

ABC Group

KEY PERSONS DEALING STANDARD

Document Governance

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1. OVERVIEW

No Director, Officer, employee or contractor of the ABC Group may transact in a listed security whilst in possession of information that is considered “Inside Information”.

All transactions in, or holdings of, shares in Arab Banking Corporation (B.S.C.) by Key Persons shall be disclosed to the Bahrain Bourse in accordance with this Standard.

2. DEFINITIONS

“Bank”:	means Arab Banking Corporation (B.S.C.).
“Blackout Period”:	means a period or periods designated as such by the Committee in connection with any unannounced Inside Information.
“Committee”:	means the Board Audit Committee of Arab Banking Corporation (B.S.C.).
“Connected Person”:	<p>in relation to a Key Person means:</p> <ul style="list-style-type: none">(i) - the spouse(s) of such person;- his son or daughter (including any adopted or step son or daughter);- his father or mother (including step mother and step father);- his brother and sister (including step brothers and sisters);- any person under his guardianship or control; and <p>(ii) any entity (corporate or not) of which such person has (alone or with any of the persons mentioned in sub-paragraph (i)) control of not less than 10% of the voting power in such entity, whether such control is exercised individually or jointly;</p>
“Inside Information”:	means information relating to any entity in the ABC Group which (i) is of a precise nature; (ii) has not been published or is not otherwise available to the general public and, if it were, it would be likely to have a significant effect on the price of the shares of the Company listed and traded on the Bahrain Bourse.
“ITC Officer”	means Insider Trading Compliance Officer.

“Key Person”:

means:

- a. Each of the Directors of the Bank;
- b. each employee or officer of the Bank who is designated as a Senior Vice President or above;
- c. each employee or officer of the Bank who is a member or a regular attendee of the Group Audit Committee and the Group Asset and Liabilities Committee (GALCO);
- d. each employee or officer of the Bank who is designated Grade 9 or above who is in the Legal, Corporate Communications or the Finance Department; and
- e. any person whom the Committee and/or the ITC Officer may so designate by virtue of his special and confidential relationship in the conduct of the affairs of the Bank which may give him access to Inside Information.

3. RESTRICTIONS ON TRADING: EXCEPTIONS

3.1 Notifications

- (a) All Key Persons are required to complete, and submit to the ITC Officer, a KP1 part 2 (See Appendix A) identifying any holdings that they, or any Connected Person, may have in shares issued by the Bank immediately upon being identified as a Key Person.
- (b) All Key Persons are required to complete, and submit to the ITC Officer, a KP2 Form (See Appendix B) notifying the ITC Officer of any transaction executed by them, or any Connected Person, in shares issued by the Bank by 5pm on the first business day after that of the execution of the transaction.
- (c) The ITC Officer will submit all KP1 part 2 and KP2 forms to the Bahrain Bourse in accordance with their regulations.

3.2 Restrictions

- (a) No Director, officer, employee or contractor of the ABC Group may trade in shares in the Bank whilst in possession of Inside Information.
- (b) In case of uncertainty on whether the information held is Inside Information, no Director, officer, employee or contractor of the ABC Group may engage in any trade involving shares in the Bank without the prior approval of the ITC Officer.
- (c) No person designated as a Key Person may, directly or indirectly, deal or trade shares in the Bank during a Blackout Period without the prior approval of the ITC Officer.
- (d) No person (other than the ITC Officer, as part of his responsibilities) may disclose the fact that there is a Blackout Period in operation.

- (e) Each Key Person shall ensure that his Connected Persons comply with this Standard.
- (f) No person may direct, or encourage, any other person to take any action, including action to deal or trade shares in shares in the Bank, where that first person is prohibited from doing so by this Standard.
- (g) If any Director, Officer or Employee discloses Inside Information relating to the Bank to a third party who is not designated as a Key Person, such person shall notify the ITC Officer of such disclosure with a view to the ITC Officer and/or the Committee determining whether such third party should be so designated under paragraph (d) of the definition of “Key Person” (see Section 2).

3.3 Exceptions

The restrictions and prohibitions set forth in Section 3.2 shall not apply to receiving shares in the Bank as:

- (a) dividends or other form of payment from retained earnings;
- (b) compensation for work or other performance or service or by way of exercise of a stock option or employee stock purchase or saving or other similar plan which shall cause such Securities to be received directly from the Bank; and
- (c) inheritance (under a will or otherwise) or by way of a donation.

4. ITC OFFICER

4.1 Identification

- (a) The Committee shall from time to time appoint a senior officer of the Bank as the ITC Officer.
- (b) The ITC Officer may designate an officer of the Bank to assist the ITC Officer in the discharge of his duties pursuant to this Standard or to perform any such duties in the event that the ITC Officer is unable to perform such duties.

4.2 Duties

The duties of the ITC Officer shall include (amongst others) the following:

- (a) establish and maintain (as Bank records) the Key Persons Register;
- (b) arrange for the receipt, examination and dispatch to the Bahrain Bourse of the relevant Declarations;
- (c) notify the Bahrain Bourse of any changes to the Key Persons Register (as set out in a Form KP1 or Form KP2) within ten (10) days of the date upon which the reported change shall have occurred;

- (d) submit a copy of the Key Persons Register to the Bahrain Bourse within the (10) days of the Annual General Meeting of the Bank and at such other times as the Bahrain Bourse may request;
- (e) Ensure the register verified at least once a year before the Annual General Meeting by the internal auditor. The result of such verification shall be forwarded to the CBB not more than 10 days after the date of Annual General Meeting

- (f) ensure that this Standard is compliant with the regulations of both the Bahrain Bourse and the Central Bank of Bahrain; and

- (g) report to the Committee any violation to this Standard, to administer this Standard and enforce compliance with its terms.

5. PENALTIES

- (a) Any Key Person found to have breached the terms of this Standard may be subject to the disciplinary procedures of the Bank; such disciplinary procedures may result in penalties including the termination of his/her employment or contract of service.

- (b) 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 this Standard, the contract of such service provider may, at the discretion of the ITC Officer, in consultation with the Committee, be terminated without compensation.

6. CERTIFICATIONS

All Key Persons subject to this Standard shall certify their understanding of, and intent to comply with this Standard. A copy of a certification which each such Key Person shall sign is attached by way of Appendix C.

7. FURTHER INFORMATION

Any questions or comments relating to this Standard should be submitted to the ITC Officer (currently the Group Compliance Officer).

8. *Version Control*

<i>Version History:</i>	<i>Approver(s)</i>	<i>Approval Date</i>	<i>Revision Summary</i>
1.0	Group Compliance Oversight Committee	Jan 2016	First version
2.0	Group Compliance Oversight Committee	Oct 2018	Second Version
3.0	Group Compliance Oversight Committee	Oct 2020	Third Version

APPENDIX A

FORM KP1 – REGISTER OF KEY PERSONS

استمارة سجل الأشخاص الرئيسيين (KP1)
Form Register of Key Persons (KP1)

Particulars & holdings of Key Persons¹ - (Part 2)

مفردات وملكيات الأشخاص الرئيسيين¹ - (الجزء الثاني)

المفردات/ Particulars							
Name الاسم		Designation الاسم الوظيفي			ID Number رقم الهوية		
Nationality الجنسية		Date of appointment تاريخ التعيين			Passport Number رقم الجواز		
الملكيات/ Holdings							
Security type نوع الورقة المالية	Number of securities عدد الأوراق المالية				Percentage of Holding (%) نسبة الملكية (%)		
	Direct مباشرة	Indirect غير مباشرة	Direct مباشرة	Indirect غير مباشرة	Direct مباشرة	Indirect غير مباشرة	Direct مباشرة
Shares أسهم							
Options خيارات							
Rights حقوق							
Warrants ورانتس							
Others اخرى							
Total المجموع							

يرجى تعبئة هذه الاستمارة لكل شخص رئيسي على حدة¹

الختم والتوقيع

Stamp & Signature: _____

Company's Authorized Representative

المخول بالتوقيع عن الشركة

APPENDIX B

FROM KP2 – CHANGES TO REGISTER OF KEY PERSONS

تحديث سجل تعاملات الأشخاص

المفردات/ Particulars						
Name الاسم			Designation المسمى الوظيفي			
ID Number رقم الهوية						
Issuer's Name: اسم الجهة المصدرة الجواز		Nationality الجنسية		Date of appointment تاريخ التعيين		Passport Number رقم
تحديث الملكيات/ Changes to holdings						
Security type نوع الورقة المالية	Number of securities held before changes عدد الأوراق المالية المملوكة قبل التحديث	Date التاريخ	Number of securities acquired / Disposed or off market عدد الأوراق المالية المشتراة/المباعة أو الحالات المستثناة	Direct / Indirect مباشرة/ غير مباشرة	Number of securities held after changes عدد الأوراق المالية المملوكة بعد التحديث	Percentage of issued share capital (%) نسبة الملكيات من رأس المال (%)
Shares أسهم						
Options خيارات						
Rights حقوق						
Warrants ورانتس						
Others أخرى						
Total المجموع						

الختم والتوقيع

Stamp & Signature: _____

Company's Authorized Representative

المخول بالتوقيع عن الشركة

يرجى تعبئة هذه الاستمارة لكل شخص رئيسي

APPENDIX C

ACKNOWLEDGMENT

I confirm that:

1. I have read and understood the ABC Group Key Person Dealing Standard (the “**Standard**”) regarding securities trades by the directors and staff members of the ABC Group and others. I understand that the ITC Officer is available to answer any questions which I may have regarding the Standard.
2. I will comply with the Standard for as long as I am subject to the Standard.

Date: _____

[Name]

[Title]

Return to: ITC Officer