



CODE OF BUSINESS CONDUCT

SD GUTHRIE GROUP'S

Code of Business Conduct

At SD Guthrie, our success is not only measured by the results we achieve but also how we achieve them. Behaving in an ethical manner is our personal responsibility and we must know, understand and comply with the Code of Business Conduct (COBC).

As you read this handbook, you will learn the standards of behaviour expected of you by the Group and how to apply them in your daily work life. By doing this, you can demonstrate SD Guthrie's Core Values to the people with whom you interact. This will result in a more positive and ethical work environment, hence driving SD Guthrie to be a respected business leader in the world.

This handbook also provides some questions to challenge our perspective on the standards of conduct required of us in certain situations, so that we can make the right decisions for the Group. If you have any concerns about actual or potential violations, you can use the reporting channels under the Contact Us Section.

In this handbook, the expressions "Group" and "SD Guthrie" and "SD Guthrie Group" are used interchangeably to refer to SD Guthrie Berhad Group Companies in general. Similarly, the words "we", "our", "us" and "you" are used to refer to SD Guthrie Berhad Group Companies including all of its Directors, Employees and where applicable, the word "you" is also used to refer to the Counterparties and Business Partners.

Message from the Group Managing Director

Dear Colleagues,

On 28 May 2024, we rebranded ourselves as SD Guthrie Berhad (SD Guthrie). While our new brand heralds the next phase of our growth, the SD Guthrie of today continues to be driven by the same spirit and ambition – to create value and achieve meaningful success, growing with the dynamic global market.

As we embrace our new purpose “Care to Nourish, Dare to Flourish”, it is essential that we build upon our 200-year legacy, guided by our Core Values of Integrity, Respect & Responsibility, Enterprise and Excellence, as reflected in our Code of Business Conduct (COBC). The COBC is more than just a set of guidelines; it epitomises the commitment that has guided us throughout our history and serves as a vital resource to help each of us navigate the complexities of our roles and make informed decisions that align with our dedication to doing what is right.

I encourage you to read the COBC carefully and adopt its principles. While we may encounter instances when upholding our Core Values becomes difficult, remember, that staying true to our COBC will be the litmus test of our personal credibility. It is during these challenging moments that our commitment to ethical values must shine the brightest and rest assured that SD Guthrie will always support you whenever you make ethical choices.

Together, let us create a workplace where integrity and ethics are not mere words and slogans but the core of SD Guthrie’s culture. As we move forward together, unlocking nature’s superpower, let us stay committed to these principles.

Datuk Mohamad Helmy Othman Basha
Group Managing Director

SD Guthrie Group's Core Values

Integrity

Uphold high levels of personal and professional values in all our business interactions and decisions.

Being honest, staying consistent, and standing by our company's principles.

Respect & Responsibility

Respect for the individuals we interact with and the environment that we operate in (internally and externally) and committing to being responsible in all our actions.

Treating everyone equally, embracing differences and taking accountability for our actions.

Enterprise

Seek and seize opportunities with speed and agility, challenging set boundaries.

Taking ownership, having the courage to take initiative, and driving innovation to create meaningful impact.

Excellence

Stretch the horizons of growth for ourselves and our business through our unwavering ambition to achieve outstanding personal and business results.

Doing your best, improving every day and celebrating wins.

SD Guthrie Group's Business Principles

The Group's foundation is built on the Core Values, which guide our actions and the way we conduct our business. This is applied in our Business Principles:

Health, Safety and Environment

Health and safety are important for our Employees and communities where we operate. We ensure our business operations are sustainable by proactively addressing environmental challenges and respecting fundamental human rights, without sacrificing long-term economic value creation.

Compliance

Complying with all laws and regulations in the countries that we operate.

Working with Local Communities

Engaging with and contributing to local communities in a socially responsible manner wherever we operate, without compromising the benefits of any particular stakeholder.

Fair Business Practices

Ensuring that we promote fair business practices and compete in an ethical manner.

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GLOSSARY

The definitions of the key terms used in this COBC handbook are as follows:

TERMS	DESCRIPTIONS
Active Politician	An individual who is either a head of government, minister or elected Member of Parliament, State Assemblyman or office bearer of a political party who holds office as the chairman, president, deputy presidents, vice-presidents, secretary general, deputy secretary general, treasurer and committee members whether at national level, state level or divisional level.
Affiliate	A person or organisation officially attached to the Group.
Anti-bribery and Corruption Laws	Laws that prohibit the offer of money, goods or services to a person in order to persuade him to perform an action, in many cases illegal, in the interests of the person offering the bribe or corruption.
Antitrust Laws	Laws intended to promote free competition in the marketplace by outlawing monopolies.
Assets	Tangible or intangible resources controlled by the enterprise as a result of past transactions or events and from which future economic benefits are expected to flow to the enterprise. Such resources shall include buildings, sites, equipment, tools, supplies, communication facilities, funds, accounts, computer programmes, information, technology, documents, patents, trademarks, copyrights, know-how and other resources or property of the Group.
Associate	Company in which the Group has an effective equity interest of 20% to 50% and/or in which the Group is able to exercise a significant influence.
Breach	Behaviour that results in any form of disciplinary action against a person or persons.
Boards	Collectively refers to Main Board, Flagship Subsidiary Board and Major Subsidiary Board.
Bribery & Corruption	Definition includes but not limited to: a) cash or in-kind e.g. money, donation, gift, loan, fee, reward, valuable security, property or interest in property being property of any description whether movable or immovable, financial benefit, or any other similar advantage; b) any office, dignity, employment, contract of employment or services, and agreement to give employment or render services in any capacity; c) any payment, release, discharge or liquidation of any loan, obligation or other liability, whether in whole or in part; d) any valuable consideration of any kind, any discount, commission, rebate, bonus, deduction or percentage; e) any forbearance to demand any money or money's worth or valuable thing;

TERMS	DESCRIPTIONS
Bribery & Corruption (cont.)	f) any other service or favour of any description, including protection from any penalty or disability incurred or apprehended or from any action or proceedings of a disciplinary, civil or criminal nature, whether or not already instituted, and including the exercise or the forbearance from the exercise of any right or any official power or duty; and g) any offer, undertaking or promise, whether conditional or unconditional, of any gratification within the meaning of any of the preceding paragraphs (a) to (f).
Business Partners	Any party with which the Group has a commercial relationship with but is not able to exercise a controlling influence over, such as customers, Joint Ventures (non-controlling interest) and business alliances. Business Partners include Counterparties.
Cash Equivalent	An asset, such as property or stock, that has a realisable cash value equivalent to a specific sum of money, or an asset that is easily convertible to cash, for example, a Treasury bill.
CFO	Chief Financial Officer of SD Guthrie
Code of Business Conduct (COBC)	A set of guidance aimed at governing the business conduct of Directors, Employees and Counterparties.
Competitors	Competitors are persons or entities that render the same or similar services or supply the same or similar products as the Group in any one or a number of business environments or geographical locations.
Confidential Information	a) Any information in any form whatsoever not generally known, and propriety to the Group including but not limited to information relating to their processes, operations, trade, products, research, development, manufacture, purchasing, business, business prospects, transactions, affairs, activities, know-how, intellectual property, accounting, finance, planning, operations, customers data, engineering, marketing, merchandising and selling, proprietary trade information, payroll figures, personal data of Employees, customers' list, records, agreements and information, technical and other related information, and any books, accounts and records kept by the Group for the purpose of its business; b) All information disclosed to a Director or an Employee or to which the Director or Employee obtains access during his/her tenure which he/she has reason or ought to have reason to believe to be confidential information, shall be presumed to be confidential information and shall include (but shall not be limited to) price lists, business methods, customer history, records, information and inventions; c) Any such information as described in (a) and (b) above which relate to any of the Group's suppliers, agents, distributors and customers; and d) Insider Information within the context of Bursa Securities and any other relevant laws and regulations.

TERMS	DESCRIPTIONS
Connected Persons	Connected Persons include the following: • A Family Member; • A body corporate which is associated with business partner or official; • A trustee of a trust (other than a trustee for an employee share scheme or pension scheme) under which a business partner or official or a member of his/her family is a beneficiary; or • A partner of a business partner or official or a partner of a person connected with that business partner or official.
Contract	An agreement that legally obliges a party to do, or not to do, a certain thing. Examples of contracts include sales and purchase contracts, service contracts and others.
COO	Chief Operating Officer
Counterparties	Consultants, agents, contractors and goods/service providers of the Group who have dealings with the Group.
Customers	Customers include persons or entities to which the Group provides products or render services to and includes potential customers.
Director	Directors include all independent and non-independent Directors, executive and non-executive Directors of the Group and shall also include alternate or substitute Directors, and any person performing or undertaking a director's role regardless of how the person is named.
Employee	An individual who has entered into a contract of employment with a Group Company. This includes Employees on secondment to Joint Ventures, Affiliates or Associates, as well as workers. Excludes independent contractors and consultants who are engaged for the duration of a specific task or assignment as well as interns, industrial trainees and other similar attachments. For the avoidance of doubt, interns, industrial trainees and other similar attachments are included as part of "Employee" solely for convenience of reference to ensure all Policies and Procedures of the Group apply to them during their tenure with the Group. This reference in no way denotes that interns, industrial trainees and other similar attachments have any employment relationship with the Group.
Ethics	Refers to standards of conduct, which indicate how to behave, based on moral duties and virtues arising from principles of right and wrong. Ethics involve two aspects namely the ability to distinguish right from wrong and the commitment to do what is right.
Family Members	Shall include spouse(s), children (including step-children and adopted children), parents, step-parents, siblings, step-siblings, grandparents, grandchildren, in-laws, uncles, aunts, nieces, nephews, and first cousins, as well as other persons who are members of the household.

TERMS	DESCRIPTIONS
Flagship Subsidiary (FS)	SD Guthrie subsidiary(s) with a significant level of self-governance, autonomy and accountability granted to its Board of Directors and Senior Management while maintaining a certain degree of accountability to SD Guthrie as the parent company/major shareholder. Flagship Subsidiary currently refers to: a) PT Minamas Gemilang/ PT Anugerah Sumbermakmur
Fraud	A false representation of a matter of fact, whether by words or by conduct, by false or misleading allegation, or by concealment of what should have been disclosed, that deceive or is intended to deceive another person.
FS Board	The Board of Directors of Flagship Subsidiary
FS CEO	Chief Executive Officer, Flagship Subsidiary. FS CEO refers to: a) CEO, Upstream Indonesia
Free, Prior and Informed Consent or FPIC	The principle that a community has the right to give or withhold its consent to proposed projects that may affect the lands they customarily own, occupy or otherwise use. It implies informed, non-coercive negotiations between investors, companies or governments and indigenous peoples prior to the development and establishment of oil palm estates, timber plantations or other enterprises on their customary lands. This principle means that those who wish to use the customary lands belonging to indigenous or local communities must enter into negotiations with them.
GCOO	Group Chief Operating Officer of SD Guthrie.
GMD	Group Managing Director
Group Leadership Council or GLC	The members of the GLC comprising the following persons: • Group Managing Director (GMD) • Group Chief Operating Officer (GCOO) • Chief Financial Officer (CFO) • Group Secretary • Chief Human Resources Officer (CHRO) • Chief Communications Officer (CCO) • Chief Sustainability Officer (CSO) • Chief Group Strategy Officer • Group General Counsel • Chief Integrity & Assurance Officer (CIAO) • Chief Digital Officer (CDO)
“Group” or “SD Guthrie Group”	SD Guthrie Berhad and its Flagship Subsidiaries and Group Companies.
Harassment	Any direct or indirect action, conduct or behaviour which any individual or group of individuals finds abusive, humiliating, intimidating or hostile, whether verbal, physical or visual.

TERMS	DESCRIPTIONS
Head of Business Unit or HBU	Head of Business Unit refers to: a) Upstream: - Regional CEO Malaysia - Regional CEO Indonesia - General Manager, New Britain Palm Oil Limited b) SD Guthrie International (SDGI): - Heads of SDGI Refinery - SDGI HBU reports directly to SDGI SBL and has full profit & loss responsibility under their portfolio c) R&D - R&D Business Unit Heads reporting to Chief Innovation & Research Officer with profit & loss responsibility under their portfolio
Intellectual Property	Proprietary business or technical information of value protected by patent, trademark, copyright, or trade secret laws.
Interns, Industrial Trainees and other similar attachments	Persons engaged on internship and shall include any person undergoing any form of training in companies with the Group.
Joint Venture	Business venture which is undertaken jointly with unrelated partners. May take the form of Subsidiaries, Associates and unincorporated entities.
Main Board	Board of SD Guthrie Berhad
Major Subsidiary	Subsidiary with its own dedicated Board of Directors (which includes a member of the Main Board, at minimum) and Board Governance & Audit Committee (GAC) or its equivalent but without a significant level of self-governance, autonomy and accountability granted to its Board and Senior Management. Major Subsidiary currently refers to: a) New Britain Palm Oil Limited b) SD Guthrie International Limited
Management	GLC Members, OLT Members and other Employees with executive powers/decision-making authority over business operations.
Operations Leadership Team or OLT	OLT refers to: a) Group Chief Operating Officer (GCOO) b) CEO, Upstream Malaysia c) CEO, Upstream Indonesia d) CEO, Upstream Papua New Guinea & Solomon Islands e) CEO, SD Guthrie International f) Chief Innovation & Research Officer g) Chief Transformation Officer
Political Party	A group of people organised to acquire and exercise political power.

TERMS	DESCRIPTIONS
Proprietary Information	Proprietary Information is information held by a person or entity concerning the know-how, trade secrets or other information of any kind, whether in printed or electronic format, including but not limited to intellectual property rights, technical information, business processes, sales forecasts, marketing strategies, customer lists or potential customer information, financial records or operations which is regarded as being confidential in nature (whether or not labelled as confidential) and belongs to and owned by the Group.
Public Officials	Including but not limited to officers, employees or any individuals acting on behalf of a government or public agency. It could also refer to officers, employees or individuals of international organisations, such as the United Nations, Trade Organisations, Trade Unions, NGOs and Industry Bodies. It also includes Active Politicians and Heads of State. For the avoidance of doubt, public officials exclude Directors and Employees of the Group.
Retaliation	Action by way of unfair, unlawful or otherwise inappropriate reprisal taken in return of an actual or perceived injury or offence.
SD Guthrie	SD Guthrie Berhad
SDGI	SD Guthrie International Limited
Senior Business Leads or SBL	Senior Business Leads refers to: a) Upstream • COO Upstream Malaysia • COO Upstream Indonesia • COO Upstream Papua New Guinea & Solomon Islands b) SDGI: • SDGI SBL reports to CEO SDGI and has full profit & loss responsibility under their portfolio, including the Heads of its Trading, Differentiated and Non-Food businesses c) Others: • Head of Group Operations Services • Chief Land Management Officer • Head of Renewable Energy • Chief Risk Officer

TERMS	DESCRIPTIONS
Subsidiary	Companies in which the Group has an effective equity interest of at least 50% + 1 share and/or in which the Group is able to exercise a controlling influence.
Vendor	Vendor include suppliers, consultants, agents, contractors and goods/service providers of the Group who have direct dealings with the Group.
Wrongdoing	Refers to any act of conduct that is in breach of law and/or the expressed and/or implied terms and conditions of employment that is committed within the Group including but not limited to the following: a) Violation or risk of violation of any laws and regulations including but not limited to laws of Malaysia, European Union (EU), United Kingdom (UK), Papua New Guinea and Solomon Islands (PNG & SI), Indonesia, Thailand, Singapore, South Africa, and all other countries where the Group operates and/or has business dealings; b) Acts or omissions which are deemed to be against the reputation, goodwill or interest of the Company and where public interest is at stake e.g. a risk or impending risk to public health, human safety and environmental damage; c) Human rights abuses; d) Harassment and violence, both physical and verbal; e) Fraud, including but not limited to the following: i. Act of corruption such as conflicts of interest, bribery, kickbacks; ii. Misappropriation of assets; iii. Financial statement fraud; f) Criminal breach of trust; g) Abuse of power or position; h) Giving false or misleading information to internal or external stakeholders including public bodies. This includes suppression, manipulation or destruction of any material fact or information; i) Other criminal offences; j) Breaches of any Group policies and/or COBC; or k) Deliberate concealment of any of the above matters or other acts of wrongdoing.

The background of the entire page is a dense, close-up photograph of dates. The dates are in various stages of ripeness, showing a range of colors from bright orange to deep, dark red. They have a glossy, slightly wrinkled texture. The lighting is soft, highlighting the natural curves and shapes of the fruit.

PURPOSE

SCOPE

**GENERAL PRINCIPLES
OF THE COBC**

**RESPONSIBILITY
AND COMPLIANCE
WITH THE COBC**

1. PURPOSE

The COBC handbook provides guidance on the standards of behaviour expected of all Directors and Employees of the SD Guthrie Group, and where applicable, Counterparties and Business Partners. The standards of behaviour are derived from the Group's Core Values and Business Principles.

2. SCOPE

The COBC applies to all Directors and Employees of the Group. This includes Employees on secondment to Joint Ventures, Affiliates or Associates. Counterparties are also expected to comply with this handbook while our Business Partners are encouraged to adopt similar principles and standards of behaviour.

The COBC applies to all businesses and countries in which the Group operates.

3. GENERAL PRINCIPLES OF THE COBC

We pride ourselves with our reputation for behaving fairly, honestly and ethically wherever we do business, and our collective commitment to uphold integrity throughout the Group.

The COBC is not an exhaustive document and does not address every possible situation. You are obliged to familiarise yourself with and adhere to all applicable policies, procedures, laws and regulations of the countries in which the Group operates.

When there is a conflict between the provisions of this handbook, the Group Policies and Authorities (GPA) and regulatory and legislative provisions, the stricter provisions shall apply. However, if the local custom or practice conflicts with this handbook, you are required to comply with the COBC.

The official text of this handbook shall be the English language, and if there is a conflict of the translated version of the handbook, the English version shall prevail.

Above all else, you must exercise sound judgement in making the right decisions.

4. RESPONSIBILITY AND COMPLIANCE WITH THE COBC

Apart from understanding and complying with the COBC, as a Director or an Employee, you are also responsible to:

- Ensure those reporting to you understand and comply with the COBC;
- Promote compliance and good ethical values via leadership by example; and
- Provide guidance to others who have raised concerns or questions regarding the COBC.

All Directors and Employees of the Group must read and declare compliance with the COBC upon appointment to or joining the Group and may be subjected to disciplinary action, up to and including termination of employment or dismissal, for violating the COBC. Violation of the COBC that is related to criminal acts may result in prosecution after referral to the appropriate authorities.

As Counterparties, you are also required to understand and comply with the relevant aspects of the COBC. Violation of the COBC may result in blacklisting by the Group. Business Partners are encouraged to adopt similar principles and standards of behaviour.

The administration of the COBC shall be under the responsibility of the Chief Integrity & Assurance Officer.



WORKING WITH ONE ANOTHER

- Have you been unfair and disrespectful to your subordinates?
- Have you made inappropriate jokes or comments to your colleagues?
- Are you being truthful and honest in your work?
- Do you comply with safety procedures at your workplace?
- A close friend has requested that you share certain information pertaining to a colleague in the Group. Is this permissible?



Ask yourself

5. WORKING WITH ONE ANOTHER

The Group is committed to fostering an inclusive environment where everyone is treated with respect, trust and dignity.

5.1 Respect

You shall treat your superiors, peers, subordinates and external stakeholders with respect, trust, honesty and dignity.

5.2 Equal Opportunity and Non-Discrimination

The Group provides equal opportunities to all and endeavours to ensure that employment-related decisions are based on relevant qualifications, merit, performance and other job-related factors and in compliance with all applicable laws and regulations.

You must not discriminate based on gender, race, disability, nationality, religion, age or sexual orientation unless specific laws or regulations expressly provide for selection according to specific criteria.

5.3 Harassment and Violence

Any types of harassment and violence will not be tolerated. These actions or behaviours include derogatory comments based on gender, racial or ethnic characteristics, and unwelcomed sexual advances, spreading of malicious rumours or use of emails, voicemail and other forms of communication channels to transmit derogatory or discriminatory material.

5.4 Illegal Substances

The Group strictly prohibits the use or transfer of illegal drugs or other illegal substances in the workplace.

5.5 Criminal Activities

You must not engage or become involved in any behaviour or activities that may be categorised as subversive or commit any Wrongdoing, criminal or otherwise that is punishable under the laws of any country. If you are found guilty by a court of law or found to be involved in subversive activities or commit a criminal offence, you will be dealt with in accordance with the Group's relevant policies and procedures.

5.6 Environment, Occupational Safety and Health

The Group strives to provide a safe, secure and healthy working environment. You must create and maintain a safe working environment to prevent workplace injuries by:

- Using all devices provided for your protection;
- Ensuring that protective devices are in good working condition;
- Reporting immediately unsafe equipment and tools, hazardous conditions and accidents to the Management; and
- Complying with the Occupational Safety and Health laws and regulations of any country and the Group's environmental, safety and health rules and regulations.

You are also responsible for the safety of fellow Employees and the general public and are encouraged to promptly report any breaches of environmental, safety and health laws at the workplace. In case of doubt, please seek clarification from your superiors.

5.7 Human Rights

The Group has a responsibility to respect, support and uphold fundamental human rights as expressed in the Universal Declaration for Human Rights and the United Nations Guiding Principles on Business and Human Rights. Our commitment extends to all persons within our sphere of influence, which includes all our Employees, Counterparties and communities surrounding our operations. We are also committed to working with our Counterparties and Business Partners to encourage them to uphold respect for human rights as outlined in our policies and to encourage them to have similar commitments within their own business practices.

Where adverse human rights impacts arising from our business activities are identified, we are committed to mitigating the negative effects and where possible, to address and resolve such impacts in a timely manner.

We shall ensure that our standards and practices are in compliance with all applicable local legislations and are consistent with internationally recognised principles and standards. In line with the SD Guthrie Human Rights Charter, we respect the rights of our Employees and our communities through our commitments which include but are not limited to:

- **Providing Equal Opportunities**

We promote diversity, equity and inclusion and will not tolerate any form of discrimination. This shall be read together with Section 5.2.

- **Respecting Freedom of Association**

We respect the rights of Employees to join and form organisations of their own choice and to bargain collectively.

- **Eradicating any form of Exploitation**

We endeavour to eradicate any form of forced or bonded labour, slavery, human trafficking and sexual exploitation.

- **Ensuring Favourable Working Conditions**

We provide decent living and working conditions for all our Employees. We commit to provide living wages in line with RSPO Principle and Criteria Standards and access to basic needs for all our Employees.

- **Enhancing Safety and Health**

We provide a safe and healthy working environment for our Employees and support the wellbeing of our communities. This shall be read together with Section 5.6.

- **Respecting Community Rights and the Rights of Indigenous People**

We uphold the process of Free, Prior and Informed Consent (FPIC) and recognise that the local communities have the right to give or withhold their consent to proposed projects that may affect the lands they own, occupy or otherwise use.

- **Protecting the Rights of Vulnerable People**

We protect and respect the rights of vulnerable people such as marginalised groups, persons of different abilities and refugees.

- **Protecting the rights of children**

We seek to promote the wellbeing of children, and safeguard them from any form of maltreatment or exploitation, including child sex tourism, child trafficking, child labour and child pornography.

- **Eliminating violence and sexual harassment**

We seek to promote an environment where all forms of harassment and abuse are eliminated and to provide support for victims. This shall be read together with Section 5.3.

When faced with conflicts between local and international norms and/or standards within the countries and territories in which we operate, we endeavour to uphold the higher standards, wherever possible and within the constraints of national legislation.

Each of us has the responsibility to respect these rights and to ensure that we conduct our business in line with these guiding principles. Any suspected violation of human rights within our operations shall immediately be reported through the established grievance and whistleblowing channels.

5.8 Personal Data Protection

The Group respects the privacy and confidentiality of its Directors, Employees, Counterparties and Business Partners' personal data. Personal data should be kept private and protected, unless access is granted for legitimate business purposes.

If you have access to such data, you are required to comply with all applicable personal data protection laws in all countries in which the Group operates and the Group's policies. Appropriate measures must be taken if you are dealing with personal data in terms of collection, processing, disclosure, security, storage and retention.



- GPA A1: Human Resources
- GPA A2: Information Technology
- GPA A9: Sustainability
- GPA B8: Regulatory Compliance
- GPA C1: Records Management



AVOIDING CONFLICT OF INTEREST

- Are you using your position for personal gain?
- It is your job to select a supplier for an upcoming project. One of the suppliers being considered is a company owned by your brother. Do you know what actions you should take?
- Are your personal relationships influencing your business decisions?



Ask yourself

6. AVOIDING CONFLICT OF INTEREST

All Directors and Employees are expected to make business decisions in the best interests of the Group. It is the Group's commitment to uphold integrity and quality of its businesses through the management, reduction or elimination of conflict situations.

6.1 General Guidance

A conflict of interest (COI) may arise regardless of one's intentions and does not necessarily imply any dishonest intention or that it is improperly motivated.

However, a conflicted situation arises when you have a personal interest that could be seen to have the potential to interfere with your objectivity in performing duties or exercising judgement on behalf of the Group. You should avoid conflict situations.

You must not use your position, official working hours, Group resources and assets for personal gain or for the advantage of those you are associated with. If you find yourself in a situation of conflict whether actual or potential, speak to your immediate superior so that it could be managed properly. Such situation must be reported in writing as described in Section 6.2 Reporting a Conflict of Interest, as soon as practicable stating the facts, nature and extent of the conflict.

6.2 Reporting a Conflict of Interest

Any Director or Employee who has a COI must address it in line with the requirements of the Group Conflict of Interest Guidelines. While examples of COI categories are provided in Sections 6.3 to 6.11, these are not exhaustive and if you are uncertain on any matter relating to COI, you should seek advice from Group Compliance (GCO).

Where the COI involves an award of contract or proposed contract with the Group, the terms of the contract must be deliberated and decided independently. Directors and Employees are also to refrain from participating in any of the tender process.

In the case of Directors, a COI could give rise to a related party transaction and should be dealt with in compliance with applicable laws and regulations.

Upon consultation and approval, Directors and Employees are required to comply with all requirements and agreed action plan to resolve the conflicted situation.

6.3 Dealings with Suppliers, Customers and Agents

Any Director or Employee or their Family Members must not have:

- Any financial interest in a supplier, customer or agent of the Group, except that in the case of a public listed company whereby an interest of less than 5% in the equity will be disregarded; and
- Any business dealings or contractual arrangements with any Group Company. This excludes staff purchases for personal consumption, or purchases which are on no more favourable terms than those offered to the public.

In the case of payments by Group Companies to officially appointed selling agents, the buyer should have knowledge of the normal commercial practice that commission is payable to the agents, and consequently specific approval from the buyer is not required.

With the exception of the above instances, Employees of Group Companies are prohibited from receiving emoluments/ commissions/ benefits in kind from Counterparties and Business Partners of the Group.

6.4 Personal Dealings with Suppliers and Customers

Every Director or Employee or their Family Members must ensure that their personal business dealings with suppliers and customers are on an arms-length basis e.g. purchases which are on no more favourable terms than those offered to the public.

6.5 Outside Employment and Activities Outside the Group

As a full-time Employee, you must not take up employment outside the Group or engage in any outside business/service which may be in competition with the Group, give rise to actual, perceived or potential conflict of interest or impair your ability to perform your duties in the Group.

Unless prior written approval is obtained from your immediate superior of either HBU/ SBL/ OLT/ FS CEO/ GLC/ GMD, you are not allowed to be a member of the government, quasi-government or statutory bodies or become office bearers, council member, committee member of trade or professional associations. All fees and/or remuneration that you receive in connection with such membership must be paid over to the Group. This restriction does not apply to social or community-related clubs and associations.

While you may participate as speakers/ panellists/ presenters at external speaking engagements, you must obtain prior written approval from your immediate superior of either HBU/ SBL/ FS CEO/ GLC/ GMD and need to be mindful that, the views expressed align with the official position of the Group. Should you receive tokens of appreciation for your involvement, these should be limited to items of corporate hospitality (as per Section 8). Honorarium/tokens in the form of cash or cash equivalents are prohibited.

6.6 Board Membership

Employees may only be allowed to serve on the boards of government agencies/ bodies and/or companies/ unincorporated entities outside the Group in exceptional circumstances, with prior written approval from the GMD. For GMD and FS CEO, the approval of the Main Board or the FS Board, respectively is required. All fees and/or remuneration that you receive in connection with such service must be paid over to the Group.

The exception to this is where such board appointments relate to family businesses or companies/ unincorporated entities formed by not-for-profit organisations (e.g. social or community-related clubs and associations) or other situations stated in the Guidelines on Board Membership of Employees.

6.7 Family Members and Close Personal Relationships

A Director or Employee should not hire, recommend hiring, exert influence over hiring decisions, supervise, affect terms and conditions of employment or influence the management of any Family Members engaged by the Group. Family Members of Directors or Employees may be hired as Employees or consultants only if the appointment

is based on qualification, performance, skills and experience, and in accordance with the Group's hiring policies and procedures. This however excludes the hiring of interns and industrial trainees.

A Director or an Employee must also disclose business activities in the Group which involve Family Members and refrain from any related decision-making process.

Any substantial interest held by the Director's or Employee's Family Members in a competing company or other related companies must be declared.

6.8 Investment Activities

Personal investment decisions made by a Director or Employee or their Family Members must not influence his/her independent judgement on behalf of the Group such as:

- depriving the Group an identified business opportunity by prioritising his/her private venture; or
- channelling benefits or resources meant for the Group to a company which he/ she has an interest in.

6.9 Support Letters

Support letters are attempts to influence decision making in the Group by providing benefits or advantages to parties participating in tender exercises, projects, or applications. Support letters include:

- Any form of influence/ pressure/ insistence whether verbal, non-verbal or any other form by external parties on the Group's Directors and Employees; and
- Any form of communication that is conveyed either verbally or in writing which includes letters, memos, minutes, emails, short messages, oral conversations, telephone calls or other similar forms.

The Group views support letters as a form of conflict of interest and these are prohibited in our business decision-making process.

6.10 Dealings with Competitors

Any Director or Employee or their Family Members must not have:

- Financial interest in a Competitor of the Group, except that in the case of a public listed company, an interest of less than 5% in the equity will be disregarded;
- Directorships or holding of offices in or having business dealings or contractual arrangements with Competitors of the Group, regardless of their geographical locations;
- Disclosed trade secrets to a competitor where he or she has an interest in;
- Involvement in a business that may be in competition with the Group or offers products or services that are similar to or likely to replace or substitute the products or services offered by the Group; and
- Received emoluments/ commissions/ benefits in kind from Competitors of the Group.

6.11 Dealing with Business Partners

When dealing with Business Partners, certain scenarios may give rise to a COI. This includes:

- For nominee Directors of common shareholders of the Group and Business Partners, the common shareholder is a major shareholder of the Business Partner(s);
- For nominee Directors of common shareholders of the Group and Business Partners, the common shareholder has Board representation(s) at the Business Partner(s); or
- Director or Employee or their Family Members has influence or decision-making capacity and/or involvement in a transaction with the Business Partners.

For purposes of this section, major shareholders, as defined under the Main Market Listing Requirements, refer to a person who has an interest or interests in one or more voting shares in a corporation and the number or aggregate number of those shares, is:

- 10% or more of the total number of voting shares in the corporation; or
- 5% or more of the total number of voting shares in the corporation where such person is the largest shareholder of the corporation.



**USEFUL
Resources**

- GPA A1: Human Resources
- GPA B2: Related Party Transactions
- GPA B3: Insider Dealing
- GPA B5: Whistleblowing
- GPA C6: Board Appointments to Operating Entities
- GPA E4: Procurement
- Group Conflict of Interest (COI) Guidelines
- Anti-Corruption Guidelines and FAQ
- Guidelines on Board Membership for Employees



GUARDING AGAINST BRIBERY AND CORRUPTION

- Have you solicited or received money or gifts from any supplier?
- The agent that your predecessor hired to negotiate on the company's behalf with local government officials is doing a great job, but his fees seem to be higher than you would have expected. What should you do?



Ask yourself

7. GUARDING AGAINST BRIBERY AND CORRUPTION

The Group takes a zero-tolerance approach towards bribery and corruption, and is committed to behaving professionally, fairly and with integrity in all our business dealings and relationships wherever the Group operates, and implementing and enforcing effective systems to counter bribery and corruption.

The consequences of bribery and corruption are severe, and may include imprisonment for individuals, unlimited fines, debarment from tendering for public contracts, and damage to the Group's reputation. We therefore take our legal responsibilities very seriously.

You must not influence others or be influenced, either directly or indirectly, by paying or receiving bribes or kickbacks or any other measures that are deemed unethical or will tarnish the Group's reputation.

7.1 Bribery and Corruption

You must comply with all applicable anti-bribery and corruption laws and regulations in all countries in which the Group operates.

You must not directly or indirectly promise, offer, grant or authorise the giving of money or anything else of value, to government officials, officers of private enterprises and their Connected Persons to obtain or retain a business or an advantage in the conduct of business.

These include:

- Commissions that you have reason to suspect will be perceived as bribes or have reason to suspect will be used by the recipient to pay bribes or for other corrupt purposes; and
- Facilitation payments ('grease payments') which are regarded as payments to government officials to gain access, secure or expedite the performance of a routine function they are in any event obligated to perform. The Group **does not allow** facilitation payments to be made.

You must not directly or indirectly be involved in any corrupt conduct, which includes, but is not limited to the abuse of position/authority and falsification of documents.

You must inform the GMD/ CFO and GCO, in writing, when encountered with any offer/request for facilitation/gratification payment, or any payment which could be misconstrued as such.

You must also refrain from any activity or behaviour that could give rise to the perception or suspicion of any corrupt conduct or the attempt thereof. Promising, offering, giving or receiving any improper advantage in order to influence the decision of the recipient or to be so influenced may not only result in disciplinary action but also criminal charges. You will not suffer demotion, penalty or other adverse consequences for refusing to pay or receive bribes even if such refusal may result in the company losing its business or not meeting the targets.

All Counterparties (when representing the Group Companies) are under a duty not to promise, offer or give any improper advantage on behalf of the Group. Directors and Employees must endeavour to ensure that these Counterparties do not promise, offer or give any such improper advantage on behalf of the Group.



**USEFUL
Resources**

- GPA B5: Whistleblowing
- Whistleblowing Channels on SD Guthrie Corporate Website.
- Anti-Corruption Guidelines and FAQ



GIFTS AND CORPORATE HOSPITALITY

- Does the receipt of the corporate hospitality from your supplier or customer make you feel obligated?
- Is the corporate hospitality you are giving to a customer an exceptional reward or an incentive for a transaction?
- Were the corporate hospitality items that you received considered lavish?
- A supplier gives you a cash voucher as a token of appreciation for expediting a long outstanding payment. Should you accept it?
- Are you comfortable with the corporate hospitality received? Is it something that you can openly discuss with your peers and superior?



Ask yourself

8. GIFTS AND CORPORATE HOSPITALITY

The Group adopts a **No Gift Policy** and prohibits any form or usage of corporate hospitality to influence business decisions.

It is acknowledged that the practice of accepting and offering corporate hospitality varies between countries and regions and what may be normal and acceptable in one region may not be in another. The intention behind the corporate hospitality should always be considered, so that it does not create an appearance of bad faith and impropriety and should not be misunderstood by others to be a bribe.

You must comply with all applicable policies, procedures, laws and regulations related to the use of gifts and corporate hospitality in all countries in which the Group operates.

8.1 Gifts

You or your Family Members must never accept or offer, with or without approval, gifts in the form of goods, cash or cash equivalents, or personal services.

8.2 Corporate Hospitality

You and your Family Members must not solicit any form of corporate hospitality from Counterparties or Business Partners directly or indirectly. However, you and your Family Members may occasionally accept or offer corporate hospitality that is legal, modest and reasonable within the scope of your work to promote good business relationships, provided that these do not become a regular feature that may influence business decision or adversely affect the Group's reputation.

Examples of permissible hospitality include:

- Invitations to social or corporate events.
- Entertainment such as business meals.
- Corporate gifts of a nominal value with organisation's logo imprinted or engraved on the gifts e.g. diaries, calendars, "desk top" items (such as pens, notepads, bookmarks, pen drive, etc.) and complimentary/ promotional/ marketing items (such as umbrellas, key chains, canvas bags, etc.).
- Food or flowers of a nominal value.

When accepting or offering hospitality, you must be sensitive to the recipient organisation's relevant policies. In any case, you and your Family Members must not solicit, accept, engage or offer any hospitality that is indecent, sexually oriented or that otherwise might put yourself in a position of conflict or adversely affect the Group's reputation. Hospitality accepted or offered must not be for the purpose of influencing someone to favour the Group or to refrain from taking adverse action towards the Group. This would also include hospitality offered in your personal capacity or expense.

Travel

You may accept lodging and other expenses (e.g. food, transportation) provided by public organisations (such as industry bodies, intergovernmental bodies and public universities), trade associations, non-profit and non-governmental organisations and other institutions of higher learning if the trip is for public discourse purposes and prior approval in writing has been obtained from your immediate superior i.e. HBU/ SBL/ OLT/ GLC/ GMD.

You may also accept lodging and other expenses (e.g. food, intra-city travel) provided by Counterparties and Business Partners, if the trip is for business purposes and prior approval has been obtained from your immediate superior i.e. OLT/ GLC/ GMD. The cost of other forms of travel within home base, or for international travel or within destination country/countries for international travel must be borne by the Group.

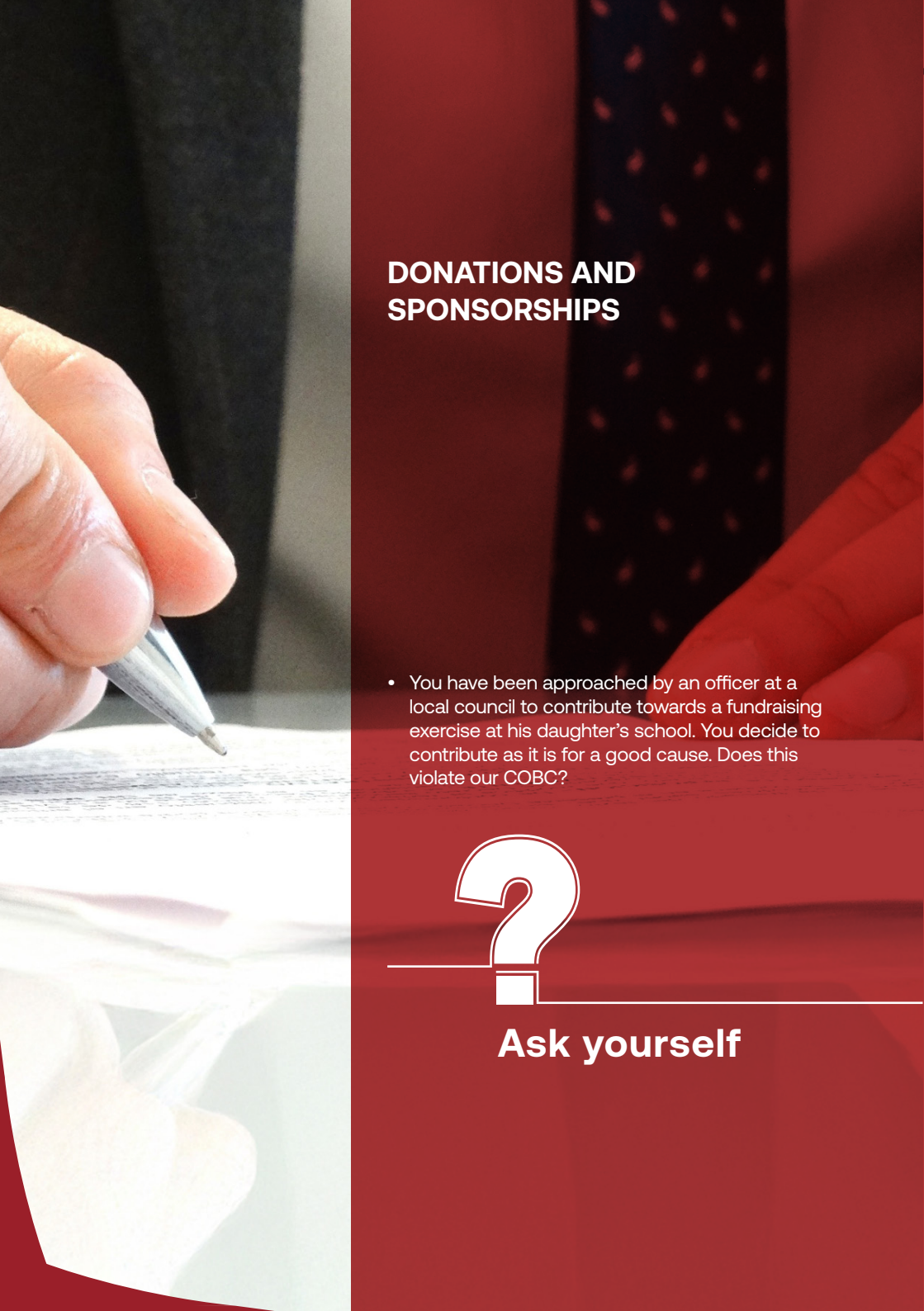
Unless prohibited by law or the policy of the recipient organisation, the Group may bear the costs of transportation and lodging for Counterparties, Business Partners or other stakeholders in connection with a visit to the Group's facility. The visit must be for a legitimate business purpose e.g. on-site examination of equipment, contract negotiations or training. Prior approval must be obtained from your immediate superior i.e. SBL/ OLT/ GLC/ GMD.

8.3 Corporate Hospitality for Public Officials

You are prohibited from offering to pay for travel to any public officials and/or their Family Members without the prior written approval from the GMD. This would also include hospitality offered in your personal capacity or expense. If in doubt, please consult the Chief Integrity & Assurance Officer.



- GPA E5: Operational Matters
- SD Guthrie's Approved Limits of Authority (LOA) and other localised LOAs
- Anti-Corruption Guidelines and FAQ



DONATIONS AND SPONSORSHIPS

- You have been approached by an officer at a local council to contribute towards a fundraising exercise at his daughter's school. You decide to contribute as it is for a good cause. Does this violate our COBC?



Ask yourself

9. DONATIONS AND SPONSORSHIPS

Company donations and sponsorships are part of the Group's commitment to society and a way of contributing to worthy causes. Unfortunately, even legitimate donations and sponsorships sometimes have the risk of creating the appearance of bribery and corruption.

You must ensure that all donations and sponsorships on behalf of the Group are given through official channels. Particular care must be taken to ensure the charities or sponsored organisations on the receiving end are genuine bodies and are able to manage the funds properly.

You should also avoid situations where conflicts of interest could arise from making donations or sponsorships. Beware of making contributions to charities or sponsored organisations that may have links to public officials or their families, as this could be seen as an act to influence the official's decision in gaining benefit to the Group.

You must obtain prior approval in accordance with established policies before making donations or sponsorships on behalf of the Group. Approved donations and sponsorships should be made transparently and recorded accurately. All requests for donations and sponsorships received by the Directors must be referred to the GMD.



- GPA E5: Operational Matters
- Anti-Corruption Guidelines and FAQ



PROTECTING THE GROUP AND SHAREHOLDERS

- You are entrusted with company car for work purposes. Would you handle it more carefully if the car was yours?
- You order a software and your supervisor requests that you record the charge against another expense category because the budget for software has been exceeded. What should you do?
- Can you share any of the company owned information with external parties? Would it make a difference, if you have since resigned?
- Can you use your network of external contacts to obtain pricing information of a competitor?
- Have you uploaded, downloaded or transmitted questionable material?
- Are your social media postings offensive from religious, political, racial or gender perspective? Will it incite hatred or ill feelings?



Ask yourself

10. PROTECTING THE GROUP AND SHAREHOLDERS

The Group is committed to protecting its assets and resources.

10.1 Protecting Group Assets

The Group entrusts you with the Group's assets in the performance of your job. You must protect these assets against waste, loss, damage, abuse, misuse, theft, misappropriation or infringement of intellectual property rights and ensure these assets are used responsibly.

10.2 Accuracy of Financial Information

The Group is committed to ensuring the integrity of financial information for the benefit of stakeholders, including but not limited to the Directors, Management, shareholders, creditors and government agencies.

As the Group relies on accounting records to produce reports, you must ensure that all business records and documents are prepared accurately, reliably and in a timely manner, as follows:

- These records must conform to generally accepted accounting principles as well as to all applicable laws and regulations of the jurisdiction in which the Group operates; and
- Such records are important to the Group's decision-making processes and the proper discharge of its financial, legal and reporting obligations.

Falsification of financial or any other records or misrepresentation of information may constitute fraud and can result in civil and criminal liabilities for Directors, Employees and the Group. You are obliged to report false entries or omissions and to highlight questionable or improper accounting in the books and records of the Group.

10.3 Proprietary and Confidential Information

The Group values and protects all proprietary and confidential information.

In the performance of your duties, you may obtain information not generally available or known to the public or the market. Hence, you must not communicate or disclose this information in any manner to competitors, customers, persons engaged in any aspect of the securities industry, members of trade associations or other third parties unless such communication or disclosure is authorised by the Group.

You must be aware that any unlawful or unauthorised disclosure of proprietary or confidential information may result in irreparable loss and/or damage to the Group. In such cases, the Group may institute civil and criminal proceedings against the offending party.

It is equally important that proprietary or confidential information is only disclosed to other Employees on a need-to-know basis.

You have an obligation to continue to preserve the proprietary and confidential information even after the appointment/employment has ceased, unless disclosure is required by any order of any court of competent jurisdiction or any competent judicial, governmental or regulatory authority.

10.4 Insider Information, Securities Trading and Public Disclosure

Insider information refers to non-public material information about an entity or its dealings and/or transactions which may affect the price of its securities (price sensitive information) if made public. Within the Group, insider information is typically known to Directors, Management, selected Employees, or others, including Business Partners and Counterparties who have privileged access to the information due to their involvement in the said dealings and/or transactions.

As a public listed company, the Group is required to comply with various laws and regulations to make timely, full and fair public disclosure of information that may materially affect the market for its stock.

You or other representatives of the Group are not allowed to trade in securities or other financial instruments of the Group and/or of its Business Partners and Counterparties based on knowledge that is obtained in the performance of duties, if that information has not been reported publicly. You must not use insider information for any form of personal gain or to benefit others, especially in relation to trading shares or advising others to do so.

You must also refrain from disclosing insider information to anyone, including your Family Members and friends, unless disclosure is required by any order of any court of competent jurisdiction or any competent judicial, governmental or regulatory authority.

Disclosure of material, non-public information to others can result in civil and criminal penalties.

10.5 Information Technology

All computer and device facilities must be safeguarded against theft, damage and improper usage. The Group does not permit the usage of computer and device facilities involving sensitive and illegal matters, infringement of intellectual property rights, unauthorised access, misuse of the company's time and resources and risking the integrity of computer facilities.

To the extent allowed by applicable laws in the countries in which it operates, the Group reserves the right to monitor your email messages, instant messaging, blogs, use of the internet and contents in Group issued computer and device facilities. This information can be recovered and used as evidence in domestic proceedings and courts of law or disclosed to the authorities or regulatory bodies as the case may be.

You must use the Group's computer and device facilities responsibly and primarily for the business purposes for which they are intended. The computer and device facilities include access to the internet, email services and all other computer hardware, software and peripherals.

10.6 Records Management

The Group's documents and records are meant for business purposes and requirements, compliance with legal, tax, accounting and regulatory laws. You must control and maintain such records so that they are accurate, up-to-date, legible, readily identifiable

and retrievable. You must also ensure that all records are handled according to the appropriate level of confidentiality, in accordance with any applicable policies and procedures and in conformity with all applicable laws and regulations.

10.7 Business Communication

You must ensure that all business communication is clear, truthful and accurate. You must avoid misleading information, speculative opinions or derogatory remarks. This applies to communications of all kinds, including e-mail and informal notes or memos.

10.8 Social Media

Every Employee has the responsibility to protect SD Guthrie Group's reputation and brand image. When using your private social media accounts, you must ensure that your posts reflect only your personal opinions and does not negatively affect public perception of SD Guthrie Group. You should also take extra precaution so as not to share any confidential and proprietary business information.

Employees and Counterparties who are tasked to manage the Group's official social media accounts are also responsible in ensuring that the management of the accounts, and the activities within, are in accordance with the relevant policies on social media.



- GPA A2: Information Technology
- GPA A8: Stakeholder Engagement
- GPA B3: Insider Dealing
- GPA B6: Social Media
- GPA C1: Records Management
- GPA C4: Brand Identity
- GPA C5: Intellectual Property
- GPA C6: Board Appointments to Operating Entities
- SD Guthrie Brand Guidelines



DEALING WITH COUNTERPARTIES, BUSINESS PARTNERS, AND INTERNATIONAL ORGANISATIONS

- Do you deal honestly with your Business Partners?
- Do you consider the legality of fees or commissions paid to your Counterparties?
- Someone offers to share with you the business plan of our competitor. Would you accept the offer?
- You have witnessed certain activities which may or may not impact the environment. What should you do?
- You have been asked to make payment to another person, in another country to a numbered bank account or to pay in cash. Should you be suspicious?



Ask yourself

11. DEALING WITH COUNTERPARTIES, BUSINESS PARTNERS, AND INTERNATIONAL ORGANISATIONS

The Group strives to build and strengthen its relationships with Counterparties, Business Partners and international organisations. Directors and Employees are expected to conduct business ethically and share the business ethics and principles prescribed in the COBC with Counterparties and Business Partners.

Business dealings shall be impartial, objective and free from any influence, either within or outside the Group. In this respect, Directors and Employees must avoid any business dealings with those who are likely to harm the Group's reputation and who violate laws and regulations.

11.1 Counterparties

Counterparties include but are not limited to suppliers, consultants, agents, contractors, goods/service providers, and representative of the Group who have direct dealings with the Group.

- The Group selects its Counterparties impartially and based on merit with considerations to, among others, price, quality, service, integrity and ethical standards. You must ensure that all procurement decisions are made solely in the Group's best interests and in compliance with the relevant policies and procedures.
- Payments made shall commensurate with the services or products provided.
- Commission payments are generally allowed as per local country's laws and regulations and where covered by the terms and conditions of a legally binding contract between the Group and the Counterparties. The rates of commissions or fees paid to any dealer, distributor, agent or consultant must be reasonable in relation to the value of the product or work that has actually been performed and should be benchmarked against industry practices.

It is important to be aware that an offer/payment to a company rather than an individual is not an automatic safeguard; the same tests must be strictly applied.

If there is any doubt whatsoever as to whether an offer/payment is proper and in accordance with the Group's procedures for commission, then advice should be sought from the Chief Integrity & Assurance Officer, who may consult Group Legal.

The Group seeks to do business with those who comply with all applicable legal requirements and act consistently with the COBC. In this respect, the Group has established the Vendor COBC which outlines the standards of behaviour required from the Vendors (includes suppliers, consultants, agents, contractors, goods/service providers, and representatives of the Group who have direct dealings with the Group). Vendors shall read and declare compliance with the Vendor COBC via the Vendor Integrity Pledge. Counterparties may be reported and/or blacklisted for non-adherence to the COBC.

11.2 Customers (Business Partners)

You must always treat customers with honesty and respect. You must provide them with accurate and truthful information about products and services. You must also endeavour to enhance the quality and reliability of products and services via continuous process improvement and innovation.

Deliberate misleading messages, omission of important facts, or false claims about the Group's or its competitors' offerings are prohibited.

11.3 Joint Ventures and Business Alliances (Business Partners)

The Group endeavours to work or associate with companies that share the Group's values and ethics and the principles of the COBC. The Group aspires to assist our joint ventures in adopting, as far as practical, the key principles laid out in the COBC.

11.4 Competition and Antitrust Laws

The Group is committed to competing ethically in the marketplace. You are required to comply with competition and antitrust laws in the countries in which the Group operates. You must be aware that infringement of such laws can result in civil and criminal liability for both you and the Group.

In addition, you must not use illegal or unethical methods to compete in the market. This includes without limitation:

- Exchanging competitive information with competitors;
- Fixing prices or terms related to pricing;
- Dividing up markets, territories or customers;
- Rigging a competitive bidding process (including arrangement to submit sham bids); and
- Adopting strategies to illegally exclude competitors from the market, such as anti-competitive bundling or predatory pricing.

You must not misappropriate proprietary information or possess trade secrets obtained without the owner's consent or by pressuring disclosures from employees of other companies.

11.5 International Trade Laws

As a multinational company conducting business across the globe, the Group is subjected to laws and regulations that govern international trade. Employees and Counterparties whose line of work are impacted by these laws, are required to familiarise and comply with such applicable laws and regulations particularly in relation to (but not limited to) import and export controls, such as trade barriers and import duties.

11.6 Environment, Land Access and Sustainable Development

The Group strives to minimise health and environmental risk by utilising natural resources responsibly and reducing waste and emissions, where practicable. You must support this commitment by complying with the Group's policies and procedures. You must notify Group Sustainability and your immediate superior i.e. HBU/ SBL/ OLT/ FS CEO/ GLC/ GMD if hazardous materials come into contact with the environment or are incorrectly handled or disposed.

In addition to applicable laws and permits tied to the land, the Group also recognises that there may be other claims to the land such as ancestral, indigenous or native titles. The appropriate bodies such as interest groups, locals and the government authorities should be consulted to clarify the rights or claims which come along with the land titles, so that harmony can be maintained.

11.7 Anti-Money Laundering and Counter Financing of Terrorism

Money laundering is the process of hiding the true nature or source of illegally obtained funds (such as from the drug trade or terrorist activities) and passing it surreptitiously through legitimate business channels by means of bank deposits, investments, or transfers from one place (or person) to another.

Anti-money laundering provisions are designed to help prevent legitimate businesses from being used by criminals for this purpose, and to assist law enforcement agencies to trace and recover criminal assets and terrorist funding.

The Group prohibits your involvement in money laundering activities, either directly or indirectly. The activities may include, but not limited to the following:

- Payments made in currencies that differ from invoices;
- Attempts to make payment in cash or cash equivalent (out of normal business practice);
- Payments made by third parties that are not parties to the contract; and
- Payments to or accounts of third parties that are not parties to the contract.

You must immediately notify your immediate superior i.e. HBU/ SBL/ OLT/ FS CEO/ GLC/ GMD of suspicious transactions or suspected incidents of money laundering. The HBU/ SBL/ OLT/ FS CEO/ GLC/ GMD shall immediately inform the CFO, Group General Counsel and Chief Integrity & Assurance Officer. You are expected to be guided by relevant procedures, in engaging with the Group's stakeholders, including the notification and necessary approval requirement, where applicable.



- GPA A9: Sustainability
- GPA B8: Regulatory Compliance
- GPA D6: Notification, Reporting & Disclosure
- GPA E4: Procurement
- Group Procurement Policies & Authorities (GPPA)
- Vendor COBC



DEALING WITH GOVERNMENT AGENCIES AND PUBLIC OFFICIALS

- Your friend is running for political office. Can you help with the campaign?
- You were spotted at a political rally wearing a t-shirt with the company's corporate logo. Are you in violation of the COBC?



Ask yourself

12. DEALING WITH GOVERNMENT AGENCIES AND PUBLIC OFFICIALS

The Group strives to build transparent and fair relationships with government agencies and public officials. Appropriate action must be taken to comply with the applicable laws and regulations in all countries in which the Group operates, as well as the Group's relevant policies and procedures.

12.1 Dealing with Regulators and Government Agencies

Your department or operating unit may be subjected to formal or informal queries, surprise inspections, investigations or raids by regulators and government agencies. In any of these events, Employees are expected to be guided by relevant procedures in engaging with our stakeholders, including the notification and necessary approval requirement, where applicable.

12.2 Political Activities

You have the right to participate as individuals in the political process. Your participation shall be carried out entirely on your own accord, by your own volition, in your own time and with your own resources. Your political opinions must be clearly delivered as personal opinions and not representative of the Group's position.

Any Employee who wishes to hold any key position as office bearer in any political party must disclose and obtain prior approval from the GMD. Those who wish to actively participate full time in politics or are nominated as candidates in any election or are elected as representatives in the Federal or State Legislative Body must resign from the Group.

Any Director who wishes to hold any key position as office bearer in any political party must disclose this intention to the Main Board. Directors who wish to be nominated as candidates in any election or are elected/appointed to hold a Head of State (or equivalent) or Active Politician position must resign from the Board.

12.3 Political Contributions

The Group prohibits all direct and indirect political contributions using company funds or resources. Political contributions or expenditures include, but not limited to:

- Paying for advertisements and other political campaign expenses;
- Buying tables for fundraising dinners organised by a political party; and
- Permitting Employees to support political events during working hours.

If you wish to contribute your own time or money to any political activity, it shall be deemed as an entirely personal and voluntary decision. However, your political affiliation must be clearly delivered as your personal position and not representative of the Group.



- GPA A8: Stakeholder Engagement
- GPA D6: Notification, Reporting & Disclosure
- Anti-Corruption Guidelines and FAQ



SD Guthrie

ADMINISTRATION OF THE COBC



13. ADMINISTRATION OF THE COBC

13.1 Where to Get Guidance

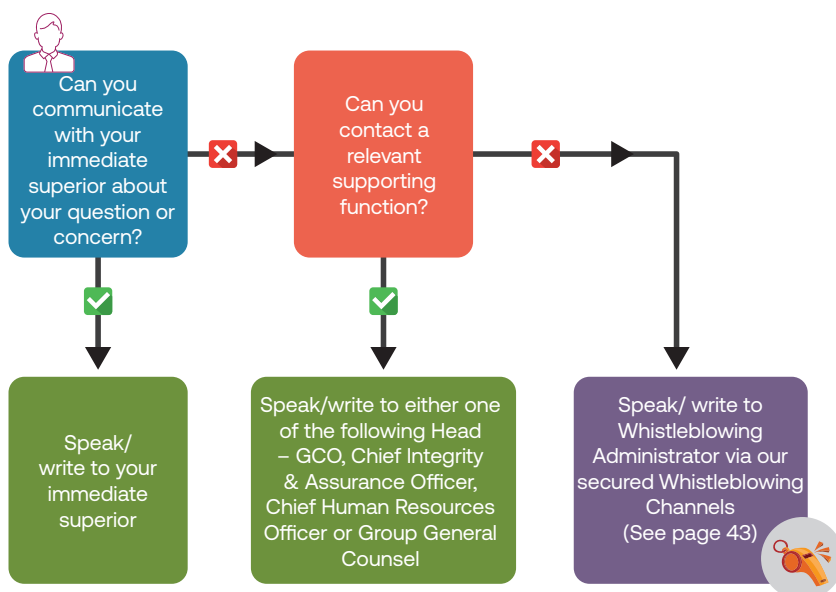
You can seek advice from the GCO if you are uncertain as to the interpretation or application of this handbook. Channel your queries to cobc@sdguthrie.com.

13.2 Raising a Concern or Reporting a Violation

Each of us has a responsibility to ensure that any instance of actual or suspected violation of the COBC is reported promptly.

The Group practises an open door policy and encourages you to share your questions, concerns or suggestions with parties who can address them properly. In most cases, your immediate superior is in the best position to address any concerns.

Please refer to the decision tree below for options in raising a concern:



All instances or suspected violation of the COBC received by Employees must be escalated to the GCO who in turn, will collaborate with relevant parties on investigations.

To the fullest extent possible, reports of alleged Wrongdoing, and investigation pertaining thereto, shall be kept confidential in a manner that is consistent with the need to conduct an adequate investigation.

The Group expects all parties to act in good faith and have reasonable grounds when reporting a concern or issue. If allegations are proven to be malicious, parties responsible may be subject to appropriate action, up to and including legal action, where applicable.

13.3 No Retaliation

The Group does not tolerate retaliation against an individual who discloses any actual or suspected violations in good faith. You will not suffer harassment, retaliation or adverse employment consequence in the Group, for speaking up or cooperating in an investigation. A Director or an Employee who retaliates against others (including Counterparties and Business Partners) who make a report in good faith will be subjected to disciplinary action up to and including termination of employment or dismissal.

13.4 Investigation of Potential COBC Violations and Disciplinary Actions

The Group takes all reports and incidents of possible violations to the COBC seriously and shall investigate them thoroughly in accordance with the relevant investigation procedures. Appropriate disciplinary actions shall be taken where violations have been proven.

All reports made on a possible violation shall be treated in a confidential manner, with disclosure limited to conduct a full investigation of the alleged violation. Disclosure of reports to individuals who are not involved in the investigation will be viewed as a serious disciplinary offence which may result in disciplinary action, up to and including termination of employment or dismissal.



- GPA B5: Whistleblowing
- Whistleblowing Channels on SD Guthrie Corporate Website

CONTACT US

Enquiries

Please channel your enquiries on the interpretation or implementation of the COBC to cobc@sdguthrie.com.

Reporting of violations

Instances or suspected violation of the COBC to be reported via the following Whistleblowing Channels:



Group Whistleblowing e-Form at SD Guthrie Corporate Website
(For operations in the Netherlands, should you prefer to report locally, you may lodge your report via the link provided at SD Guthrie Corporate Website)



Emails:
GAC Chairman:
gacchairman@sdguthrie.com

Whistleblowing Unit:
whistleblowing@sdguthrie.com



Contact the Whistleblowing Hotline at **+6019 - 2797 553** (Malaysia office hours; GMT+8) via phone call, short message service (SMS), or WhatsApp.



Letters to Whistleblowing Unit at:

Whistleblowing Unit
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