

EBLA COMPUTER CONSULTANCY

CODE OF BUSINESS CONDUCT



Acting with integrity around the globe



Message from the CEO and Founder

We are a leading IT solutions vendor in the Middle East focused on delivering a range of business solutions to our customers in the region. EBLA supports a full range of Enterprise software solutions from two of the leading software vendors in the world – IBM and Microsoft. Our portfolio includes other value-based solutions that are supported by world-leading technology vendors like Computer Associates, Adobe, Citrix and McLaren.

I see our strength coming from two main sources: a) our focus on top class internationally reputed enterprise business solutions as the cornerstone of our customers' business success, and b) our commitment to customer care, and the sustained and meaningful relationships that we seek to develop with our customers.

Our employees remain our most valuable resource. The EBLA team comprises highly educated and technology-savvy individuals, who have established a track record of working together to design, implement and maintain state-of-the-art, cutting edge solutions.

Explore our Web site and see for yourself why so many companies have chosen the value-based, customer-focused enterprise software and services alternative – EBLA.

Sincerely,

HilalArnaoot,

EBLA CEO and Founder

Code of Business Conduct

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Acting with Integrity around the Globe

Integrity is fundamental to EBLA Computer Consultancy. Along with our other values of leadership, passion, accountability, collaboration, diversity and quality, it is a pillar of our Vision.

Integrity means doing what is right. By acting with integrity, we reflect positively on the values and reputation of the Company and its brands in the countries where we operate.

We all want to do what is right, for ourselves and for EBLA Company. The Code of Business Conduct will help guide us.

The Code defines how employees should conduct themselves as representatives of EBLA Company. The Code addresses our responsibilities to the Company, to each other, and to customers, suppliers, consumers and governments.

We all must follow the law, act with integrity and honesty in all matters, and be accountable for our actions.

What Is Expected of Everyone

Comply with the Code and the Law

Understand the Code. Comply with the Code and the law wherever you are. Use good judgment and avoid even the appearance of improper behavior.

Consider Your Actions, and Ask for Guidance

If ever in doubt about a course of conduct, ask yourself:

- Is it consistent with the Code?
- Is it ethical?
- Is it legal?
- Will it reflect well on me and the Company?
- Would I want to read about it in the newspaper?

If the answer is “No” to any of these questions, don’t do it.

If you are still uncertain, ask for guidance. The Code tries to capture many of the situations that employees will encounter, but cannot address every circumstance. You can seek help from any of the following:

- Your management
- Company legal counsel or senior finance personnel supporting your business

What Is Expected of Managers

Promote a Culture of Ethics and Compliance

Managers should at all times model appropriate conduct. As a manager, you should:

- Ensure that the people you supervise understand their responsibilities under the Code and other Company policies.
- Make opportunities to discuss the Code and reinforce the importance of ethics and compliance with employees.
- Create an environment where employees feel comfortable raising concerns without fear of retaliation.
- Consider conduct in relation to the Code and other Company policies when evaluating employees.
- Never encourage or direct employees to achieve business results at the expense of ethical conduct or compliance with the Code or the law.
- Always act to stop violations of the Code or the law by those you supervise.

Respond to Questions and Concerns

If approached with a question or concern related to the Code, listen carefully and give the employee your complete attention. Ask for clarification and additional information. Answer any questions if you can, but do not feel that you must give an immediate response. Seek help if you need it. If an employee raises a concern that may require investigation under the Code, contact your Ethics Officer, Company legal counsel, senior finance personnel.

Who Must Follow the Code?

The Code of Business Conduct applies to all employees of EBLA Company.

The Code and the Law

Company operations and Company employees are subject to the laws of the country it is located in. Employees are expected to comply with the Code and applicable government laws, rules and regulations.

If a provision of the Code conflicts with applicable law, the law controls.

Raising Concerns

We all have an obligation to uphold the ethical standards of EBLA Company. If you observe behavior that concerns you, or that may represent a violation of our Code, raise the issue promptly.

Doing so will allow the Company an opportunity to deal with the issue and correct it, ideally before it becomes a violation of law or a risk to health, security or the Company's reputation.

Resources

You have several options for raising issues and concerns. You can contact any of the following:

- Your management
- Company legal counsel or senior finance personnel supporting your business

Anonymity and Confidentiality

When you make a report to your management you may choose to remain anonymous, although you are encouraged to identify yourself to facilitate communication. If you make your identity known, the management and investigators will take every reasonable precaution to keep your identity confidential, consistent with conducting a thorough and fair investigation. To help maintain confidentiality, avoid discussing these issues, or any investigation, with other employees. Because we strive to maintain strict confidentiality in all investigations, we may not be able to inform you of the outcome of an investigation.

Investigations

The Company takes all reports of possible misconduct seriously. We will investigate the matter confidentially, make a determination whether the Code or the law has been violated, and take appropriate corrective action. If you become involved in a Code investigation, cooperate fully and answer all questions completely and honestly.

No Retaliation

The Company values the help of employees who identify potential problems that the Company needs to address. Any retaliation against an employee who raises an issue honestly is a violation of the Code. That an employee has raised a concern honestly, or participated in an investigation, cannot be the basis for any adverse employment action, including separation, demotion, and suspension, loss of benefits, threats, harassment or discrimination. If you work with someone who has raised a concern or provided information in an investigation, you should continue to treat the person with courtesy and respect. If you believe someone has retaliated against you, report the matter to the management.

Making False Accusations

The Company will protect any employee who raises a concern honestly, but it is a violation of the Code to knowingly make a false accusation, lie to investigators, or interfere or refuse to cooperate with a Code investigation. Honest reporting does not mean that you have to be right when you raise a concern; you just have to believe that the information you are providing is accurate.

Integrity in the Company

Business and Financial Records

Ensure the accuracy of all Company business and financial records. These include not only financial accounts, but other records such as quality reports, time records, expense reports and submissions such as benefits claim forms and resumes.

Ensuring accurate and complete business and financial records is everyone's responsibility, not just a role for accounting and finance personnel. Accurate recordkeeping and reporting reflects on the Company's reputation and credibility, and ensures that the Company meets its legal and regulatory obligations.

- Always record and classify transactions in the proper accounting period and in the appropriate account and department. Do not delay or accelerate the recording of revenue or expenses to meet budgetary goals.
- Estimates and accruals must be supported by appropriate documentation and be based on your best judgment.
- Ensure that all reports to regulatory authorities are full, fair, accurate, timely and understandable.
- Never falsify any document.
- Do not distort the true nature of any transaction.
- Never enable another person's efforts to evade taxes or subvert local currency laws. For this reason, payments generally should be made only to the person or firm that actually provided the goods or services. Payments should be made in the supplier's home country, where it does business, or where the goods were sold or services provided, unless the supplier legitimately has assigned payment or sold its accounts receivable to another entity. Exceptions must be approved by the management.

Strive for Accuracy

Employees must strive to be accurate when preparing any information for the Company, but honest mistakes occasionally will happen. Only intentional efforts to misrepresent or improperly record transactions, or otherwise to falsify a Company business record, are Code violations.

Example:

Revenue Recognition

A sales manager estimated that he would not meet his targets for the month. To make up the difference, he hired an external warehouse to receive product and then recorded shipments to the warehouse as sales. The sales manager falsified financial records.

Use of Information

Safeguard the Company's nonpublic information, which includes everything from contracts and pricing information to marketing plans, technical specifications and employee information.*

Nonpublic Information

Do not disclose nonpublic information to anyone outside the Company, including to family and friends, except when disclosure is required for business purposes. Even then, take appropriate steps, such as execution of a confidentiality agreement, to prevent misuse of the information. Do not disclose nonpublic information to others inside the Company unless they have a business reason to know, and communications have been classified according to the Employees are obligated to protect the Company's nonpublic information at all times, including outside of the workplace and working hours, and even after employment ends.

Retain or discard Company records in accordance with the Company's record retention policies. Company legal counsel occasionally may issue notices regarding retention of records in the case of actual or threatened litigation or government investigation.

Employees must abide by the directions contained in these notices, as failure to do so could subject the Company and employees to serious legal risks.

What Is Nonpublic Information?

It is any information that the Company has not disclosed or made generally available to the public. Examples include information related to:

- **Employees***
- **Inventions**
- **Contracts**
- **Strategic and business plans**
- **Major management changes**
- **New product launches**
- **Mergers and acquisitions**
- **Technical specifications**
- **Pricing**
- **Proposals**
- **Financial data**
- **Product costs**

Privacy

The Company respects the privacy of all its employees, business partners and consumers. We must handle personal data responsibly and in compliance with all applicable privacy laws. Employees who handle the personal data of others must:

- Act in accordance with applicable law;
- Act in accordance with any relevant contractual obligations;
- Collect, use and process such information only for legitimate business purposes;
- Limit access to the information to those who have a legitimate business purpose for seeing the information; and
- Take care to prevent unauthorized disclosure.

Refer to the Privacy Policy for additional guidance on the handling of personal data and a description of protected information.

Conflicts of interest:

Gifts, Meals and Entertainment

Do not accept gifts, meals or entertainment, or any other favor, from customers or suppliers if doing so might compromise, or appear to compromise, your ability to make objective business decisions in the best interest of EBLA Company.

Acceptance of gifts, meals or entertainment that exceeds the following limitations must be approved in writing by your Management.

Gifts

- Do not accept gifts in exchange for doing, or promising to do, anything for a customer or supplier.
- Do not ask for gifts from a customer or supplier.
- Do not accept gifts of cash or cash equivalents, such as gift cards.
- Do not accept gifts of more than modest value. Examples of acceptable gifts include a logo pen or t-shirt, or a small gift basket at holiday time.
- Gifts of symbolic value, such as trophies and statues that are inscribed in recognition of a business relationship, may be accepted.
- Gifts or discounts offered to a large group of employees as part of an agreement between the Company and a customer or supplier may be accepted and used as intended by the customer or supplier.

Meals and Entertainment

- Do not accept meals or entertainment in exchange for doing, or promising to do, anything for a customer or supplier.
- Do not ask for meals or entertainment from a customer or supplier.
- You may accept occasional meals and entertainment from customers and suppliers if the event is attended by the customer or supplier, and the costs involved are in line with local custom for business-related meals and entertainment. For example, ordinary business meals and attendance at local sporting events generally are acceptable.

Refusing Gifts, Meals and Entertainment

If you are offered a gift, meal or entertainment that exceeds the limits noted above, politely decline and explain the Company's rules. If returning a gift would offend the giver, or the circumstances under which it was given preclude its return, you may accept the gift, but should notify your management. The management will work with you either to donate the item to charity, or to distribute or raffle the item among a large group of employees.

Gifts, Meals and Entertainment for Customers and Suppliers

Gifts, meals and entertainment for customers and suppliers must support the legitimate business interests of the Company and should be reasonable and appropriate under the circumstances. Always be sensitive to our customers' and suppliers' own rules on receiving gifts, meals and entertainment.

Do not give Company stock as a gift on behalf of the Company under any circumstances.

Integrity in dealing with others:

Company's external relationships are critical to our success. We must deal fairly and lawfully with everyone we encounter.

Dealing with Governments

The global nature of our business often requires that we interact with officials of various governments around the world. Transactions with governments are covered by special legal rules, and are not the same as conducting business with private parties. Consult Company legal counsel to be certain that you are aware of, understand and abide by these rules.

In general, do not offer anything to a government official—directly or indirectly—in return for favorable treatment. You must obtain prior approval from Company legal counsel before providing anything of value to a government official.

Ensure that any such payments are properly recorded in the appropriate Company account.

Bribes Are Prohibited

A bribe is giving or offering to give anything of value to a government official to influence a discretionary decision. Examples of bribes include payment to a government official to encourage a decision to award or continue business relations, to influence the outcome of a government audit or inspection, or to influence tax or other legislation. Other payments to government officials also may constitute bribes in some jurisdictions. Consult Company legal counsel regarding local anti-bribery laws.

Certain Items May Be Acceptable

A gift of a certain item of value to a government official may be allowable under certain narrow exceptions. Obtain approval from Company legal counsel before making any such payment. In some circumstances, legal counsel may be able to provide blanket approvals for certain well-defined interactions with government officials. In addition, employees should consult Public Affairs & Communication personnel responsible for government relations to ensure that they are acting in accordance with Company policy and guidelines regarding government relations.

Hiring Government Officials

The Company may hire government officials to perform services that have a legitimate business purpose, and that do not conflict with the government official's duties, such as hiring an off-duty police officer to provide security at a Company event. All such hiring decisions must be approved in advance by Company legal counsel.

Improper Payments by Third Parties

The Company and/or its employees may be held liable for bribes paid by a third-party agent or consultant acting on the Company's behalf. Take particular care when evaluating a prospective third party who might interact with the government on behalf of the Company.

You must not engage a third-party agent or consultant if there is reason to believe that the agent or consultant may attempt to bribe a government official. Also, ensure that all agents and consultants agree to abide by the *Code of Business Conduct for Suppliers to EBLA Company*, which contains anti-bribery provisions.

Dealing with Customers, Suppliers and Consumers

The Company values its partnerships with customers, suppliers and Microsoft.

Treat these partners in the same manner we expect to be treated.

Always deal fairly, treating them honestly and with respect:

- Do not engage in unfair, deceptive or misleading practices.
- Always present Company products in an honest and forthright manner.
- Do not offer, promise or provide anything to a customer or supplier in exchange for an inappropriate advantage for the Company.

We expect that our partners will take no action contrary to the principles of our Code.

Dealing with Competitors

Take care in dealing with competitors, and gathering information about competitors. Various laws govern these sensitive relationships.

Competition Law

EBLA Company competes fairly, and complies with all applicable competition laws around the gulf.

Competitive Intelligence

Employees are encouraged to collect, share and use information about our competitors, but to do so only in a legal and ethical manner. Just as the Company values and protects its own nonpublic information, we respect the nonpublic information of other companies.

Acceptable Intelligence Gathering

It is acceptable to collect competitive intelligence through publicly available information or ethical inquiries. For example, you may gather and use information from sources such as:

- Publicly available filings with government agencies
- Public speeches of company executives
- Annual reports
- News and trade journal articles and publications

You also may ask third parties about our competitors, or accept competitive intelligence offered by a third party, as long as there is no reason to believe that the third party is under a contractual or legal obligation not to reveal such information.

Administration of the Code

The Code of Business Conduct is designed to ensure consistency in how employees conduct themselves within the Company, and in their dealings outside of the Company. The procedures for handling potential violations of the Code have been developed to ensure consistency in the process across the organization.

No set of rules can cover all circumstances. These guidelines may be varied as necessary to conform to local law or contract.

Responsibility

The responsibility for administering the Code rests with the Ethics & Compliance Committee, with oversight by the Chief Financial Officer, and Audit Committee of the Board of Directors.

Investigation of Potential Code Violations

The Company takes all reports of potential Code violations seriously and is committed to confidentiality and a full investigation of all allegations. The Company's Audit, Finance, Legal, Ethics & Compliance and Strategic Security personnel may conduct or manage Code investigations.

Employees who are being investigated for a potential Code violation will have an opportunity to be heard prior to any final determination.

Decisions

The Ethics & Compliance in HR department makes all decisions about Code violations and discipline, but may delegate certain categories of decision to local management.

Those found to have violated the Code can seek reconsideration of the violation and disciplinary action decisions.

Disciplinary Actions

The Company strives to impose discipline that fits the nature and circumstances of each Code violation. Violations of a serious nature may result in suspension without pay; loss or reduction of merit increase, bonus or stock option award; or termination of employment.

When an employee is found to have violated the Code, notation of the final decision, and a copy of any letter of reprimand, will be placed in the employee's personnel file as part of the employee's permanent record.

Signature and Acknowledgement

All new employees must sign an acknowledgement form confirming that they have read the Code of Business Conduct and agree to abide by its provisions. All employees will be required to make similar acknowledgements on a periodic basis.

Failure to read the Code or sign the acknowledgement form does not excuse an employee from compliance with the Code.

EBLA Computer Consultancy reserves the right to amend, alter or terminate this Code at any time and for any reason.



May, 2018