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Ithmaar's shares are publicly traded and presently listed on the Bahrain Stock Exchange (BSE) and the Kuwait Stock Exchange (KSE). As such, The Bank subscribes to all regulations issued by these exchanges, and/or other relevant regulators, including those in respect of security trading by Key Persons / insider guidelines.

The Board recognizes that insiders-trading is an unethical practice since it harms stakeholders, contradicts with our fiduciary responsibilities, and leads to reputational risks. The Bank, therefore, is committed to preserving the confidentiality of any unpublished price-sensitive information, timely disclosure of such information to the market, and preventing Key Persons / Insiders from misusing that information for personal benefits.

Insider trading, insider dealing and securities tipping are criminal offenses in most countries where the Bank does business. Insider trading or dealing means personally (directly or indirectly) buying or selling listed securities issued by the Bank while in possession of inside information. Securities tipping means disclosing inside information about the Bank to other persons to enable that other person to trade in the Bank's listed securities on the basis of insider information.

Based on analyzing its operating environment, Ithmaar defines Key Persons / Insiders to include members of the Board of Directors including its committees and members of the Management who, by virtue of their work, have direct access to price-sensitive information. The definition applies also the Insider's dependent children, spouses, and businesses controlled. The definition also includes temporary insiders such as advisors who provide professional services to the Bank from time to time.

Likewise, Ithmaar defines insider information as information (a) which is of a precise nature relating directly or indirectly to one or more security or securities; (b) which has not been made public; (c) which, if it were made public, would likely to have a significant effect on the price of those securities or any related derivative security; and (d) in the case of derivatives on commodities, which relate directly or indirectly to such derivatives which users of markets on which such derivatives are traded, would expect to be disclosed in accordance with the rules or accepted market practices on those markets. Example of insider information includes:

- proposed mergers, acquisitions or strategic alliances;
- proposed asset purchases, sales or redevelopments;
- any disputes or litigation or other claims or potential claims;
- changes in operations or key agreements;

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- liquidity and cashflow information;
- potential changes in asset values or valuations;
- changes in borrowings including refinancing;
- changes in capital expenditure;
- financial forecasts;
- tax enquiries, investigations or disputes;
- retirement or resignation of key personnel;
- acquisitions or disposals of the Bank Securities, including a prospective takeover;
- subscriptions or redemptions of the Bank Securities; and
- capital raisings.

The Bank adopts the guidelines issued by BSE, CBB, and international best practices as a framework to control dealings of Key Persons / Insiders and/or avoiding any "appearance" of insider trading and unfair dealing by Key Persons / Insiders.

The Bank realizes that maintaining a program for effectively protecting sensitive information throughout its lifecycle forms the first defense line for preventing misuse of insider information. As a result, the Bank will maintain material un-published price-sensitive information within small circle of related persons and disclose the same to the market as soon as practical.

The Bank already has in place a "*Code of Ethics & Business Conduct*" policy by which all officials of the Bank are subject to secrecy obligations: not to disclose any information about the Bank unless as permitted in accordance with the Bank's *Disclosure Policy*. This policy also refrains the officials of the Bank from participating in disseminating positive/negative rumors about the Bank as such action will be considered as "market manipulation" in accordance with CBB rules. All enquiries about the Bank, other than those asked in the normal course of banking business, are routed to the head of Corporate Communication Department who coordinates with the Management on appropriate actions/answers.

The "*Code of Ethics & Business Conduct*" policy stresses on avoidance of conflict of interest and as such requires Key Persons / Insiders to disclose material information about their personal business and holdings of the Bank's securities, if any.

The Bank already has a person responsible for managing Key Persons Trading. Such person maintains registers of Insiders and their trading, monitors trends, and reports incidents to BSE in accordance with Key Persons Dealing guidelines of BSE.

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The Bank declares a "Blackout Period" during which Key Persons / Insiders are refrained from trading in the Bank's listed securities. The start and length of the Blackout Periods depends on the nature of the insider information. Key Persons / Insiders may deal in the Bank's listed securities 24 hours after the end of the Blackout Period and subject to notification to the Insiders Trading Committee.

Dealings of Key Persons / Insiders are managed by the Insiders Trading Committee of the Board and the daily monitoring is performed by the Person in Charge of the Insiders Register.

Violators of this policy will be subject to disciplinary actions including, where applicable, to civil actions.

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