodic financial results release of the Bank during which Key Persons cannot trade in the Bank's shares. The Closed Period is announced by Group Investor Relations.</p>
<p>Dealing</p>	<p>In respect of the securities of the Bank (or any puts, calls or other options with respect to such securities):</p> <ul style="list-style-type: none"> • Buy/sell securities for Personal account. • Tipping off anyone. • Acting on behalf of customers to buy/sell securities (discretionary trading). • Advising customers to buy/sell securities. • Buy/sell securities at institutional level as proprietary trading.
<p>Vesting Date</p>	<p>The date on which the shares become available to the beneficiary, subject to the vesting period / conditions been completed / met.</p>