CORPORATE POLICY

MD OVERSEAS FZCO

Anti-Bribery & Anti-Corruption Policy

Version 2026

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REGISTERED / BUSINESS ADDRESS

Unit No. 2910, DMCC Business Centre, Level No. 1, Jewellery & Gemplex 3,
Dubai, United Arab Emirates

Contents

01 Purpose
02 Legal and Regulatory Framework
03 Scope
04 Zero-Tolerance Standard
05 Prohibited Conduct
06 Facilitation Payments
07 Gifts, Hospitality and Entertainment
08 Public Officials
09 Political and Charitable Contributions
10 Conflicts of Interest
11 Third-Party Due Diligence
12 Customer and Supplier Controls
13 Books, Records and Payments
14 Precious Metals and Responsible Sourcing
15 Reporting Concerns and Non-Retaliation
16 Investigation and Escalation
17 Training and Awareness
18 Monitoring and Review
19 Breaches and Disciplinary Action
20 Responsibilities
21 Approval

01 Purpose

MD OVERSEAS FZCO (the "Company") is committed to conducting business ethically, transparently and in compliance with applicable laws of the United Arab Emirates. This Policy establishes a zero-tolerance framework for bribery, corruption, kickbacks and improper inducements and sets minimum controls for employees, directors, officers, agents, intermediaries, consultants, suppliers, customers and other business partners acting for or on behalf of the Company.

The Policy is designed to complement the Company's AML/CFT/CPF, customer due diligence, sanctions, responsible sourcing, accounting and internal-control procedures. It does not replace any stricter legal, contractual or regulatory requirement applicable to a particular transaction.

02 Legal and Regulatory Framework

This Policy is framed with reference to the UAE legal and regulatory framework in force, including Federal Decree-Law No. 31 of 2021 Promulgating the Crimes and Penalties Law, as amended, which contains offences relating to bribery and improper influence; Federal Decree-Law No. 10 of 2025 regarding Anti-Money Laundering and Combating the Financing of Terrorism and Proliferation Financing; and Cabinet Resolution No. 134 of 2025 issuing the Executive Regulations of that AML/CFT/CPF law.

As a business engaged in jewellery and non-manufactured precious metal trading, the Company is a Designated Non-Financial Business and Profession (DNFBP) and applies the relevant UAE AML/CFT/CPF requirements, guidance issued by its competent supervisory authority, and reporting obligations to the UAE Financial Intelligence Unit through the goAML platform, to its risk management, customer and supplier due diligence and transaction monitoring. Where another jurisdiction's anti-bribery or anti-corruption law applies to a transaction, the Company will comply with the stricter applicable requirement.

03 Scope

This Policy applies to all directors, managers, employees and temporary personnel of the Company and, where relevant, to agents, brokers, consultants, introducers, logistics providers, contractors and other third parties acting for or representing the Company. Compliance with this Policy is a condition of employment or engagement.

No person may use a third party to do anything that the Company or its personnel are prohibited from doing directly.

04 Zero-Tolerance Standard

The Company prohibits offering, promising, authorising, giving, requesting, agreeing to receive or accepting any financial or other advantage where the purpose or effect is to improperly influence a decision, obtain or retain business, secure an improper advantage, reward improper performance, or cause a person to misuse an entrusted position.

The prohibition applies whether the recipient is a government/public official or a private-sector person and whether the benefit is given directly or indirectly through another person.

05 Prohibited Conduct

Prohibited conduct includes, without limitation:

- Cash bribes, secret commissions, kickbacks or rebates.
- Payments or benefits intended to influence tenders, procurement, customs, licensing, inspections, taxation, banking, assay results, compliance decisions or commercial settlements.
- Gifts, travel, entertainment or hospitality intended to create an improper obligation or influence a decision.
- False consultancy, agency, marketing, referral or success-fee arrangements used to disguise improper payments.
- Unrecorded payments, false invoices, inflated expenses, off-book accounts or deliberately misleading accounting entries.
- Improper payments made through customers, suppliers, agents, freight/logistics providers, customs representatives or other intermediaries.
- Retaliation against a person who raises a concern in good faith.

06 Facilitation Payments

The Company prohibits facilitation or "grease" payments made to secure or accelerate a routine governmental or administrative action. Employees must not make such payments merely because they are customary, requested or commercially convenient.

Where a payment is demanded under an immediate and credible threat to personal health or safety, the individual should prioritise safety, make no unnecessary commitment, and report the incident to the Compliance Officer and Senior Management as soon as practicable and in any event within 24 hours. Any payment made in such exceptional circumstances must be accurately recorded.

07 Gifts, Hospitality and Entertainment

Reasonable and bona fide business hospitality may be permitted only when it is lawful, proportionate, infrequent, transparent and not intended to influence a decision or reward improper performance. Cash and cash-equivalent gifts are prohibited.

Employees must obtain prior approval from the Compliance Officer or Senior Management for any gift, hospitality, travel or entertainment that is material, unusual, involves a public official, creates an appearance of influence, or exceeds any value limits notified by the Compliance Officer. All gifts and hospitality given or received, other than items of nominal value, must be recorded in the Company's Gifts and Hospitality Register maintained by the Compliance Officer.

08 Public Officials

Interactions with government and public officials require enhanced caution. No payment, gift, benefit, employment opportunity, charitable contribution, travel or hospitality may be offered to a public official to influence an official act, obtain an improper advantage or accelerate a governmental decision.

Any engagement of a current or former public official, or a close relative or known associate of such a person, must be reviewed for conflicts, legitimacy, qualifications, scope of work and compensation before appointment.

09 Political and Charitable Contributions

Company funds, assets or resources must not be used for political contributions intended to obtain business or an improper advantage. Any lawful political contribution, if ever contemplated, requires prior written approval from Senior Management and Compliance after legal review.

Charitable donations and sponsorships must be genuine, transparent and made to legitimate organisations. They must not be used as a conduit for bribery or to influence a customer, supplier, official or decision-maker. Appropriate due diligence and approval must be completed before payment.

10 Conflicts of Interest

Personnel must avoid situations in which personal, family or financial interests conflict, or appear to conflict, with the interests of the Company. Actual or potential conflicts must be disclosed promptly to Senior Management or the Compliance Officer. The Company may require recusal, additional approvals or other controls.

Employees must not accept undisclosed commissions, referral fees, personal discounts or other benefits from parties doing or seeking to do business with the Company.

11 Third-Party Due Diligence

The Company will apply risk-based due diligence before appointing or materially relying on agents, brokers, consultants, introducers and other higher-risk intermediaries. Review may include ownership and control, business reputation, sanctions/PEP/adverse information screening, qualifications, purpose of engagement, compensation structure, bank-account details, jurisdictional risk and potential conflicts of interest.

Red flags must be escalated. Examples include requests for payment to unrelated third parties, offshore or personal accounts without a legitimate reason, excessive commissions, vague services, refusal to disclose beneficial ownership, unusual urgency, requests for cash, close relationships with decision-makers, or reluctance to provide invoices and supporting records.

12 Customer and Supplier Controls

Anti-bribery risk forms part of the Company's broader customer and supplier risk assessment. KYC/CDD and, where required, enhanced due diligence must identify ownership and control, business activity, expected transaction profile, source-related risks, sanctions/PEP exposure and adverse information. Higher-risk relationships require Senior Management approval and enhanced monitoring.

Where the Company identifies suspicious conduct potentially connected with money laundering, terrorist financing, proliferation financing or proceeds of corruption, the matter must be handled in accordance with the Company's AML/CFT/CPF procedures, including escalation to the Compliance Officer and any legally required reporting.

Personnel must not disclose to a customer, supplier or any other person that a concern has been raised, that a suspicious transaction report is being considered or has been filed, or that an investigation is underway (tipping-off is prohibited).

13 Books, Records and Payments

All transactions must be recorded accurately, completely and in reasonable detail in the Company's books and records. No undisclosed or unrecorded fund or asset may be established for any purpose.

Payments must correspond to genuine goods or services, be supported by appropriate contracts, invoices and approvals, and ordinarily be made to an account held in the name of the legitimate counterparty. Exceptions require documented justification and approval. Employees must never create or approve false, incomplete or misleading records.

Records relating to transactions, due diligence, gifts and hospitality, investigations and training must be retained for the period required by applicable UAE law, and in any event for not less than five years.

14 Precious Metals and Responsible Sourcing

Because precious metals can present elevated financial-crime and supply-chain risks, the Company will integrate anti-bribery controls with responsible sourcing and AML/CFT/CPF controls. Transactions involving unusual intermediaries, unexplained changes in assay/settlement instructions, high-risk jurisdictions, unusual cash components, opaque ownership, suspicious origin documentation or unexplained third-party payments must receive enhanced scrutiny.

Commercial pressure, price sensitivity or delivery deadlines do not justify bypassing KYC, responsible sourcing, sanctions, anti-bribery or payment controls.

15 Reporting Concerns and Non-Retaliation

Any employee or associated person who knows of or reasonably suspects bribery, corruption, falsification of records or an attempt to circumvent this Policy must report the matter promptly to the Company's Compliance Officer. Where the concern involves the Compliance Officer, or the reporter is not comfortable reporting to the Compliance Officer, the matter must be reported directly to Senior Management. External parties may raise concerns through:

Compliance Department	MD OVERSEAS FZCO
Email	compliance@mdoverseasdmcc.com
Address	Unit No. 2910, DMCC Business Centre, Level No. 1, Jewellery & Gemplex 3, Dubai, United Arab Emirates

Reports should be handled confidentially to the extent reasonably possible. Retaliation against a person who raises a genuine concern in good faith or assists an investigation is prohibited. Knowingly false or malicious allegations may themselves constitute misconduct.

16 Investigation and Escalation

The Company will assess reported concerns promptly and may preserve records, suspend payments, place transactions on hold, obtain legal advice, conduct internal review or engage independent specialists as appropriate. Personnel must cooperate with authorised investigations and must not destroy, alter or conceal relevant information.

Where facts indicate potential criminal conduct, AML/CFT/CPF concerns or a regulatory reporting obligation, the Company will escalate the matter in accordance with applicable UAE law and internal procedures.

17 Training and Awareness

Relevant personnel will receive periodic anti-bribery and anti-corruption awareness or training appropriate to their role and risk exposure. Higher-risk functions – including sales, procurement, compliance, finance, logistics, customs-facing roles and personnel dealing with precious-metal suppliers – will receive targeted guidance on red flags and escalation.

Training and awareness activities must be documented and refreshed when material legal, regulatory or business-risk changes occur. All personnel must confirm in writing that they have read and understood this Policy on joining and following each material update.

18 Monitoring and Review

The Compliance Officer and Senior Management will periodically assess implementation of this Policy, including higher-risk third-party relationships, the Gifts and Hospitality Register, payment exceptions, reported concerns, due diligence quality and training completion. Identified weaknesses must be remediated within a reasonable timeframe.

This Policy shall be reviewed at least annually and earlier where required by changes in law, regulatory guidance, business activities, geographic exposure or identified risk.

19 Breaches and Disciplinary Action

A breach of this Policy may result in disciplinary action up to and including termination of employment or engagement, subject to applicable law. The Company may also terminate or suspend a third-party relationship, recover losses and refer matters to competent authorities where appropriate.

No employee will be penalised for refusing to pay or accept a bribe, even where refusal may result in delay, loss of business or other commercial disadvantage.

20 Responsibilities

Senior Management is responsible for setting the tone from the top, approving this Policy and supporting adequate resources and controls. The Compliance Officer is responsible for administering the Policy, advising on risk, maintaining relevant compliance records including the Gifts and Hospitality Register, receiving escalations and coordinating reviews. Department heads are responsible for implementing controls within their functions. Every employee and associated person is responsible for understanding and complying with this Policy.

21 Approval

This Anti-Bribery & Anti-Corruption Policy is approved for adoption by MD OVERSEAS FZCO with effect from **01 January 2026** and remains effective until replaced or amended by an authorised version.

POLICY APPROVAL	
PREPARED BY	Compliance Department
APPROVED BY	Senior Management, MD OVERSEAS FZCO
EFFECTIVE DATE	01 January 2026
NEXT SCHEDULED REVIEW	January 2027

Reference note: This is the public version of the Company's policy. It is supported by the Company's AML/CFT/CPF Policies and Procedures Manual and internal procedures. Applicable legislation, regulatory guidance and official Arabic legal texts prevail in the event of inconsistency.