



September 2018

**WHISTLEBLOWING POLICY**  
**LEEJAM SPORTS COMPANY**

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## Part 1: Introductory Provisions

### 1. Introduction and Purpose

- 1.1 Leejam Sports Company (the “**Company**”) is committed to conducting its business with honesty and integrity, and expects all staff to maintain high standards. However, all organisations face the risk of things going wrong from time to time, or of unknowingly harbouring illegal or unethical conduct. A culture of openness and accountability is essential in order to prevent such situations occurring or to address them when they do occur.
- 1.2 Employees are often the first to discover misconduct at their workplace, and it is important that any of the Personnel who discover wrongdoing are able to report it without risk of retaliation or discrimination. This Policy (this “**Policy**”) supports the establishment of a transparent, ethical, and compliant culture at the Company.
- 1.3 Whistleblowing is the disclosure of any information which, in the reasonable belief of the person making the disclosure, relates to actual or suspected impropriety, misconduct, malpractice or wrongdoing, or a breach of the Company’s policies.
- 1.4 This Policy aims to:
  - (a) inform all of the Personnel and other stakeholders of their responsibility to report any actual or suspected non-compliance, impropriety, misconduct, or malpractice;
  - (b) encourage stakeholders to report suspected wrongdoing as soon as possible, in the knowledge that their concerns will be taken seriously and investigated as appropriate, and that their confidentiality will be respected;
  - (c) provide the Company’s stakeholders with guidance as to how to raise those concerns;
  - (d) reassure the Company’s stakeholders that they should be able to raise genuine concerns in good faith without fear of reprisals, even if they turn out to be mistaken; and
  - (e) develop a culture of openness, accountability, and integrity.
- 1.5 This Policy does not form part of any employee’s contract of employment and it may be amended at any time.

### 2. Definitions and Abbreviations

- 2.1 The following terms, whenever they appear in this Policy, have the meanings specified below:
  - (a) **Personnel:** All individuals working at all levels of the Company, including Directors, Senior Executives, officers, employees, consultants, contractors, trainees, homeworkers, part-time and fixed term workers, seasonal and agency staff.
  - (b) **Whistleblower:** A person who raises a genuine concern in good faith relating to any of the conduct set out in Paragraph 2.1 of Part 2.
- 2.2 Other terms and expressions used in this Policy shall have the meanings assigned to them in the Company’s Corporate Governance Manual, unless otherwise required by the context.

## Part 2: Application and Scope

### 1. Application

- 1.1 This Policy applies to the Personnel and other stakeholders.
- 1.2 This Policy is designed to enable any stakeholder who believes that wrongdoing has occurred or a danger at work has arisen, to raise concerns internally and to be able to disclose the relevant information.

### 2. Scope

- 2.1 This Policy is intended to promote the disclosure of any information which, in the reasonable belief of the stakeholder making the disclosure, relates to actual or suspected non-compliance, impropriety, misconduct, malpractice or wrongdoing, or a breach of the Company's policies, which may endanger the Company's business or goodwill. This conduct includes, but is not limited to:
  - (a) violation of any laws or regulations / criminal activity;
  - (b) violation of the Company's policies and procedures;
  - (c) Health, safety or environment violations;
  - (d) failure to comply with any legal or professional obligation or regulatory requirements;
  - (e) non-compliance or wrongdoing in financial reporting (including financial, accounting and auditing matters);
  - (f) fraud or mismanagement;
  - (g) corruption;
  - (h) offers and/or acceptance of a bribe;
  - (i) misappropriation of assets;
  - (j) security breach;
  - (k) conflicts of interest;
  - (l) negligence;
  - (m) actions likely to damage the Company's reputation;
  - (n) unauthorized disclosure of confidential information;
  - (o) any deliberate attempts to conceal the conducts set out above.
  - (p) Harassment according to the Anti-Harassment Law and other related laws.
- 2.2 If any of the Company's stakeholders have any genuine concerns related to suspected wrongdoing or danger affecting any of the Company's activities (a "**Whistleblowing Concern**") then it should be reported in accordance with this Policy.
- 2.3 Complaints which relate to employment matters, such as job performance and terms and conditions of employment concerning the Personnel, would be more appropriately dealt with in accordance with the Company's internal employment policies.

- 2.4 If any of the Company’s stakeholders is uncertain whether something is within the scope of this Policy, then he/she should seek advice from the Company’s Corporate and Legal Compliance Manager (the “**Compliance Manager**”), whose contact details are set out in Appendix 1 to this Policy.

### **Part 3: Raising a Whistleblowing Concern**

#### **1. Method of Reporting Whistleblowing Concerns**

- 1.1 The Company hopes that all of the Personnel’s Whistleblowing Concerns will be raised with their direct line managers (if applicable) in the first instance. However, if the Whistleblower believes that the Whistleblowing Concern is more serious, or if the Whistleblower prefers not to raise it with his/her direct line manager for any reason, then such Whistleblowing Concern shall be raised in accordance with Paragraph 1.2 below.
- 1.2 Whistleblowers shall raise Whistleblowing Concerns by contacting one of the following:
- (a) the Compliance Manager;
  - (b) the confidential [external] telephone hotline set out in Appendix 1 to this Policy; or
  - (c) the confidential [external] E-mail address set out in Appendix 1 to this Policy.
- 1.3 When raising a concern under this Policy, a Whistleblower must:
- (a) disclose the relevant information in good faith;
  - (b) believe it to be substantially true;
  - (c) not act maliciously or make false allegations; and
  - (d) not seek any personal gain by raising such concern.
- 1.4 If appropriate, a meeting will be arranged as soon as possible with the Whistleblower to discuss the Whistleblowing Concern.
- 1.5 Any report made to the Compliance Manager or via the confidential [external] telephone hotline or E-mail shall be treated as confidential and shall be processed by the Compliance Manager, who will collate and review the relevant information and internally report the Whistleblowing Concern, as appropriate, to an independent Director assigned by the Audit Committee (from among its members) to be the Whistleblowing Officer (the “**Whistleblowing Officer**”).

#### **2. Confidentiality and Anonymity**

- 2.1 The Company hopes that the Whistleblower will feel able to voice Whistleblowing Concerns openly under this Policy. However, if any Whistleblower wishes to raise concerns confidentially, the Company will make every effort to keep their identity secret. If it is necessary for anyone investigating the Whistleblowing Concern to know the Whistleblower’s identity, the Company will discuss this with the Whistleblower in advance. A Whistleblower may elect to report Whistleblowing Concerns anonymously.
- 2.2 Confidentiality clauses in the Company’s employment contracts are not intended to prevent Whistleblowers from reporting Whistleblowing Concerns in accordance with the procedures set out in this Policy.
- 2.3 Internal reports relating to a Whistleblowing Concern shall be kept confidential until the Whistleblowing Officer confirms that this is no longer necessary. Disclosure to parties in

relation to whom Whistleblowing Concerns have arisen should not be made without the permission of the Whistleblowing Officer.

### **3. Investigation and Outcome**

- 3.1 Once a Whistleblowing Concern has been raised, the Company will carry out an initial assessment to determine the scope of any necessary investigation. Any investigation to be conducted shall be overseen by the Whistleblowing Officer.
- 3.2 In some cases, the Company, with the approval of the Whistleblowing Officer, may appoint an investigator or a team of investigators with relevant experience of investigations or specialist knowledge of the subject matter, to assist in conducting any necessary investigations with respect to a Whistleblowing Concern.
- 3.3 While the Company cannot always guarantee the outcome that the Whistleblower is seeking, it will try to deal with his/her concern fairly and in an appropriate way. If a Whistleblower is not satisfied with the way in which his/her Whistleblowing Concern has been handled or its conclusion, the Whistleblower may raise such concern directly with the Chairman of the Board.

### **4. Protection and Support**

- 4.1 It is understandable that Whistleblowers are sometimes worried about possible repercussions. The Company aims to encourage openness and will support Whistleblowers who raise genuine concerns in good faith under this Policy.
- 4.2 The Company's Personnel and other stakeholders will not suffer any detrimental treatment as a result of raising a Whistleblowing Concern in good faith. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a Whistleblowing Concern. Whistleblowers shall not be threatened, intimidated, discriminated or retaliated against in any way.
- 4.1 If the Company concluded that a Whistleblower has made false allegations maliciously, in bad faith or with a view to personal gain, the Whistleblower may be subject to disciplinary action.

## **Part 4: Closing Provisions**

### **1. Entry into Effect and Review**

- 1.1 This Policy shall be adopted by a resolution of the Board, following a recommendation by the Audit Committee, and shall enter into effect from the date on which it is approved by the Board.
- 1.2 The Audit Committee shall oversee the implementation of this Policy and shall periodically review its provisions and recommend any amendments thereto to the Board.
- 1.3 Any amendments to this Policy shall be adopted in the same manner in which this Policy was adopted. As an exception to the forgoing, Appendix 1 to this Policy may be updated from time to time by a decision of the Whistleblowing Officer.

## **Appendix 1**

### **Whistleblowing Contacts**

**Confidential Hotline:** 800-844-2067

**External website:** <https://app.safecall.co.uk/ar/file-a-report>

**Confidential E-mail:** [hotline@leejam.com.sa](mailto:hotline@leejam.com.sa)

**Whistleblowing Officer:** **Internal Audit Director**  
Telephone: +966 11 210 1015 Ext. 147

**Compliance Manager:** Telephone: +966 11 210 1015 Ext. 220