

Risk & Compliance

# Legal & Statutory Adherence Guidelines

## Purpose

The purpose of these guidelines is to ensure that B&S Investments, its subsidiaries, and affiliates maintain full and ongoing compliance with all applicable laws, statutes, and regulations in every jurisdiction where the Group operates. As a Saudi-rooted and globally ambitious holding company, adherence to legal and statutory obligations is critical to preserving corporate integrity, protecting stakeholder interests, and mitigating legal, financial, and reputational risks.

These guidelines provide a unified framework for identifying, monitoring, and complying with regulatory requirements across all sectors, including exhibitions, manufacturing, tourism, creative content, hospitality, and digital ventures.

## Scope

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These guidelines apply to all departments, business units, subsidiaries, legal entities, and employees of B&S Investments across Saudi Arabia and international operations. They extend to all statutory and regulatory domains relevant to the company's activities, including:

- Corporate law and commercial registration
- Employment and labor law
- Taxation and financial reporting
- Licensing and operational permits
- Environmental, health, and safety (EHS) regulations
- Sector-specific requirements (e.g., tourism authority approvals, media content licensing, industrial compliance)

Third-party contractors, legal advisors, and regulatory liaisons working on behalf of B&S Investments are also subject to these guidelines.

## Policy Statement

B&S Investments is committed to full legal and statutory compliance as a cornerstone of corporate governance. Every legal obligation must be proactively identified, tracked, fulfilled, and evidenced.

The Group will:

- Maintain current knowledge of applicable local and international laws affecting operations
- Monitor regulatory changes and legal risks through structured horizon scanning
- Meet all statutory obligations, including filings, renewals, disclosures, and certifications
- Ensure legal compliance is embedded in business processes, agreements, and reporting systems
- Cooperate with authorities and respond to audits, inspections, or notices in a timely and transparent manner
- Hold individuals accountable for failing to act in accordance with relevant legal and statutory duties.

## Roles & Responsibilities

Role	Responsibility
<b>Board of Directors</b>	Provides oversight on legal risk and statutory compliance exposure across sectors
<b>Group CEO</b>	Ensures enterprise-wide commitment to legal compliance; escalates major non-compliance to the Board
<b>Group General Counsel / Legal Department</b>	Owns the legal compliance program, maintains the Legal Obligation Register, advises on regulatory matters, and oversees external counsel relationships
<b>Compliance Officer</b>	Works with Legal to monitor regulatory compliance frameworks, audits, and training
<b>Business Unit Heads &amp; Subsidiary CEOs</b>	Responsible for local compliance and engagement with regulatory bodies; must implement sector-specific legal controls and reporting

Role	Responsibility
<b>Functional Heads (Finance, HR, Procurement, EHS)</b>	Ensure legal adherence in contracts, payroll, filings, and safety procedures within their domains
<b>All Employees</b>	Must understand the legal obligations relevant to their role and report any non-compliance or risks immediately

## Procedures & Implementation

### 1. Legal Obligations Register

- A centralized Legal & Regulatory Obligations Register is maintained by the Legal Department, covering:
  - Entity registration and renewal deadlines
  - License and permit obligations
  - Tax and financial reporting schedules
  - Sectoral approvals and documentation
- Each obligation is assigned an owner, due date, documentation requirement, and compliance status

### 2. Contractual Compliance

- All contracts must be reviewed by Legal prior to execution
- Key legal clauses (e.g., indemnity, jurisdiction, force majeure, termination, compliance warranties) must be aligned with Group legal standards
- Digital contract management tools must track version control, approvals, and renewal dates

### 3. Regulatory Horizon Scanning

- Legal monitors legal developments from:
  - Saudi regulators (e.g., Ministry of Commerce, ZATCA, GAC, CITC, Ministry of Investment)
  - Global regulatory bodies relevant to operations
  - Industry regulators and professional associations
- Quarterly legal updates are shared with management and risk owners

### 4. Training & Communication

- Mandatory compliance orientation is provided to all new employees

- Annual refresher trainings cover core statutory topics such as:
  - Anti-bribery & corruption laws
  - Labor and employment regulations
  - Contractual risk and commercial law fundamentals
  - EHS and ESG-related legislation
- Legal bulletins, case law highlights, and audit findings are shared via internal communication channels

#### **5. Reporting & Recordkeeping**

- All regulatory filings must be logged in the centralized reporting dashboard
- Copies of submitted documents, licenses, and certifications must be stored securely (physically and digitally) for at least 10–5 years, per regulatory requirements
- Delays or errors in filing must be escalated to Legal and Compliance within 24 hours

#### **6. Government & Regulatory Engagement**

- Only authorized representatives may interact with government bodies, inspectors, or licensing authorities
- Meetings with regulators must be documented, and any requests or notices must be shared with Legal immediately
- External legal counsel may be engaged with prior written approval from the General Counsel

### **Monitoring & Review**

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These guidelines are reviewed annually by the Group Legal Department in collaboration with Compliance and Internal Audit. The review includes:

- Regulatory changes impacting legal obligations
- Audit findings and incident trends
- Effectiveness of compliance tracking systems
- Feedback from regulatory bodies and external counsel

Any significant updates are approved by the Audit & Risk Committee and communicated across all subsidiaries and functions..

## Associated Documents

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- Regulatory Compliance Policy
- Delegation of Authority Policy
- Contract Lifecycle Management Guidelines
- Legal Obligation Register Template
- Whistleblower Protection Policy
- Internal Audit & Control Framework
- Entity Governance and Registration Tracker
- Legal Risk Assessment Toolkit
- Sector Licensing & Certification Checklist

