



Code of Business Conduct



*Never lose perspective of
who you really are.*

*Never compromise
your integrity.*

No matter what.

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The reputation of BMMI has been built up over the years by the commitment and integrity of our people. Make sure to help protect it at all times.

No matter where in the world you are, everything you do is a contribution to making BMMI **a great company to work for!**



Contents

Message from the CE		7
1	Interacting with each other at BMMI	8
1.1	Core values	9
1.2	Mission	9
1.3	Policies and procedures	9
1.4	Integrity, responsibility and accountability	9
1.5	Communication	9
	1.5.1 With our managers	9
	1.5.2 Written/electronic communication	9
	1.5.3 Rumour spreading and handling private information	10
1.6	Voicing concerns regarding our Code of Business Conduct	10
1.7	Confidentiality	11
1.8	Behaviour in the workplace	11
	1.8.1 Harassment	11
	1.8.2 Sexual harassment	12
	1.8.3 Violence	12
1.9	Human Capital Management	13
	1.9.1 Non discrimination and fair treatment	13
	1.9.2 Compensation and benefits	13
1.10	Work environment	14
	1.10.1 Health and Safety	14
	1.10.2 Alcohol and drugs	14
2	Protecting the interests of our company	15
2.1	Business and financial records	16
2.2	Use of information	16
2.3	Non-public or classified information	16
2.4	Company assets	17
2.5	Corporate identity guidelines	17
2.6	Conflicts of interest	18
	2.6.1 Investments	18
	2.6.2 Insider trading	18
	2.6.3 Family and friends	19
	2.6.4 Relationships	19
	2.6.5 Work outside BMMI	19



3	Dealing with our external stakeholders	20
3.1	Supplier selection	21
3.2	Dealing with customers and suppliers	21
3.3	Confidential information of third parties	21
3.4	Use of copyrighted materials	22
3.5	Gifts or payments	22
3.5.1	Doing business with government entities	23
3.6	Relating with local communities where we operate	24
3.6.1	Corporate social responsibility	24
3.6.2	Environment	24
4	Applying the BMMI Code of Business Conduct	25
4.1	Code of business conduct policy	26
4.2	Responsibility	26
4.2.1	Responsibility of all BMMI employees	26
4.2.2	Responsibility of all BMMI managers	27
4.3	Whistleblower policy	27
4.4	Investigations	28
4.5	Reporting decisions	28
4.6	Disciplinary actions	29
4.7	Waivers	29
4.8	Changes to the Code	29
	Index	30
	Employee pledge	31

Throughout this document, guidelines of expected behaviour will be explained; if we behave according to our values, we can be almost certain that we will not be contravening any of the provisions contained in this Code.

Our Code of Business Conduct

This document answers many of your questions when you are faced with a difficult decision on how to act.

We must, at all times, keep in mind the interests of our colleagues, our company, our suppliers or principals, and our customers.

We must act according to the established procedures and policies and strive to maintain a safe workplace.

Our actions must always be guided by our corporate values: HONESTY, EXCELLENCE, ACHIEVEMENT, RECOGNITION & TEAM SPIRIT

In any case, you should always ask yourself: "is what I am about to do going to make me proud?" Or, "would I be ashamed if the consequences of my actions were published in tomorrow's newspaper?"

If in doubt, you should always ask your supervisor or any of the contacts listed in this document or the Code of Business Conduct leaflet.



Message from the CE

Dear BMMI Colleague,

The reputation of BMMI rests on the unwavering commitment of each and every one of us to act with the highest ethical standards. As BMMI continues to expand its global footprint, it is critical that we, as representatives of the organization, act ethically and responsibly at all times. Our international presence in several countries with diverse business cultures and practices necessitates the urgency for a universal standard of honourable conduct across the Group.

The integrity of BMMI is the responsibility of each and every member of staff and can easily be tarnished by the dishonest behaviour of just one employee or a small group of employees. Whether it is a specific issue such as a conflict of interest or fair dealing, or any area that requires good judgment and appropriate behaviour, there can be no excuses and no exceptions.

This is why the Code of Business Conduct is an essential document for all of us who work at BMMI. It has been designed to offer guidance to help employees recognize and deal with ethical issues, provide mechanisms for employees to report unethical conduct, and foster a culture of honesty and accountability.

This is not a summary of all Company policies and procedures, but a broad view of how we should approach our work, our relationships, our decisions and our actions. The Code reflects the thinking of our senior management team, and has its full support.

I have reviewed the Code carefully and ask that you do the same. Should you have any questions concerning the Code or its application to a particular situation, course of action or decision, do not hesitate to talk to your manager. In turn, managers are responsible for ensuring that their staff understand and act in accordance with the principles of the Code.

I am proud of the fact that BMMI stands firmly behind the principles set forth in the Code of Business Conduct. I trust that you will join me in living up to these principles every day.



Gordon Boyle
Chief Executive



Interacting with each other at BMMI

We must all understand and live by our core values as they set us apart from our competitors. By following our corporate values, all of us will behave in a manner which makes us proud and which, in the end, will help us to be better individuals and better team members.



1.1 Core Values

We must all understand and live our core values. Our values set us apart from our competitors; by following them, all of us will behave in a manner which makes us proud and which in the end will help us be better individuals and better team members.

1.2 Mission

We remember our mission to deliver exceptional service. Always ask yourself, **“What can I do today to win the hearts and minds of my customers?”**

Delivering exceptional customer service is our ultimate aim, and it must be behind all of our thinking and actions. A desire to be passionate and committed towards serving our customers is the most powerful point of difference we can create to attract and retain our customers.

1.3 Policies and Procedures

We act in accordance with company policies and procedures. As representatives of BMMI, we must act responsibly and in a manner that reflects well on us and the Company. We will carry out our assignments guided by the principles set forth in our Vision, Mission and Values, and in compliance with Company regulations, policies, and procedures.

1.4 Integrity, Responsibility and Accountability

We take individual responsibility for our actions and take pride in our work. We always remember that as individuals, we are responsible for our own actions. We act with integrity and are equally accountable for the things we do and even those we do not do when we are ultimately responsible for them. We take pride in our work and act in a manner that is conducive to our individual and collective success. If we are in doubt about any particular situation, we must seek guidance.

1.5 Communication

We communicate openly, honestly and respectfully,

1.5.1 With our managers

All of us should have an open relationship with our manager and our colleagues, based on respect, honesty and transparency. We should be able to talk freely to our managers about our concerns. If anyone has any issues regarding speaking freely with his or her manager, advice from the Chief Executive must be sought.

1.5.2 Written/Electronic Communication

It is our responsibility to create spaces for communication where we show a caring and respectful attitude. Use of email is not a given right but a privilege and should be used accordingly. Care and sound judgment should be exercised when sending emails as they are not always the most appropriate substitute for face-to-face interaction.

Transmission of offensive, threatening, indecent, discriminatory or defamatory material is prohibited at all times.



Limited personal use is permitted, provided this use does not disrupt the employees' own work activities or those of others, or constitute an unreasonable burden on the IT infrastructure of the company. Therefore, users should not send large attachments, especially graphic files, and should check e-mail addresses carefully to prevent accidental disclosure of confidential information. Employees should not disclose their e-mail address or those of other BMMI employees to any external sources who may not be trustworthy or who may use the addresses for unsolicited marketing purposes.

As stated on the **BMMI IT Acceptable Use Policy**, BMMI e-mails will be treated as confidential and, in general, will not be reviewed; however, e-mails are not guaranteed to remain private. E-mail may proactively be disclosed at any time to support an investigation.

1.5.3 **Rumour spreading and private information**

Rumours are internal or external unverified misleading accounts of facts which, if false or deliberately false, may be destructive to individuals and organizations. If you are aware of team members or outside parties spreading rumours, you are encouraged to report them using the channels stipulated in this document.

As a rule of thumb, think before you speak! Refrain from discussing the content of private conversations in front of others and never take discussions out of context without the express consent of the concerned party or parties.

While BMMI encourages employees to voice concerns in case of suspected or actual violations of this Code which may negatively affect the company or its employees, complainants should understand that reports should only be made in good faith. Reports which are intentionally false or which intend to harm an employee's reputation or standing in the company will not be tolerated.

Information regarding the personal life or dealings of any employee is not for public disclosure and every effort should be made to protect the private and personal information of individuals.

1.6 **Voicing concerns regarding our Code of Business Conduct**

If you observe behaviour that concerns you, or which may represent a violation of our Code, you are required to raise the issue promptly. Doing so will allow the Company an opportunity to

I have been asked to share the email address of BMMI employees for marketing purposes. I think that this information could greatly benefit the employees. Am I allowed to release this information?

Your intentions are noble but they are against this Code. If there is a legitimate benefit, direct the inquiry to HR.

A major customer is being excessively rude and arrogant. What should I do?

Complain immediately to your supervisor/manager.

How do I handle unsolicited attention from a supplier?

Politely decline any improper advances and complain immediately to your supervisor/manager.

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.

All BMMI Managers are available to answer any questions about the Code or Company policies, or to discuss any concerns you may have about potential or actual Code violations. You may address your concerns via mail, phone, email, fax or in person to the following contacts:

HR Manager

Tel: +973 17 739 584 Fax: +973 1745 6474

Legal Affairs Manager

Tel: +973 17 739 523 Fax: +973 1773 5942

CFO

Tel: + 973 17 739 503 Fax: +973 1773 5942

CE

Tel: +973 17 746 112 Fax: +973 1774 4740

Email: asktheboss@bmmi.com.bh

Updated contact details for the above can be found in the Code of Business Conduct leaflet.

Mail to: PO Box 828, Manama, Kingdom of Bahrain

Alternatively, you may also contact your direct manager, your local country manager or follow the **BMMI Whistleblower Policy**.



1.7 Confidentiality

We recognize that from time to time employees may have concerns about events or incidents at work but may be afraid to report them. The **BMMI Whistleblower Policy** is available to provide protection to those employees who report concerns and to ensure they are confident about speaking up.

You may report violations in confidence and without fear of reprisal. If your situation requires that your identity be kept secret, your anonymity will be protected. We do not permit retaliation of any kind against employees for good faith reports of suspected violations.

No adverse action will be taken against anyone for complaining about, reporting, participating or assisting in the investigation of a suspected violation of the Code of Business Conduct, unless the allegation made or information provided is found to be intentionally false. To the maximum extent possible, BMMI will maintain the confidentiality of all complaints.

Please refer to the **BMMI Whistleblower Policy** for further guidance on this topic.

1.8 Behaviour in the workplace

We treat others with respect and conduct ourselves in a professional manner.

1.8.1 Harassment

Harassment refers to any kind of offensive behaviour, including written or verbal remarks or gestures, which can be construed to be disturbing, upsetting or threatening. Harassment can be psychological (bullying or humiliation), racial, religious, sexual (see subsection

below) and it includes making discriminatory, derogatory or sexist remarks. Use of foul language against a colleague is a form of harassment.

1.8.2 **Sexual harassment**

We do not tolerate sexual advances of any kind in the workplace.

A person is sexually harassed if he or she feels frightened, offended, angry or humiliated by another person's behaviour that is sexual in nature. Sexual harassment can happen to anyone, regardless of his or her sex or age. For an event to be classed as sexual harassment, conduct must be uncalled-for and unwelcome.

It may be sexual harassment when someone:

- stares or leers at a person.
- extends compromising invitations or persists in asking a person out after he or she has refused.
- tells dirty jokes or displays offensive print or electronic material in a person's presence.
- makes any kind of unwelcome comments about a person's private life.
- touches or brushes against a person on purpose.
- demands sexual favours or tries to force a person to perform acts of a sexual nature.

1.8.3 **Violence**

We are committed to a safe working environment, free of threats, intimidation and physical harm. Everyone has a right to work in a safe environment and shares the responsibility for assuring each other's safety. BMMI has adopted a zero tolerance workplace violence policy.

BMMI prohibits all kinds of violent behaviour including, but not limited to, physical assaults, fighting, threatening, intimidation, and the intentional or reckless destruction of company, employee, or customer property. Any comments or behaviour that could reasonably be interpreted as intent to do harm to people or property, will be considered a threat.

Any employee who believes that he or she may be the target of violence or harassment or threats of violence, or is aware of violent or threatening conduct, has a responsibility to report the situation.

The policy of BMMI is to adopt fair and consistent methods of recruitment and selection from the initial advertising through to the final selection stage in order that the most suitable candidate is selected. Recruitment shall be based on merit and position and be awarded to the most qualified candidates.

We do not discriminate against any applicant for employment or any employee in any aspect of their employment at BMMI because of age, race, religion, sex, disability, sexual orientation, status, pregnancy, or national origin.

1.9 Human capital management

We understand that our employees are our most valuable asset. At BMMI, we treat each individual fairly, and recruit, select, train, promote, and compensate based on merit, experience, and other work-related criteria. We comply with all laws governing employment and labour practices in all countries where we operate. We condemn forced labour, child slavery and all practices that are conducive to exploiting children.

1.9.1 Non-discrimination and fair treatment

Our policy is to adopt fair and consistent methods of recruitment and selection from the initial advertising through to the final selection stage in order that the most suitable candidate is selected. Recruitment shall be based on merit and position and be awarded to the most qualified candidates.

We do not discriminate against any applicant for employment or any employee in any aspect of their employment at BMMI because of age, race, religion, sex, disability, sexual orientation, status, pregnancy, or national origin.

For more details, please refer to the **Human Capital Management Policy** and the **Compensation and Benefits Policy**.

1.9.2 Compensation and benefits

BMMI strives to ensure that a fair and equitable reward system is in place. This principle is achieved by managing the compensation function for departments by planning, developing and implementing new and revised compensation strategies, policies and procedures, in order to effectively operate each business unit within BMMI.

BMMI will ensure that salaries are attractive and competitive by conducting regular audits, analyzing the external marketplace to determine job values and keeping formal salary structures in place for all jobs.

I have heard rumours about a co-worker engaging in illicit activity but do not have any proof. What do I do?

If you suspect something suspicious going on, do not start rumours; speak to your immediate supervisor/manager or to the Legal Affairs Manager. You could also send an email to the Chief Executive at:

asktheboss@bmmi.com.bh

Is it OK for me to compliment a co-worker on his/her appearance?

Yes, provided it is done sincerely without any ulterior motives.

Is it OK for me to make/attend to personal calls at work?

It is OK but just remember as an employee of BMMI you are required to take responsibility for your own actions and know where to draw the line.

Is it OK if I socialise with co-workers after business hours?

Yes.



1.10 Work environment

We promote a safe environment and do not work under the influence of alcoholic beverages or illegal drugs.

1.10.1 Health and safety

BMMI strives to:

- Protect the health, safety, and well-being of its employees, visitors, clients and customers through our Health & Safety programmes and policies.
- Prevent any harm to the health and safety of the general public or to the environment as a result of its activities.
- Protect its property from damage or loss due to accidents or other causes.

Our commitment is reflected in having achieved and maintained the international standard OHSAS 18001 certification.

All BMMI employees are responsible for understanding and complying with BMMI Health & Safety processes, procedures, and guidelines, as well as those issued by applicable regulatory authorities. For Additional information, please refer to the **Occupational Health & Safety Policy**.

1.10.2 Alcohol and drugs

We want to maintain a drug-free and alcohol-free work environment. The consumption of alcohol and/or illegal drugs creates serious health and safety risks in the workplace and outside. The consumption of alcohol (Wine Tasting and other similar alcohol marketing activities conducted during business hours shall remain an exception) and use of illegal drugs, or other illegal substances is strictly prohibited while at work. Reporting to work under the influence of any of these substances is also prohibited.

Drugs of abuse, as described by the World Health Organization, include but are not limited to khat, opium, hashish, marijuana, cocaine, heroin, LSD or any other related and unregulated substances.

For further information on this matter, please refer to the **BMMI Substance Abuse Policy**.

Everyone uses khat around here. What should I do if I see somebody doing it at work?

Just because everyone is doing it, doesn't make it right. If you see any of your colleagues working under the influence of illegal drugs or alcoholic beverages, report them to your supervisor or manager immediately!

Protecting the interests of our Company

We must take proper care of company assets. We also understand that these are meant for company use, not personal use.

We are not permitted to use Company assets for our personal benefit or the benefit of anyone other than BMMI. We may not use any opportunity for personal financial gain because of our position at BMMI or through the use of Company property or information.



2.1 **Business and financial records**

We ensure the accurate and timely compilation of all business and financial records. We are required to keep accurate records, and also to create, maintain, modify and dispose of business records only in accordance with BMMI policies. We are responsible for the integrity of all our business records that we help to create or maintain, including timesheets, expense accounts and financial records. We must never include any false or misleading information in any business records. We will not establish or maintain any Company accounts that are not recorded in the Company's books and records.

Employees should:

- Report any proposals or attempts by others to record transactions inaccurately or to keep transactions off the Company's books and records, and never approve, permit, or engage in such accounting practices.
- Never approve, authorize or participate in any activity that involves the falsification of documents or accounts, the making of misleading or intentionally incomplete entries into the Company's books and records, or in any documents provided to external auditors or government agencies, or other authorized third parties.

2.2 **Use of information**

We use information technology and engage in electronic communications to manage our business efficiently, and to comply with our policy and legal requirements. We comply with BMMI business and security practices that protect confidential and/or proprietary information.

Many of us create or prepare some type of information during our workday, such as financial reports, accounting records, business plans, reports, health and safety reports, expense reports, etc. People inside and outside BMMI depend on these reports to be accurate, truthful, and properly maintained. These people include employees, government representatives, auditors, and the communities in which we operate. No one may deviate from our commitment to manage information accurately and truthfully.

2.3 **Non-public or classified information**

We safeguard the company's non-public or classified information as a valuable corporate asset. A large amount of information about the business activities of BMMI, which has not been disclosed or made available to the general public, is confidential or proprietary. Disclosure of confidential or proprietary information could seriously damage the

What should I do if I see a colleague intentionally writing-off good products as damaged or expired, just to take them home?

You must tell them that this is wrong. If they do not stop, bring it to the attention of their superior or raise your concern according to the **Whistleblower policy**.

Am I allowed to photocopy personal documents at work?

Yes, as long as you do not end up taking undue advantage of company property. One or two copies now and then is acceptable. Use your own judgment.

Can I use my employee discount to purchase products for family/friends?

Yes, provided you do not excessively exploit your employee privilege. Again, it is up to you to use your own judgement.

interests of BMMI; therefore, safeguarding this information is the responsibility of all employees and representatives.

Information pertaining to new business ventures, financial standing, or any other confidential data can only be disclosed when the information has been made available to the general public in order to ensure accuracy and to prevent any potential threats to the business plans or reputation of the Company.

Non-public information includes information that has not been disclosed publicly through press releases, publications, etc. Examples of non-public information include items such as financial or technical data, plans for acquisitions or expansion, new principals, marketing campaigns, major management changes, personal information about employees, major contracts, financing transactions, joint ventures, and other corporate developments. Information of this nature to be divulged to outside parties and the media is to be managed exclusively by the Executive Management team and the Corporate Communications Department.

The obligation to protect the confidential and proprietary information of BMMI continues even after an employee has left the company.

2.4 **Company assets**

We must take proper care of company assets. We also understand company assets are meant for company use, not personal use. Company assets include our time at work and work product, as well as company equipment and vehicles, computers and software, copy machines, printers, information, stock, money, trademarks, reputation and name.

We are not permitted to use Company assets for our personal benefit or the benefit of anyone other than BMMI. We may not use any opportunity for personal financial gain because of our position at BMMI or through the use of Company property or information.

Permission must be obtained from the respective Divisional Managers before using any Company assets, including information, work product or trademark, outside our Company responsibilities. Company computer systems and equipment are meant for company use only. They should never be used for outside businesses.

Office equipment may be used for personal purposes as long as its use involves minimal additional expense to the company, does not interfere with official business, or does not negatively impact your work performance or that of your colleagues.

We distribute great products but we understand that if we want to have them, we must pay for them first. Pilfering from our shops, warehouses, offices or any of our facilities, as well as embezzlement and any type of misappropriation of funds or goods will be prosecuted as mandated by the local law.

Our reputed image is also part of our assets. Behaviour and appearance matter at all times and especially when we are representing BMMI. In order to present a professional image and enhance the reputation and image of the company, Associate staff in direct contact with customers may be required to wear a company-provided uniform appropriate to business requirements. This uniform is to be worn as per the guidelines provided by each Division.

2.5 **Corporate identity guidelines**

BMMI owns a number of brand marks and logos that identify various divisions and subsidiaries of the company. In order to maintain our reputation and the value of the BMMI brand, we must ensure proper use of our name and our logos at all times. It is important to reproduce these images accurately, because they also represent our Company and help maintain the BMMI image.

For further information on the proper usage of our trademarks, please refer to the **Corporate Identity Policy**; alternatively, when in doubt or to report incorrect usage of our trademarks by employees or others, you may contact the Corporate Brand Executive or the Corporate Communications Department.

BMMI employees are also requested to safeguard the image of the brands we represent; therefore, all employees should ensure the trademarks of our principals are protected too.

2.6 **Conflicts of Interest**

All BMMI employees are expected to give undivided loyalty to the Company when conducting work-related duties. Accordingly, employees must be careful to avoid all kinds of conflicts of interest.

A conflict of interest exists when a person's private interest appears to interfere in any way with the interests of the Company. A conflict situation can arise when an employee takes actions or has interests that may make it difficult to perform his or her work objectively and effectively. Conflicts of interest may also arise when an employee or a member of his or her family, receives improper personal benefits as a result of his or her position in the Company.

Conflicts of interest are prohibited as a matter of Company policy, except as approved by the Board of Directors. Conflicts of interest may not always be clear-cut, so if you have any questions, please consult with your supervisor or manager.

2.6.1 **Investments**

BMMI employees should not have any financial or ownership interest in an organization if it could cause the employee, or might be perceived by others to cause the employee, to create a conflict and choose between that interest and the interests of BMMI.

2.6.2 **Insider trading**

Investments in an organization with which BMMI does or may do business can raise important compliance issues relating to insider trading, conflicts of interest and misuse of confidential information. The standards in this section apply to any financial or ownership interest in any company with which BMMI does business (including customers, suppliers, vendors, and service partners), as well as companies with which BMMI may do business (including potential customers, suppliers, vendors, and service partners) and competitors of BMMI.

Buying or Selling securities while in possession of material, non-public information (or "inside information") may violate Bahrain and other Securities' laws.

There is a vacancy available in another department that a relative of mine would be perfect for. Would it be appropriate for me to submit their CV?

Yes, as long as you disclose the information and do not try in any way to influence the selection process. Please remember that BMMI does not encourage the employment of first degree relatives.

Insider information is information that a reasonable investor would consider important in making investment decisions and that is non-public, or has been public only for a very short time.

Examples of inside information may include:

- Contracts or proposed contracts with Customers or Suppliers
- Proposed Acquisitions, Joint Ventures, or Divestitures
- New products or services and regulatory approvals or disapprovals
- Financial performance of the Company and its Subsidiaries.

Insider trading is both unethical and illegal, and we should not trade in any stock or other securities on the basis of such inside information, including inside information we learned about an organization with which BMMI does or might do business.

The same rules against using inside information apply when information is given to someone who can profit from that information by trading in stock or other securities.

BMMI, like many public companies in Bahrain, has adopted specific trading restrictions to guard against insider trading. These restrictions are designed to protect the employees and BMMI from liability associated with inappropriate use of inside information; these restrictions apply to employees and those related parties as defined by the law.

2.6.3 Family and friends

If a BMMI employee, spouse, relative, or close personal friend is an employee of, or has a significant interest in a business that provides or is seeking to provide goods or services to BMMI, the BMMI employee must not attempt to use his or her position with BMMI to influence the bidding process or negotiation in any way. Similarly, the BMMI employee must not use personal relationships to improperly influence dealings with a customer or a potential customer.

If the position of a relative or friend who works for a competitor is such that a potential conflict of interest could arise, the BMMI employee should seek guidance from his direct supervisor/manager.

2.6.4 Relationships

While BMMI recognizes and respects the rights of its people to freely associate with those they encounter in the work environment -including customers or suppliers met while performing work functions-, employees must use good judgment in ensuring that those relationships do not negatively impact job performance, ability to supervise others (authority conflict), or the work environment, and do not pose any conflicts of interest.

Similarly, while BMMI does not encourage the employment of first-degree relatives, the company understands members of the same family may work for the Company, as long as the related persons do not pose an authority conflict (i.e. senior and subordinate in the same Division or sensitive Governance positions in Finance).

2.6.5 Work outside BMMI

It is a conflict of interest for a Company employee to work for a competitor, customer or supplier. You should avoid any direct or indirect business connection with our customers, suppliers or competitors, except as required on our behalf.



Dealing with our external stakeholders

We must always deal fairly and with the highest standards with customers, suppliers and competitors. We should not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair practices.



3.1 Supplier selection

We keep the interests of BMMI in mind when selecting our suppliers. We strive to be fair in our choice of suppliers, contractors and consultants and are honest in all business interactions with them. We choose our suppliers based on relevant criteria, such as qualifications, service delivery, competitive price, and reputation. Anyone responsible for buying, leasing or contracting products or services on behalf of BMMI must ensure objectivity and must guard the interests of BMMI and its customers.

We also expect and should ensure that our suppliers conduct their business on our behalf in compliance with all applicable laws and regulations -including health and safety principles- and in accordance with the highest ethical standards.

Additional information can be obtained from the **Procurement Policy** contained in the **BMMI Finance Manual**.

3.2 Dealing with customers and suppliers

We must always deal fairly and with the highest standards with customers, suppliers and competitors. We should not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair practice.

We will always be honest with clients, treat them with respect and dignity, and promise only what we can deliver. Satisfied clients are the key to the success of BMMI. We will seek to earn our clients' continued loyalty and exceed their expectations every day by treating them fairly, delivering the products and services they want, and never knowingly supplying products which are of substandard quality or condition.

3.3 Confidential information of third parties

Just as BMMI values and protects its own confidential and proprietary information, it is our policy and practice to respect the confidential and proprietary information of others, including information we may have about our customers, suppliers, partners and employees. We protect our partners' confidential information at all times.

What do I do if I am offered a gift by a supplier?

You may accept gifts of a nominal value (e.g. a company branded t-shirt), but politely decline those of an obvious significant value (e.g. digital camera).

Is it acceptable to allow a supplier to pay for my meal, or take me out to an entertainment event?

Yes, occasional business meals or entertainment are acceptable as long as they are within the acceptable limits prescribed. If in doubt contact your manager / supervisor.

Is it acceptable for a vendor to pay for my airline tickets or hotel for an event or seminar?

Yes, as long as all events being paid for are work related. Avoid offers from vendors when the offer might be interpreted as the vendor trying to influence your business decision. Also avoid accepting anything that provides personal benefit.



3.4 Use of copyrighted materials

We only use copyrighted materials with prior permission. If we want to reproduce, distribute, or alter copyrighted materials owned by others, we should always seek a valid license or prior permission of the copyright owner or its authorized agent. It is not always easy to determine if such permission exists, and we must confirm that appropriate permission exists before using such materials.

Copyrighted works include, but are not limited to, printed articles from publications, TV and radio programs, videotapes, music performances, printed photographs, digital photographs, training materials, manuals, documentation, software programmes, databases, CDs, and Web pages. In general, the laws that apply to printed materials are also applicable to audio, visual, and electronic media. Presentation slides, training materials, management models, or other materials prepared by outside consultants or organizations also may be copyrighted.

To avoid violations of copyright laws, all BMMI employees and representatives must ensure that written (or somehow documented) authorization is obtained prior to using or reproducing any materials.

3.5 Gifts or payment

We only accept or offer appropriate (nominal value for each BMMI location is documented in the **Acceptable Gifts or Payments policy**) gifts or payments. It is often customary to exchange gifts and entertainment with customers and suppliers. The key is to keep an arm's length relationship. We should avoid excessive or lavish gifts that may give the appearance of undue influence. We should also avoid personal financial transactions with customers and suppliers that may influence our ability to perform our job.

It is not acceptable to give or receive gifts, payments or other benefits or services to influence any discretionary business decisions. If you intend to give or receive a gift that appears excessive or is more than nominal in value or if it would be embarrassing to the Company for you not to accept a particular gift, then you must

Is it OK to accept a branded ballpoint pen or calendar from a supplier?

Yes. A good practice for dealing with gifts of minimal value is to put the pen or calendar to business use, rather than use it personally.

What if I plan to use the gift(s) for employee awards?

Yes. The gift(s) may be used for employee awards or as prizes at staff events.

What exactly constitutes a "valuable" gift?

Any item that may be of a significant monetary value, for instance a mobile phone or a laptop, is a "valuable" gift. When in doubt, consult your supervisor/manager.

What do I do with a gift of value that is mailed to me - for example, a Christmas / Eid gift, from a supplier?

Gifts received at special occasions in the year are acceptable. However, do not make a habit of frequently accepting gifts throughout the year and ensure the gifts do not unduly influence your business decisions.

What about accepting free samples from a supplier?

Free product samples can be accepted if there is a legitimate business use for the sample or a business purpose for evaluating the product.

request approval from Senior Management prior to accepting it.

This provision does not include occasional business meals, which can be reciprocated, and which are necessary due to the nature of one of our business (i.e. sale and distribution of alcoholic beverages). Business gifts and entertainment are courtesies designed to build goodwill and sound working relationships among business partners. We do not, however, want to obtain business through improper means as to gain any special advantage in a relationship. Business gifts that compromise, or even appear to compromise, our ability to make objective and fair business decisions are inappropriate.

All employees and representatives of BMMI should understand the legal and ethical issues associated with gifts and entertainment and how they can affect our relationship and reputation with our customers, suppliers, and the general public. The decision to approve such facilitation of payments or to accept gifts or entertainment should be made only in compliance with legal requirements and ethical considerations, and with the involvement of Senior Management if unsure of the appropriate course

Offering or accepting bribes and pay-offs is always prohibited; disregarding this prohibition will result in severe disciplinary actions.

3.5.1 **Doing business with government entities**

Doing business with the government is not always the same as doing business with private parties. Activities that might be appropriate when working with private sector customers may be improper - or even illegal - when a national or local government is our customer.

There are special rules governing appropriate conduct in dealing with local or foreign governments that differ from rules for dealings with non-

I entered a contest and won a prize from a BMMI supplier. Is this OK?

You may keep the prize, provided that it does not influence (or appear to influence) your business decisions.

Is it OK to accept a discount offered by a supplier for a personal purchase?

If the discount is being offered to all BMMI employees, it can be accepted. Do not accept a discount offered by a vendor hoping to influence your job-related decisions.

It is not acceptable to give or receive gifts, payments or other benefits or services to influence any discretionary business decisions. If you intend to give or receive a gift that appears excessive or is more than nominal in value or if it would be embarrassing to the Company for you not to accept a particular gift, then you must request approval from Senior Management prior to accepting it.



governmental companies. The issue of gifts and gratuities may have legal implications when a government entity is involved, and serious consequences can result from mishandling these relationships. In general, you may not offer or provide government employees with any gift, gratuity or anything of value, including meals or travel, unless previously authorized by the CE and the Legal Affairs Manager.

3.6 **Relating with the local communities in which we operate**

We strive to protect the interests of the communities we operate in.

3.6.1 **Corporate Social Responsibility**

We understand that the way we conduct business and the nature of our business itself impacts the lives of all our stakeholders. Therefore, we strive to behave ethically and give back to the underprivileged in communities where we operate. We also look for ways to improve the quality of life of our employees and their families, and that of the communities at large.

The core focus of our corporate social responsibility programme remains centred around education. Through helping to unlock the potential of young minds, we empower local youths to make a positive personal contribution to society. BMMI also tries, wherever possible, to employ, train and develop local supplies of human resources.

3.6.2 **Environment**

We are committed to conducting our business in a manner that protects the environment. Everyone who is part of BMMI is expected to support our effort to maintain a leadership role in protecting the environment.

Our environmental responsibilities include:

- Properly storing, handling, and disposing of hazardous and other waste.
- Complying with laws regarding clean air and water and energy saving.
- Seeking ways to minimize waste and prevent pollution.

BMMI will not tire in its efforts to care for the environment and will strive to look for alternatives and opportunities to do so.

Our responsibility towards the environment is contained in our **Environmental Policy** and we aim to obtain the ISO 14001 certification to demonstrate how we meet and even exceed the minimal requirements.

Applying the BMMI Code of Business Conduct

Remember: no set of rules can cover all circumstances. These guidelines may be adjusted if necessary to conform to local applicable laws (see section labelled “Waivers”).

The BMMI Code of Business Conduct sets out the standards of ethical behaviour required of all employees and officers, as well as all BMMI directors and agents, whenever they are acting on behalf of the Company and its subsidiaries.



4.1 Code of Business Conduct policy

BMMI publishes this Code as a manual for proper behaviour in our daily business interactions, and it is to be used to help you fully understand what is expected of you as a member of the BMMI team.

All of these policies are available on the BMMI shared drive, our Intranet, or the HR Department. In any case, there is no substitute for good judgment and common sense.

BMMI makes every effort to transmit the Corporate Values and the content of this Code and those of all business policies and procedures. Therefore, failure to read the Code does not excuse an employee from complying with it.

This Code is published in the languages spoken in all countries where BMMI operates (English, Arabic and French) to ensure that every employee is presented with values and expected behaviours in his or her native language, and that the message is received in the intended manner.

This Code is printed as a booklet and distributed to all employees. Additional copies can be obtained from the HR Department and a soft copy can be found on the BMMI shared drive, and our Intranet. The Code is also published on our corporate webpage (www.bmmigroup.com), so that all relevant stakeholders know the norms that regulate our conduct and abide by them when conducting business with us.

All prospective employees will be given a copy of the Code of Conduct prior to beginning employment. New staff will be trained on our Code of Conduct within the first month of hire (at the time of employee induction) to ensure that they read, understand, and keep a copy of the Code.

The Code is to be reviewed by Corporate Management for accuracy and currency once every year; while BMMI reserves the right to modify its contents at any time, the Company will also ensure modifications are properly communicated.

4.2 Responsibility

The responsibility for administering the Code rests with the HR Manager, with oversight by the Chief Financial Officer and the Legal Affairs Manager.

4.2.1 Responsibility of all BMMI employees

BMMI employees are responsible for demonstrating integrity and leadership by complying with the provisions of the Code of Conduct, Company policies and all applicable laws.

As a member of BMMI, it is your responsibility to read and understand the Code. You must comply with the Code in both letter and spirit. Ignorance of the Code will not excuse you from its requirements. Follow the law wherever you are, and in ALL circumstances. Always behave in a manner that protects the reputation of the Company. You have several options for seeking guidance (see page 10 section 1.6) on raising questions or concerns).

As a member of BMMI, it is your responsibility to read and understand the Code.

You must comply with the Code in both letter and spirit. Ignorance of the Code will not excuse you from its requirements. Follow the law wherever you are, and in ALL circumstances.

Always behave in a manner that protects the reputation of the Company.

When in doubt, ask!

You may discuss concerns with your supervisor, with your Divisional manager, with HR, with the Legal Affairs Manager, or with the Chief Executive by speaking to him directly or sending an email to asktheboss@bmmi.com.bh

You have several options for seeking guidance. Use them appropriately.

Employees are obliged to report violations, and suspected violations of the Code. This includes situations where a manager or colleague asks you to violate the Code. Any employee disclosing, in good faith, violations or suspected violations of legal requirements or BMMI business standards will not be subjected to retaliation or retribution. (See section on confidentiality and non-retaliation and Whistleblower Policy).

Employees are obliged to cooperate with investigations in regards to Code violations and must always be truthful, straightforward and forthcoming in the course of these investigations.

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

- Do I have all the facts?
- Is it legal?
- Is it ethical?
- Will it reflect well on me and on BMMI?
- Is the behaviour consistent with the Code?
- Would I be ashamed if it were published in the newspaper?

If your answer to any of the above is 'no' or you still have doubts, seek guidance from your direct supervisor or manager, the HR Manager, the CE, the CFO or the Legal Affairs Manager.

4.2.2 Responsibility of all BMMI Managers

Managers have important responsibilities under the Code. They must understand the Code, seek guidance when necessary, and report suspected Code violations. If a manager knows that an employee is contemplating a prohibited action and does nothing, the manager will be responsible along with the employee.

In addition to the responsibilities stated for all employees, managers should at all times:

Lead by example: act as role models of appropriate conduct.

As a manager, you should:

- Ensure that the people that report to you understand their responsibilities as described in all relevant Company Policies and Procedures and all aspects covered by the Code of Business Conduct.
- Take opportunities to discuss the Code and its relationship to our Winning Hearts Corporate Culture and Values, and reinforce the importance of ethics and compliance with employees.
- Create an environment where employees feel comfortable raising concerns.



- 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.
- Be available to 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 immediate responses. Seek help if you need it. If an employee raises a concern that may require investigation under the Code, contact the HR Department, the Legal Affairs Manager, or the CE.

I am aware of illicit activity within my department but have not reported it for fear of losing my job. How do I proceed?

Do not fear retaliation. All whistleblowers are assured the utmost confidentiality and protection from reprisal. If you suspect something underhanded, report it to your supervisor/manager or to the Legal Affairs Manager.

4.3 Whistleblower policy

The whistleblower policy enables our employees at all levels to voice complaints or suspicions of illegal, unethical or other inappropriate activities or any type of misconduct by directors, managers or other employees, without fear of punishment or retaliation of any kind. According to the policy, employees may use higher management to raise concerns or address them directly to the external entity appointed by BMMI to handle issues of an ethical nature. This Code is to be read and applied in conjunction with the **Whistleblower Policy**.

4.4 Investigations

BMMI takes all reports of potential and actual Code violations seriously and is committed to confidentiality and a full investigation of all accusations.

HR, Finance, Legal and Security personnel together with higher levels of management may conduct or manage Code investigations. All violations of the Code will be investigated using any methods and external agencies the company prefers, including -if required-, local authorities, or other cooperating companies.

BMMI strives to be as thorough, objective, and impartial as possible in dealing with investigations and decisions relevant to the administration of the Code of Conduct; therefore, employees who are being investigated for a potential Code violation will have an opportunity to be heard prior to any final determination.

4.5 Reporting decisions

All violations to the Code are reviewed by the employee's direct supervisor or manager, the HR Manager, the CE, the CFO and the Legal Affairs Manager.

Investigations and final decisions, including disciplinary actions taken, are communicated to the Board of Directors. Code violations and decisions will be published by the Corporate Communications office via Staff Notices in order to reinforce to all employees the importance of following the Code.

4.6 Disciplinary actions

BMMI will impose discipline that fits the nature and circumstances of each Code violation. The Company uses a system of progressive discipline, issuing letters of reprimand for less significant, first-time offences. Violations of a more serious nature may result in suspension without pay, loss or reduction of increases, bonuses or indemnity, or termination of employment.

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

If the disciplinary action includes termination of employment of an expatriate employee, BMMI will not provide letters of recommendation, NOCs (No Objection Certificates), or any other documents which may be used with the purpose of seeking sponsorship or new employment. If the employee was hired through an agency, an advisory letter will be sent by BMMI informing them of the violation incurred by the employee.

For more information on disciplinary actions, please refer the **HR Disciplinary Policy**.

4.7 Waivers

Extreme, rare, and special cases require actions that may appear to conflict with the provisions of this Code. Waivers of any provisions stipulated under this Code must be approved by the CE in conjunction with the Board of Directors, and will be disclosed in writing as a confirmation of the waiver.

4.8 Changes to the code

If you have any suggestions for changes to the BMMI Code of Business Conduct, please submit them to the Corporate Communications Manager or the Legal Affairs Manager. You may do so verbally or in writing.

Employees are obliged to report violations, and suspected violations of the Code.

This includes situations where a manager or colleague asks you to violate the Code.

Any employee disclosing, in good faith, violations or suspected violations of legal requirements or BMMI business standards will not be subjected to retaliation.



Index

A		I	
Accountability	9	Information	10, 16-19, 21
Alcohol	14	Investigations	27-29
Assets	17	Insider Trading	18-19
B		Investments	18
Bribes	23	L	
C		Logo	17
Changes to the Code	29	M	
Communication	9	Mission	9
Code Violations	27-29	N	
Compensation and Benefits	13	Non-discrimination	13
Confidentiality	11, 28	P	
Conflicts of Interest	18-19	Policy, Company	18
Copyrighted materials	22	Policy, Code	8
Corporate Identity	17	Procedures	9
Corporate Social Responsibility	24	Processes	14
Customers	21-23	R	
D		Relationships	19
Disciplinary actions	29	Responsibility	9
Drugs	14	of all BMMI members	9, 26
E		of all Managers	27
Email	9	Rumours	10, 13
Environment	14, 24	S	
F		Sexual Harassment	12
Family and friends	19	Suppliers	18-19, 21-23
Financial Records	16	W	
G		Waivers	29
Gifts	21-22	Whistleblower Policy	28
Government	23-24	Where to find copies of the Code	26
H			
Harassment	11-12		
Health & Safety	14		

Employee pledge

Having received, read, understood and kept a copy of the BMMI Code of Business Conduct, I understand that there may be additional policies or regulations specific to my job. I understand the expectations outlined in the Code of Conduct and freely make the commitment to comply with all provisions therein in order to meet and exceed the expectations of my customers, partners, principals, superiors and colleagues in regards to my business ethics and conduct.

Any questions or clarifications I may have had regarding this document have been presented and satisfactorily responded to. If at any time I have additional questions concerning the meaning or application of provisions described in the Code, any Company policies, or the legal and regulatory requirements applicable to my job, I know I can consult my manager, the Human Resources Department, the Legal Affairs Manager or the CE, knowing that my questions or reports to them will be maintained in confidence.

I understand that if at any time I choose to contravene any of the principles stated herein, I should immediately leave BMMI. I also understand that any action inconsistent with this Code of Conduct including failure to take action mandated by this Code of Conduct, or any illegal or unethical conduct, is subject to disciplinary action up to and including removal or dismissal, and, if warranted, legal proceedings without any benefits that may have been included in my contract of employment.



