



PETRONAS

CONFLICTS OF INTEREST POLICY

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1. Summary Statement

This Policy sets forth the Company's requirements regarding the management of Conflicts of Interest, consistent with the expectations and plans of the Company, and in consideration of PETRONAS Global's requirements. Conflicts of Interest will be managed in a manner to manage risks to the Company, ensuring compliance with applicable law and the Company's policies, standards, and procedures, and guidelines

2. Objectives

The objectives of this Policy are to:

- Prevent Conflicts of Interest from damaging the reputation of the Company, its shareholders or its business interests; and
- Provide guidance to Employees, Contractors and Consultants to identify and understand their obligations in relation to Conflicts of Interest for their own benefit, in addition to the benefit of the Company and its business partners.

3. Scope

This Policy applies to Employees, Contractors and Consultants.

4. Definitions

Capitalized terms used herein have their meanings set forth in the [Master Glossary](#).

5. Requirements

5.1 Conflicts of Interest

5.1.1 Definition

Conflicts of Interest exist in any situation where:

- private interests or personal considerations of an Employee, Contractor or Consultant;
- interests of a **private** Business Enterprise in which an Employee, Contractor or Consultant has a beneficial interest;
- interests of a **public** Business Enterprise in which an Employee, Contractor or Consultant has a Significant Interest; or
- interests of an Immediate Family Member of an Employee, Contractor or Consultant;

have influenced, or could influence, that individual and either impair its ability to act in the best interest of the Company or impede its ability to impartially carry out its duties and responsibilities.

5.1.2 Actual vs. Perceived

Conflicts of Interest may be:

- Actual – where an individual has knowledge of the Conflicts of Interest; or

- Perceived – where an individual is involved in a situation that a reasonable observer would believe to create a Conflict of Interest, whether or not that is accurate.

5.1.3 Examples of Conflicts of Interest

Examples of Conflicts of Interest may include, but are not limited to, situations in which:

- An Employee, Contractor or Consultant receives, or seeks to receive, a payment, loan, gift, entertainment activity, or discount of more than a reasonable value which goes beyond common courtesies associated with accepted business practices. For more information, refer to the [Gift and Entertainment Policy](#);
- An Employee, Contractor or Consultant is responsible for supervising, or has direct or indirect authority over someone who is an Immediate Family Member or a person with whom the supervisor is in a personal relationship, and has the ability to influence such person's compensation, work assignments or promotions within the Company;
- An Employee has interests or is engaged in activities which adversely interfere with the time and attention the Employee is expected to devote to the Company in performing its employment duties and responsibilities, or compromises the individual's judgment or ability to act in the best interests of the Company;
- An Employee withholds, diverts, or otherwise deprives the Company of a business opportunity for the purpose of personal gain or the gain of others;
- An Employee, Contractor or Consultant makes use of Confidential Information for personal, commercial, or financial gain;
- An Employee, Contractor or Consultant acts as Director or Officer, or is involved directly or indirectly in the management or business activities of, a Business Enterprise that competes with the Company, without the written consent of the Company;
- An Employee owns, either directly or indirectly, shares or other forms of beneficial interest in any land, equipment, or **privately** held Business Enterprises which derives any income, receives any payment from business arrangements with the Company or competes directly with the Company; and;
- An Employee owns, either directly or indirectly, a Significant Interest in any **publicly** held Business Enterprises which derives any income, receives any payment from business arrangements with the Company or competes directly with the Company.

5.2 Employee, Contractor, and Consultant Duties

Employees, Contractors and Consultants must act in good faith and in the best interests of the Company while carrying out duties and responsibilities. Employees, Contractors and Consultants may not act on behalf of the Company, or deal with the Company, in any matter where there is a Conflict of Interest, whether actual or perceived, or use their position or affiliation with the Company to pursue or advance their private interests or those of a Business Enterprise in which they have Significant Interest.

5.3 Transactions with the Company's Suppliers, Contractors, and Vendors

Employees, Contractors and Consultants may not, directly or indirectly, enter into transactions or dealings for the purchase or sale of any moveable or immovable property, or the supply or purchase of any services from any of the Company's suppliers or vendors (or with their agents or representatives) with whom the

person has, or is likely to have, official dealings on behalf of the Company, other than transactions or dealings on such terms as are generally available to other Employees, Contractors and Consultants.

Refer to the [Contracts and Contracting Policy](#) and the [Supply Chain Management Policy](#) for additional information on transactions.

5.4 Disclosure

Employees, Contractors and Consultants are required to make timely written disclosure of all new and existing Conflicts of Interest, whether actual or perceived, including any existing investment that poses a potential Conflict of Interest, to their manager or Vice President and the Legal department.

Employees who are Directors or Officers of the Company must disclose to the Legal department details of any personal investment or other beneficial interest in:

- Any private Business Enterprise; and
- Any public Business Enterprise in which the Director or Officer holds a Significant Interest.

If there is any question as to whether a Conflict of Interest exists in a particular situation, the individual must discuss the matter with his/her Vice President or the Legal department to determine whether a Conflict of Interest exists and, if so, how it should be resolved. While clarification on the matter is being sought, the individual must avoid taking part in any activities associated with the potential Conflict of Interest.

Refer to the [Confidentiality Policy](#) and the [External Communications Policy](#) for additional information.

5.5 Mitigation

Where a Conflict of Interest is found to exist, the Legal department, with the endorsement of the applicable Vice President, or in the case of an Officer or Director of the Company, the Board of Directors, in consultation with the Employee, Contractor or Consultant, will determine and document the actions to be taken to mitigate the Conflict of Interest. Such actions may include, but are not limited to:

- Restricting the involvement of the Employee, Contractor or Consultant in the decisions relating to the Conflicts of Interest;
- Removing the Employee, Contractor or Consultant from its Company duties giving rise to the Conflict of Interest; or
- Relinquishment of the private interest of the Employee, Contractor or Consultant giving rise to the Conflict of Interest.

Documentation reflecting the mitigating actions taken, such as board minutes or correspondence to interested parties, should be completed and maintained in accordance with the Company's [Information Management Policy](#).

5.6 Reporting Violations to the Policy

Employees, Contractors and Consultants aware of a violation or potential violation of this Policy must immediately report it in accordance with the [Whistleblower Policy](#).

An Employee, Contractor or Consultant's violation of this Policy and/or violation of the [Code of Business Conduct and Ethics](#), may result in disciplinary action, up to and including termination with cause.