

Human Capital & Culture

Contract Review & Approval Policy

Purpose

The purpose of this policy is to establish a standardized, controlled, and legally sound framework for the review, approval, and execution of all contracts across B&S Investments. This ensures that contractual engagements support strategic objectives, mitigate legal and financial risks, and comply with applicable laws and internal governance requirements.

As a multi-sector holding group operating in exhibitions, manufacturing, tourism, creative content, hospitality, and digital ventures, B&S Investments engages with a wide range of external entities, making rigorous contract governance essential to protect the Group's interests.

Scope

This policy applies to all entities, departments, and subsidiaries under B&S Investments that initiate, negotiate, amend, or execute contracts. It covers:

- Commercial agreements (suppliers, service providers, consultants)
- Strategic alliances and joint ventures
- Licensing and IP-related agreements
- Client contracts and NDAs
- Real estate leases and facility management agreements
- Digital and cloud service agreements
- Employment contracts (at executive level)
- Framework and master service agreements

All written, verbal, digital, or hybrid forms of contract are covered.

Policy Statement

B&S Investments mandates that all contracts must be reviewed and approved through a structured workflow that includes legal, financial, and business review before execution. No contract shall be considered valid or enforceable unless:

- It has been reviewed by the Legal Department (unless exempted by this policy)
- It complies with the Delegation of Authority (DoA) matrix
- It is signed only by authorized personnel
- Risks, obligations, and deliverables are assessed and documented

Unauthorized or informal agreements (e.g., email exchanges, handshake deals) are strictly prohibited and subject to disciplinary action.

Roles & Responsibilities

Role	Responsibility
Contract Originator (Requestor)	Drafts contract requirements, initiates request, coordinates with Legal and Procurement
Legal Department	Reviews legal terms, ensures compliance with regulatory and corporate standards, mitigates liability exposure
Finance Department	Reviews commercial terms, validates budget availability, and ensures alignment with financial controls
Department Head / Project Owner	Reviews operational feasibility, deliverables, and scope accuracy
Executive Management	Approves high-value or strategic contracts as per the DoA matrix
Procurement	Manages vendor-side contracting process, ensures supplier compliance, archives executed contracts

Procedures & Implementation

1. Contract Initiation & Request Submission

- All contract requests must be initiated through the Contract Lifecycle Management (CLM) platform or shared procurement/legal channel
- Requestor must complete a **Contract Intake Form** that includes:
 - Nature of service/goods
 - Budget code and value estimate
 - Duration and milestones
 - Associated risks or dependencies

2. Document Preparation & Drafting

- B&S Investments' standard contract templates should be used where applicable
- Drafting parties must ensure clarity in scope, deliverables, payment terms, and IP ownership
- For third-party templates, Legal must review and adjust to protect Group interests

3. Review & Revision Workflow

The contract undergoes the following layered review:

- **Legal Review:** Mandatory for all contracts unless pre-approved templates are used below a certain threshold
- **Finance Review:** Required for any commercial value contracts or long-term liabilities
- **Operational Review:** Conducted by the owning department or project team
- **Risk/Compliance Review:** Triggered when the contract relates to sensitive sectors (e.g., data privacy, cybersecurity, cross-border)
- All comments and revisions must be tracked and version-controlled

4. Approval & Signing

- The Delegation of Authority (DoA) Policy defines signing authorities based on contract value, risk, and nature
- Electronic signatures may be used via authorized platforms (e.g., DocuSign) if legally permitted
- Original signed contracts must be securely archived and logged into the Contract Repository System

- No contract should be split or restructured to circumvent DoA limits

5. Contract Amendments

- Any material changes to scope, duration, pricing, or liabilities must undergo a new round of review and approvals
- Amendments should be documented through formal contract addendums, not informal correspondence
- The same workflow and signatories apply as for original contracts

6. Retention & Access

- Executed contracts must be archived in a secure digital repository with role-based access control
- Retention periods vary by contract type but shall not be less than 7 years post-termination unless otherwise mandated
- Confidentiality and data privacy terms must be upheld throughout retention

Monitoring & Review

This policy is reviewed annually by the Legal and Internal Audit departments. Early review may be triggered by:

- Legal disputes or contract-related noncompliance
- Changes in regulatory or commercial law (e.g., Saudi commercial codes, PDPL, labor laws)
- Acquisition or divestment activity
- System implementation changes (e.g., new CLM platform or ERP integration)

Compliance KPIs include:

- Percentage of contracts reviewed within SLA
- Incidents of unauthorized contracting
- Legal dispute frequency
- Contract repository completeness rate

Associated Documents

- Delegation of Authority Policy
- Standard Contract Templates
- Contract Intake Form
- Legal Review Checklist
- Contract Lifecycle Management SOP
- Procurement & Vendor Management Policy
- Third-Party Due Diligence Checklist
- Risk Assessment Template
- NDA Policy & Templates
- Contract Termination & Renewal Guidelines